



MINERA IRL LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (the “**Meeting**”) of Minera IRL Limited (the “**Company**”) will be held at 900-885 West Georgia Street, Vancouver, British Columbia, Canada V6C 3H1 on 30 November 2016 at 10 a.m. Vancouver time for the purpose of considering, and if thought fit, adopting the following Resolutions. Resolutions 1 to 7 will be proposed as ordinary Resolutions and Resolutions No. 8 and 9 will be proposed as special Resolutions.

Ordinary Resolutions

1. To receive and adopt the audited financial statements of the Company for the year ended 31 December 2015, and the report of the directors and the auditors thereon.
2. To re-elect Julian Bavin to serve as a director until the next annual meeting of the shareholders.
3. To elect Francis O’Kelly to serve as a director until the next annual meeting of the shareholders.
4. To elect Gerardo Perez to serve as a director until the next annual meeting of the shareholders.
5. To elect Derrick Weyrauch to serve as a director until the next annual meeting of the shareholders.
6. To elect Robert Schafer to serve as a director until the next annual meeting of the shareholders.
7. To appoint PKF Littlejohn 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 authorize the directors to determine the auditors' remuneration.

Special Resolutions

8. To consider and, if thought fit, to approve a special resolution to adopt new Articles of Association for the Company (the “**New Articles**”) which would replace the Company’s current Articles of Association (the “**Existing Articles**”), as described in and attached to the accompanying Information Circular.
9. If the special resolution to adopt the New Articles is not approved then, as an alternative, to consider and if thought fit to approve a special resolution authorizing the Board of Directors, in accordance with Article 5.1 and 6.4(a) of the Existing Articles, to allot up to a maximum of 115,567,514 ordinary shares, to which the pre-emptive rights described in Article 6.1 of the Existing Articles shall not apply. This authority will expire on the date of the next annual general meeting of the Company.

The accompanying Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

By Order of the Board of Directors

Registered Office:

Ordnance House
31 Pier Road
St Helier
JE4 8PW

Signed “Francis O’Kelly”

Francis O’Kelly,

Chairman

Dated 25 October 2016

IMPORTANT NOTES:

- a) Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, act, speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting 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, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom, by no later than 10 a.m. Vancouver Time on 28 November 2016 (or 48 hours, excluding non-working days, 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 the Management Information Circular accompanying this Notice on pages 1 to 4.