

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Minera IRL Limited
Av Santa Cruz 830, Of. 401
Miraflores, Lima 18
PERÚ

Item 2 Date of Material Change

December 1st, 2016

Item 3 New Releases

On December 1st, 2016, a news release in respect of the material change was released through Marketwired, Lima.

Item 4 Summary of Material Change

Minera IRL Limited Announces AGM Results

Item 5 Full Description of Material Change

For a full description of the material change, see the attached news release.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Confidentiality is not requested.

Item 7 Omitted Information

No information has been omitted in respect of the material changes.

Item 8 Executive Officer

Carlos Ruiz de Castilla, Chief Financial Officer
e-mail: carlos.ruiz@irl.com.pe
telephone: +51 1 418 1230

Item 9 Date of Report

December 7th, 2016



MINERA IRL LIMITED ANNOUNCES AGM RESULTS

Lima, December 1, 2016: Minera IRL Ltd (the “**Company**”) announces the results of the Annual General Meeting of Shareholders held on November 30, 2016 in Vancouver, Canada (the “**AGM**”).

The Company put forward nine (9) resolutions to be voted on by shareholders at the AGM. The resolutions were outlined in the Management Information Circular dated 25 October 2016 that were posted to shareholders and is available on the Company's website at www.minera-irl.com.

A brief description of the matters voted upon and the voting results of the AGM are provided in “Appendix A - Meeting Results” at the end of this press release. The total number of ordinary shares represented by shareholders present in person or by proxy at the Meeting was 75,919,070 representing 32.8% of the Company’s outstanding ordinary shares.

Board of Directors

Pursuant to the articles of association of the Company (the “**Articles**”), each of the five directors of the Company in office prior to the AGM were proposed for election/re-election at the AGM.

1. Prior to the AGM, each of Mr Julian Bavin, Mr Derrick Weyrauch and Mr Robert Schafer withdrew their consent to stand for election/re-election and as such the resolutions relating to such directors were not put to the AGM. Accordingly, each of Mr Bavin, Mr Weyrauch and Mr Schafer are no longer directors of the Company.
2. The resolutions to elect/re-elect each of Mr Francis O Kelly and Mr Gerardo Perez were put to the AGM.
3. The resolution to elect Mr O Kelly was not passed and as such Mr O Kelly is no longer a director of the Company.
4. The resolution to elect Mr Perez was passed and as such Mr Perez remains the sole director of the Company.

Pursuant to the Articles, Mr Perez has authority to appoint further directors. The minimum number of directors with which the board can make substantive decisions is three, so Mr Perez intends to appoint an additional two or more directors as soon as practicable.



Other resolutions

The resolutions to accept the financial statements of the Company for the year ended December 31, 2015 and to appoint PKF Littlejohn LLP to be the auditor of the Company for next year were passed.

The resolutions to adopt new articles of association and granting the directors the authority to allot up to 115,567,514 ordinary shares without the application of the Company's pre-emptive rights described in Article 6.1 of the Articles did not pass, and will not be put into effect.

FOR FURTHER INFORMATION, PLEASE CONTACT:

Minera IRL Limited

Carlos Ruiz de Castilla

Interim Chief Financial Officer +1 778 387 5434

Minera IRL S.A

Diego Benavides Norlander

President & CEO +51 1 418 - 1230

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