



## **MINERA IRL LIMITED SUPPLEMENTS AND CORRECTS ITS SHAREHOLDER UPDATE OF NOVEMBER 16, 2016**

**Lima, November 22nd, 2016:** Minera IRL Ltd (“Minera IRL” or “Company”) provides a supplement and correction of our recent shareholder update contained in our press release dated November 16, 2016.

There have been inquiries from concerned shareholders and considerable discussion on social media about the company’s request for shareholder approval to grant to the board the authority to issue up to 50% of our outstanding share capital for transactions and financing over the next year.

Contrary to speculation, we wish to clarify that the Company and board have no plans to issue 50% of the outstanding share capital of the Company. The request is only intended to provide the Company with the flexibility to issue share capital if required. Additionally, 50% is simply an arbitrary number that was selected for purposes of drafting the request of shareholders.

Concern and confusion may lie in the fact that normally, TSX listed issuers can only issue up to 25% of their outstanding shares without shareholder approval. The TSX indeed does have a 25% limit on what percentage of the Company’s shares a single transaction or a series of transactions which are essentially part of the same transaction can be issued without shareholder approval. The NYSE and NASDAQ exchanges have the same rule.

If all capital issuance transactions are distinct transactions and none of them exceed a 25% issuance, those rules do not prevent a company from issuing in excess of 50% of its issued capital during one year without further shareholder approval. For example, a company could issue 25% of its capital three times in one year, for a total of 75% capital issuance, without shareholder approval.

The special resolution proposed by the Company, for consideration at the upcoming AGM, is intended to restrict the Company from issuing what otherwise may be possible. Therefore, the Company believes the proposal is reasonable and appropriate.

To stay in business, the Company needs additional funding both for general working capital purposes and for Ollachea development.

The Company’s operations do not generate sufficient money to sustain non-Ollachea development activities or pay for working capital. Ollachea development is expected to be fully funded by Cofide, but only provided that the Company can fund its other activities.



Except for at our 2015 AGM when the former directors of the company and the company's management were carrying on litigation amongst themselves, at each and every AGM the shareholders have every year overwhelmingly supported the company's ability to issue shares in order to carry on business.

As the prior board was engaged in infighting and litigation, we fully understand and respect the 2015 shareholder decision. Now that the new board is in place, with every director having been appointed since December, 2015 (while the cease trade order was in effect) and with limited cash resources compared to December 2015, the Company needs to move forward, and that requires the ability to issue share capital.

We also take this opportunity to correct an error in our previous press release dated November 16, 2016. The correct text of the eighth paragraph is:

*Discussions are in progress with our transfer agent to find an efficient mechanism to allow UK based shareholders to trade their shares upon the resumption of trading in Canada. The Company may in the future and subject to appropriate market conditions, seek an AIM listing but currently no plans are in place to do so.*

Francis O'Kelly  
For and on behalf of the Board

**FOR FURTHER INFORMATION, PLEASE CONTACT:**

**Minera IRL Limited**

Carlos Ruiz de Castilla

Interim Chief Financial Officer

+1 778 387 5434

**Minera IRL S.A**

Francis O'Kelley

President & CEO

+ 56 9441122648

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