

Security Class

Holder Account Number

Fold

**Form of Proxy - Extraordinary General Meeting to be held on November 26, 2015**

**This Form of Proxy is solicited by and on behalf of Management.**

**Notes to proxy**

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Fold

**Proxies submitted must be received by 10:00 a.m. (EST) / 3:00 p.m. (GMT) on November 24, 2015.**



### Appointment of Proxyholder

I/We, being holder(s) of Minera IRL Limited hereby appoint the Chairman of the Meeting

OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Extraordinary General Meeting of shareholders of Minera IRL Limited to be held on the 24th Floor, 333 Bay Street, Toronto, Ontario M5H 2T6 on 26 November 2015 at 10:00 a.m. (EST) / 3:00 p.m. (GMT) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

Special Resolutions	For	Against	Withhold
1. THAT Robin Fryer be removed as a director of the Company with effect immediately following the conclusion of the EGM, notwithstanding any provision to the contrary in the Articles.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. THAT Douglas Jones be removed as a director of the Company with effect immediately following the conclusion of the EGM, notwithstanding any provision to the contrary in the Articles.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. THAT Jaime Pinto be removed as a director of the Company with effect immediately following the conclusion of the EGM, notwithstanding any provision to the contrary in the Articles.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. THAT any other person appointed as a director of the Company prior to the conclusion of the EGM be removed as a director of the Company with effect immediately following the conclusion of the EGM, notwithstanding any provision to the contrary in the Articles.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. THAT Leonard Harris Littlejohns be appointed as a director of the Company with effect immediately following the conclusion of the EGM, notwithstanding any provision to the contrary in the Articles.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. THAT Julian Richard Frank Bavin Ingham be appointed as a director of the Company with effect immediately following the conclusion of the EGM, notwithstanding any provision to the contrary in the Articles.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. THAT Diego Francisco Helge Pablo Christian Benavides Norlander be appointed as a director of the Company with effect immediately following the conclusion of the EGM, notwithstanding any provision to the contrary in the Articles.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. THAT Jorge Luis Ramos Felices be appointed as a director of the Company with effect immediately following the conclusion of the EGM, notwithstanding any provision to the contrary in the Articles.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. THAT Frank Sidney O'Kelly Bowskill be appointed as a director of the Company with effect immediately following the conclusion of the EGM, notwithstanding any provision to the contrary in the Articles.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. THAT Jesus Armando Lema Hanke be appointed as a director of the Company with effect immediately following the conclusion of the EGM, notwithstanding any provision to the contrary in the Articles.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Authorized Signature(s) – This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Signature(s)

Date

MM / DD / YY

