

## **FORM 51-102F3**

### **MATERIAL CHANGE REPORT**

#### **Item 1 – Name and Address of Company:**

Minera IRL Limited  
Av Santa Cruz 830, Of. 401  
Miraflores, Lima 18

#### **Item 2 - Date of Material Change:**

29 July 2014

#### **Item 3 – News Release:**

Disseminated over Marketwired on 30 July 2014; attached hereto as Schedule “A”.

#### **Item 4 – Summary of Material Change:**

Minera IRL Limited (“Minera IRL” or the “Company”) has entered into an agreement pursuant to which Compañía Inversora en Minas (“CIMINAS”) will acquire the Company’s remaining shareholding of Minera IRL Patagonia S.A. (“Minera IRL Patagonia”) for a total net cash consideration of US\$11.5 million (the “Agreement”). Following the Agreement, Minera IRL has no interest in or has any outstanding obligations or liabilities relating to Minera IRL Patagonia. Minera IRL Patagonia is the joint venture company that owns the Don Nicolás Project in Santa Cruz Province, Argentina.

Under the Agreement, CIMINAS paid US\$9.8 million (85%) upon closing of the transaction and will pay US\$0.85 million (7.5%) after 90 days and the remaining US\$0.85 million (7.5%) after 12 months. The payment of the second and third tranches is conditional upon the satisfaction of certain customary representation and warranties pertaining to the Don Nicolás Project.

For the year ended 31 December 2013, the assets subject to the transaction incurred a loss before tax of US\$15.7 million (US\$3.2 million adjusting for loss on deconsolidation of subsidiary). As at 31 December 2013 the carrying value of the assets subject to the transaction was US\$43.7 million.

#### **Item 5 – Full Description of Material Change:**

##### **5.1 Full Description of Material Change**

The material changes are fully described in the press releases attached hereto.

##### **5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6 – Reliance on subsection 7.1(2) of National Instrument 51-102:**

Not applicable.

**Item 7 - Omitted Information:**

Not applicable.

**Item 8 – Executive Officer:**

Brad Boland, Chief Financial Officer  
Telephone: +1 (416) 907-7363  
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**Item 9 – Date of Report:**

29 July 2014

**Schedule “A”**



## **Minera IRL Announces Sale of Don Nicolás Interest to CIMINAS**

**Lima, 30 July 2014:** Minera IRL Limited ("Minera IRL" or the "Company") (TSX:IRL) (AIM:MIRL) (BVL:MIRL), the Latin America gold mining company, announces that it has entered into an agreement pursuant to which Compañía Inversora en Minas ("CIMINAS") will acquire the Company's remaining shareholding of Minera IRL Patagonia S.A. ("Minera IRL Patagonia") for a total net cash consideration of US\$11.5 million (the "Agreement"). Following the Agreement, Minera IRL has no interest in or has any outstanding obligations or liabilities relating to Minera IRL Patagonia. Minera IRL Patagonia is the joint venture company that owns the Don Nicolás Project in Santa Cruz Province, Argentina.

Mr. Courtney Chamberlain, Executive Chairman of Minera IRL, commented, *"We enjoyed working in Argentina over the past four-and-half years and had considerable success defining reserves and resources at the Don Nicolás Project. We were delighted to have attracted CIMINAS as a joint venture last year, who is funding the construction of the Don Nicolás Mine. However, having recently received the Construction Permit to build the Ollachea Gold Mine in Peru, the Company believes that, with great regret, that divesting our interest in Don Nicolás and reallocating the proceeds towards our flagship project is in the best interest of Minera IRL."*

Dr. Diego Benavides, President of Minera IRL Patagonia, added, *"We thank CIMINAS, our joint venture partner, for their contribution and support since the Agreement was signed in August 2013 and wish them well with the ongoing development of Don Nicolás. We also thank the Argentina and Santa Cruz Provincial authorities for their outstanding support and assistance since 2010. Finally, we wish to pay special tribute to our team in Argentina for their professional discipline, loyalty, support and dedication in making Minera IRL Patagonia a success."*

For the year ended 31 December 2013, the assets subject to the transaction incurred a loss before tax of US\$15.7 million (US\$3.2 million adjusting for loss on deconsolidation of subsidiary). As at 31 December 2013 the carrying value of the assets subject to the transaction was US\$43.7 million.

### **Terms of the Agreement**

Under the Agreement, CIMINAS paid US\$9.8 million (85%) upon closing of the transaction and will pay US\$0.85 million (7.5%) after 90 days and the remaining US\$0.85 million (7.5%) after 12 months. The payment of the second and third tranches is conditional upon the satisfaction of certain customary representation and warranties pertaining to the Don Nicolás Project.

Buenos Aires Advisors acted as the Company's financial advisor in connection with the Agreement.



**For more information please contact:**

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**Minera IRL Limited is a AIM, TSX and BVL listed precious metals mining, development and exploration company with operations in Latin America. Minera IRL is led by a management team with extensive operating experience in South America. In Peru, the Company operates the Corihuarmi Gold Mine and the advanced Ollachea Gold Project. For more information, please visit [www.minera-irl.com](http://www.minera-irl.com).**

*No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained in this news release.*

***Cautionary Statement on Forward-Looking Information***

Certain information in this news release, including information about the Company's financial or operating performance and other statements expressing management's expectations or estimates of future events, performance and exploration and development programs or plans constitute "forward-looking statements". Forward-looking statements often, but not always, are identified by words such as "seek", "believe", "expect", "do not expect", "will", "will not", "intend", "estimate", "anticipate", "plan", "schedule" and similar expressions of a conditional or future oriented nature identify forward-looking statements. Forward-looking statements are, necessarily, based upon a number of estimates and assumptions. While considered, by management, to be reasonable in the context in which they are made forward-looking statements are inherently subject to political, legal, regulatory, business and economic risks and competitive uncertainties and contingencies.



The Company cautions readers that forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Minera IRL's actual financial results, future performance and results of exploration and development programs and plans to be materially different than those expected or estimated future results, performance or achievements and that forward-looking statements are not guarantees of future performance, results or achievements.

Forward-looking statements are made as of the date of this news release and Minera IRL assumes no obligation, except as may be required by law, to update or revise them to reflect new events or circumstances. Risks, uncertainties and contingencies and other factors that might cause actual performance to differ from forward-looking statements include, but are not limited to, changes in the price of precious metals and commodities, changes in the relative exchange rates of the US dollar against the Peruvian nuevo sol and the Argentinean peso, interest rates, legislative, political, social or economic developments both within the countries in which the Company operates and in general, contests over title to property, the speculative nature of mineral exploration and development, operating or technical difficulties in connection with the Company's development or exploration programs, increasing costs as a result of inflation or scarcity of human resources and input materials or equipment. Known and unknown risks inherent in the mining business include potential uncertainties related to the title of mineral claims, the accuracy of mineral reserve and resource estimates, metallurgical recoveries, capital and operating costs and the future demand for minerals. For additional information, please consult the Company's most recently filed MD&A and Annual Information Form.