

Security Class

Holder Account Number

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Form of Proxy - Annual General and Special Meeting to be held on August 27, 2015

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).**
- 2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.**
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.**
- 4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.**
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
- 6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.**
- 7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.**
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.**

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Proxies submitted must be received by 11:00 a.m. (BST) / 6:00 a.m. (EDT) on August 25, 2015.



Appointment of Proxyholder

I/We, being holder(s) of Minera IRL Limited hereby appoint the Chairman of the Meeting

OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of Minera IRL Limited to be held at Ordnance House, 31 Pier Road, St Helier, Jersey JE4 8PW on 27 August 2015 at 11:00 a.m. (BST) / 6:00 a.m. (EDT) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

	For	Against	Withhold
Ordinary Resolutions			
1. To receive and adopt the audited financial statements of the Company for the year ended 31 December 2014, and the report of the directors and the auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To elect Robin Fryer as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Daryl Hodges as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Douglas Jones as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint BDO LLP as auditors of the Company from the conclusion of the Meeting until the conclusion of the next annual general meeting of the Company and to authorise the directors to determine the auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To reapprove the Company's 10% "rolling" stock option plans.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To authorise the issuance of up to 30,000,000 ordinary shares of the Company (on a pre-consolidation basis) to settle the principal amount of a promissory note for the sum of US\$ 2,190,000 issued by the Company and held by Rio Tinto Mining and Exploration Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To authorise the directors in accordance with Article 5.1 of the Articles of Association of the Company to allot up to a maximum of 115,567,514 ordinary shares (on a pre-consolidation basis), being 50% of the ordinary shares issued by the Company as at the date of the Notice of Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions			
9. To authorise the directors in accordance with Article 6.4 of the Articles of Association of the Company to allot up to a maximum of 115,567,514 ordinary shares (on a pre-consolidation basis) for cash, being 50% of the ordinary shares issued by the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. That, on and with effect from 4:30p.m. (British Summer Time) on 7 September 2015 (or such later time and date as is determined by the directors of the Company and specified in a news release, provided that such later time may not fall any later than 4:30p.m. (British Summer Time) on 7 October 2015), every 10 issued ordinary shares of no par value of the Company be consolidated into one ordinary share of no par value and the directors of the Company be authorised to deal with any fractional entitlements arising in consequence of the consolidation of ordinary shares in such manner as they may think fit.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Authorized Signature(s) – This section must be completed for your instructions to be executed.
I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Signature(s)

Date

MM / DD / YY

