



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 7 December 2017 at 10 a.m. Vancouver time for the transaction of the following business.

ORDINARY RESOLUTIONS

1. To receive the audited financial statements of the Company for the year ended 31 December 2016, and the report of the directors and the auditors thereon.
2. To elect and re-appoint Gerardo Perez to serve as a director in accordance with the Articles of Association of the Company.
3. To elect and re-appoint Diego Benavides to serve as a director in accordance with the Articles of Association of the Company.
4. To elect and re-appoint Michael Iannacone to serve as a director in accordance with the Articles of Association of the Company.
5. To elect and re-appoint Jesus Lema to serve as a director in accordance with the Articles of Association of the Company.
6. To elect and re-appoint Santiago Valverde to serve as a director in accordance with the Articles of Association of the Company.
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.

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
Jersey JE4 8PW

Signed “Gerardo Perez”

Gerardo Perez,



Chairman

Dated 10 November 2017

IMPORTANT NOTES:

- a) Each of resolutions (1) to (7) is proposed as an ordinary resolution of the Company. This means that more than half of the votes cast in relation to each such resolution must be cast in favour in order for it to be passed. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for or against a resolution.
- b) **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. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by you on the relevant record date may result in the proxy appointment being invalid. A proxy need not be a shareholder of the Company.** A proxy may be appointed: (i) by completion, signature and return of the form of proxy enclosed with this Notice; or (ii) via the CREST electronic proxy appointment service. The form of proxy must be signed under the hand of the shareholder or of his attorney duly authorised in writing or, if the shareholder is a corporation, either under seal or under the hand of an officer or attorney duly authorised. Completion of the form of proxy will not preclude a shareholder from attending and voting at the Meeting in person.
- 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, together with any power of attorney (or a copy thereof certified notarially) under which it is signed, at either: (i) Computershare Investor Services (Jersey) Limited, c/o Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom; or (ii) (for those shareholders on the Canadian Registry) Computershare Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 8th Floor, North Tower, Toronto, Ontario M5J 2Y1 Canada, in each case by no later than 10 a.m. Vancouver Time on 5 December 2017, or the proxy must have been appointed in accordance with the procedures applicable to appointing a proxy via the CREST electronic proxy appointment service as set out in the form of proxy.
- 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 and in the enclosed form of proxy.
- e) To be entitled to attend and vote at the Meeting (and for the purposes of the determination of the votes they may cast) shareholders must be registered in the register of members of the Company as at 10 a.m. Vancouver time on 05 December 2017. Changes to entries on the register of members of the Company after this time and date shall be disregarded for such purposes.