

## PART 3 – NOTICE OF REQUISITIONED EGM

### MINERA IRL LIMITED

## NOTICE OF REQUISITIONED EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ( “EGM”) of Minera IRL Limited (the “**Company**”) will be held on the 24<sup>th</sup> Floor at 333 Bay Street, Toronto, Ontario M5H 2T6, on 26 November 2015 at 10:00 a.m. Toronto time (3:00 p.m. GMT) for the purpose of considering, and if thought fit, passing the following special resolutions.

### Special Resolutions

1. To remove Jaime Pinto as a director
2. To remove Robin Fryer as a director.
3. To remove Douglas Jones as a director.
4. To remove any director of the Company who is appointed between the date of this notice and the date of the EGM.
5. To appoint Leonard Harris as a director.
6. To appoint Julian Bavin as a director.
7. To appoint Diego Benavides as a director.
8. To appoint Jorge Ramos as a director.
9. To appoint Frank O’Kelly as a director.
10. To appoint Armando Lema as a director.

*By Order of the Board of Directors*

Signed “Jaime Pinto”

Jaime Pinto

**Chairman**

Dated 20 October 2015

*Registered Office:*

Ordnance House

31 Pier Road

St Helier

Jersey JE4 8PW

### IMPORTANT NOTES:

- (a) Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the EGM. A shareholder may appoint more than one proxy in relation to the EGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.
- (b) The form of proxy, which must be used to make such appointment and give proxy instructions, accompanies this Notice.
- (c) To be valid the form of proxy must be received by post or (during normal business hours only) by hand by the Company's registrars, Computershare Investor Services (Jersey) Limited, c/o Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol, BS99 6ZY, United Kingdom, by no later than 10:00 a.m. Toronto time (3:00 p.m. GMT) on 24 November 2015 (or 48 hours preceding the date and time for any adjourned meeting). Shareholders on the Canadian Registry may instead return their proxy (so as to be received within the same deadline) to Computershare Investor Services Inc.,

Attention: Proxy Department, 100 University Avenue, 8th Floor, North Tower, Toronto, Ontario M5J 2Y1 Canada.

- (d) Further information in relation to proxy voting and logistical matters can be found in Part 4 of this circular.