

Form of Proxy - Annual General Meeting to be held on 30 November 2016



Cast your Proxy online...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 913949

SRN:

PIN:



View the Annual Report online: www.minera-irl.com/en/investor-centre

Register at www.investorcentre.co.uk - elect for electronic communications & manage your shareholding online!

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:
 c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 28 November 2016 at 10.00 am Vancouver time.**

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than Carlos Ruiz de Castilla, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 4040 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, 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 the votes 'For' and 'Against' a resolution.
- Pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 4040 to request a change of address form or go to www.investorcentre.co.uk/je to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Jersey) Limited accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than Carlos Ruiz de Castilla.
Please leave this box blank if you want to select Carlos Ruiz de Castilla. Do not insert your own name(s).



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I/We hereby appoint Carlos Ruiz de Castilla OR the person indicated in the box above as my/our proxy, with full power of substitution, to attend, act (with all of the powers I/we would possess if personally present at the meeting or any adjournment thereof) and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Minera IRL LTD to be held at Clark Wilson LLP, 900 – 885 West Georgia Street, Vancouver, BC V6C 3H1 Canada on 30 November 2016 at 10.00 am Vancouver time, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Ordinary Resolutions

- | | For | Against | Vote
Withheld |
|---|--------------------------|--------------------------|--------------------------|
| 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. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To re-elect Julian Bavin as a director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To elect Francis O'Kelly as a director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To elect Gerardo Perez as a director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To elect Derrick Weyrauch as a director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To elect Robert Schafer as a director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 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 authorise the directors to determine the auditors' remuneration. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Resolutions

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 8. That the Articles of Association in the form attached as Schedule 1 to the Company's Information Circular dated October 25, 2016 (the "New Articles") be and are hereby adopted as the Articles of Association of the Company to replace the existing Articles of Association of the Company (the "Existing Articles"). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. If the New Articles are not adopted, that the Board of Directors be authorized, in accordance with Article 5.1 and 6.4 of the Existing Articles, to allot up to 115,567,514 ordinary shares, for cash and free of the pre-emptive rights provided for in Article 6.1 of the Existing Articles. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

