



**MINERA IRL LIMITED**

330 Bay Street, Suite 820, Toronto, Ontario M5H 2S8

tel: 416 907-7363

December 17<sup>th</sup>, 2015

British Columbia Securities Commission  
Alberta Securities Commission  
Saskatchewan Financial Services Commission, Securities Division  
Manitoba Securities Commission  
Ontario Securities Commission  
New Brunswick Securities Commission  
Nova Scotia Securities Commission  
Prince Edward Island Securities Office  
Securities Commission of Newfoundland and Labrador

Dear Sirs:

**Re: Minera IRL Limited (the 'Company')**  
**Report of Voting Results pursuant to section 11.3 of National Instrument 51-102 -**  
**Continuous Disclosure Obligations ('NI51-102')**

Following the extraordinary general meeting of shareholders of Minera IRL Limited held on December 16<sup>th</sup>, 2015, (the 'Meeting'), and in accordance with section 11.3 of NI51-102, we hereby advise you of the following voting results obtained at the Meeting:

<u>Item Voted Upon</u>	<u>Voting Result</u>						
1. Special Resolution for the removal of Jaime Pinto as a director, as in the Company’s circular dated October 23 <sup>rd</sup> , 2015	<p>* The results of the special resolution voted by ballot were as follows:</p> <table><tr><td>Votes For</td><td>Votes Against</td><td>Abstained</td></tr><tr><td>131,258,435</td><td>11,288,414</td><td>25,300</td></tr></table> <p>The motion was carried.</p>	Votes For	Votes Against	Abstained	131,258,435	11,288,414	25,300
Votes For	Votes Against	Abstained					
131,258,435	11,288,414	25,300					
2. Special Resolution for the removal of Robin Fryer as a director, as in the Company’s circular dated October 23 <sup>rd</sup> , 2015	<p>* The results of the special resolution voted by ballot were as follows:</p> <table><tr><td>Votes For</td><td>Votes Against</td><td>Abstained</td></tr><tr><td>81,267,702</td><td>60,547,957</td><td>755,300</td></tr></table> <p>The motion was defeated.</p>	Votes For	Votes Against	Abstained	81,267,702	60,547,957	755,300
Votes For	Votes Against	Abstained					
81,267,702	60,547,957	755,300					

3. Special Resolution for the removal of Douglas Jones as a director, as in the Company's circular dated October 23 <sup>rd</sup> , 2015	<p>* The results of the special resolution voted by ballot were as follows:</p> <table><tr><td>Votes For</td><td>Votes Against</td><td>Abstained</td></tr><tr><td>81,242,909</td><td>60,573,940</td><td>755,300</td></tr></table> <p>The motion was defeated.</p>	Votes For	Votes Against	Abstained	81,242,909	60,573,940	755,300
Votes For	Votes Against	Abstained					
81,242,909	60,573,940	755,300					
4. Special Resolution for the removal of any director of the Company appointed between the date of the Notice of Meeting and the date of the meeting, as in the Company's circular dated October 23 <sup>rd</sup> , 2015	<p>* The results of the special resolution voted by ballot were as follows:</p> <table><tr><td>Votes For</td><td>Votes Against</td><td>Abstained</td></tr><tr><td>126,937,257</td><td>10,632,966</td><td>5,001,926</td></tr></table> <p>The motion was carried.</p>	Votes For	Votes Against	Abstained	126,937,257	10,632,966	5,001,926
Votes For	Votes Against	Abstained					
126,937,257	10,632,966	5,001,926					
5. Special Resolution for the appointment of Leonard Harris as a director, as in the Company's circular dated October 23 <sup>rd</sup> , 2015	<p>* The results of the special resolution voted by ballot were as follows:</p> <table><tr><td>Votes For</td><td>Votes Against</td><td>Abstained</td></tr><tr><td>81,045,880</td><td>61,476,176</td><td>50,093</td></tr></table> <p>The motion was defeated.</p>	Votes For	Votes Against	Abstained	81,045,880	61,476,176	50,093
Votes For	Votes Against	Abstained					
81,045,880	61,476,176	50,093					
6. Special Resolution for the appointment of Julian Bavin as a director, as in the Company's circular dated October 23 <sup>rd</sup> , 2015	<p>* The results of the special resolution voted by ballot were as follows:</p> <table><tr><td>Votes For</td><td>Votes Against</td><td>Abstained</td></tr><tr><td>131,100,182</td><td>11,421,874</td><td>50,093</td></tr></table> <p>The motion was carried.</p>	Votes For	Votes Against	Abstained	131,100,182	11,421,874	50,093
Votes For	Votes Against	Abstained					
131,100,182	11,421,874	50,093					
7. Special Resolution for the appointment of Diego Benavides as a director, as in the Company's circular dated October 23 <sup>rd</sup> , 2015	<p>* Mr. Benavides withdrew his consent to act as a director of the Company at the Meeting. Accordingly, the Special Resolution was not formally put before the Meeting.</p>						
8. Special Resolution for the appointment of Jorge Ramos as a director, as in the Company's circular dated October 23 <sup>rd</sup> , 2015	<p>* The results of the special resolution voted by ballot were as follows:</p> <table><tr><td>Votes For</td><td>Votes Against</td><td>Abstained</td></tr><tr><td>87,642,626</td><td>10,752,650</td><td>50,093</td></tr></table> <p>The motion was carried.</p>	Votes For	Votes Against	Abstained	87,642,626	10,752,650	50,093
Votes For	Votes Against	Abstained					
87,642,626	10,752,650	50,093					
9. Special Resolution for the appointment of Frank O'Kelly as a director, as in the Company's circular dated October 23 <sup>rd</sup> , 2015	<p>* The results of the special resolution voted by ballot were as follows:</p> <table><tr><td>Votes For</td><td>Votes Against</td><td>Abstained</td></tr><tr><td>80,992,360</td><td>61,486,196</td><td>93,593</td></tr></table> <p>The motion was defeated.</p>	Votes For	Votes Against	Abstained	80,992,360	61,486,196	93,593
Votes For	Votes Against	Abstained					
80,992,360	61,486,196	93,593					

10. Special Resolution for the appointment of Armando Lema as a director, as in the Company's circular dated October 23 <sup>rd</sup> , 2015	<div>* The results of the special resolution voted by ballot were as follows:</div> <table><tr><td>Votes For</td><td>Votes Against</td><td>Abstained</td></tr><tr><td>81,023,880</td><td>61,498,176</td><td>50,093</td></tr></table> <div>The motion was defeated.</div>	Votes For	Votes Against	Abstained	81,023,880	61,498,176	50,093
Votes For	Votes Against	Abstained					
81,023,880	61,498,176	50,093					

Trusting the whole is to your satisfaction, we remain,

Yours faithfully,

**MINERA IRL LIMITED**

*"Robin Fryer"*

*per:* Robin Fryer  
Director