



## **MINERA IRL LIMITED REPORTS ON CORPORATE DEVELOPMENTS AND RESPONDS TO SOCIAL MEDIA SPECULATION**

**Lima, November 16th, 2016:** Minera IRL Ltd (“Minera IRL” or “Company”) provides an update on corporate developments and response to certain media speculation.

### **History and progress to restore trading of Company securities and restore Exchange listings**

In 2015, resulting from a failure by the former board of Minera IRL to file the second quarter ended June 30, 2015 Financial Statements and Management’s Discussion and Analysis (“MDA”) on Sedar within the allotted time, a cease trade order (“CTO”) was imposed by the Ontario Securities Commission (“OSC”).

The CTO followed a suspension and eventual delisting of trading on the Toronto Stock Exchange (“TSX”) and as a further consequence, the Company’s nominated advisor “Nomad” for the London AIM Exchange resigned its mandate in February 2016.

The Company was unable to nominate a replacement Nomad within the 30-day window as prescribed by AIM because of the time needed by a new Nomad to complete due diligence. Accordingly, in April 2016, the Company elected to delist from AIM to avoid a mandatory delisting.

Since December, 2015, all members of the board of Minera IRL have changed, so that the current board includes none of the directors who were involved in the issues which resulted in the regulatory actions in 2015. Since the new board was appointed, the Company has brought up to date applicable regulatory filings and the Company has become fully compliant with appropriate Canadian and Peruvian regulatory reporting requirements.

On June 28, 2016, the new board and management of Minera IRL submitted a petition to the OSC to rescind the CTO. The OSC responded by providing multiple comment letters that contained requests for information. The Company has responded to each of the OSC’s requests and is cautiously optimistic that the CTO will be lifted on a timely basis.

With regard to the Bolsa de Valores de Lima (“BVL”) listing, originally the BVL was a secondary listing and depended on the AIM Exchange to supervise trading in the Company’s shares. Since this no longer applied, the option was to resign the BVL listing or opt for a full primary listing on the BVL. The Company elected the latter and communicated this to the Supertintendencia del Mercado de Valores (“SMV”), the Peruvian securities regulator. Since then, the SMV has reviewed the application and responded with a series of observations. The Company has responded to all observations and most recently submitted a comprehensive response on November 8<sup>th</sup> and is awaiting approval to recommence trading on the BVL.



Discussions are in progress with several UK based Nomads with the intention of ultimately relisting on the AIM exchange. In the meantime, the Company is working with its transfer agent to find an efficient mechanism to allow UK based shareholders to trade their shares upon the resumption of trading in Canada.

The board and management of Minera IRL would like to recommence trading on the TSX, however, the Company does not currently meet the listing requirements of either the TSX or TSXV. As a consequence, the Company has made application to the Canadian Securities Exchange ("CSE") to trade initially on the CSE following the removal of the CTO.

Based on the historical trading markets of the Company's shares and the fact that the Company has shareholders registered on three continents, for many shareholders they may not be able to immediately trade their shares upon the resumption of trading. That is, if their broker does not have access to the market upon which trading resumes, they could be compelled to open new accounts in order to trade their shares. This could result in significant delays for those shareholders. As a consequence, it is the Company's objective to resume trading concurrently on the BVL and CSE, while also providing an efficient mechanism for UK registered shareholders to trade their shares.

#### **Ollachea project advances**

A 5,200 mts. drill program, announced 11<sup>th</sup> August 2016 is in its ultimate stage of completion and the results will be published directly when the final assays are received. The objective is to investigate the Minapampa mineral extension identified by the holes previously drilled from the mine access tunnel which reported encouraging intersections at higher gold grades than the average for the rest of the deposit. Completion of the drill program is one of the conditions precedent to access the Peruvian State Development Bank ("Cofide"), Structure Syndicated loan for the financing of the Ollachea project.

Concurrently, drilling is being conducted to secure samples from representative areas in the ore body to perform confirmatory metallurgical testing with fresh sulfide core.

The Company has received a proposal from a leading Peruvian mine construction company in conjunction with GR Engineering Services of Perth for an EPC fixed price turn-key project for the design and construction of the Ollachea facility. The Board has approved a \$2.6 million Front End Engineering Design ("FEED") contract. The FEED contract covers the commencement of detailed engineering design and preparation of technical specifications to place orders for long lead capital items of equipment. Meanwhile the Company is assembling an "owners" team to supervise the contract.

#### **Community relations**

The new Directors celebrated an inaugural Board meeting at the Ollachea mine site at the beginning of this month. The community of Ollachea maintain their support of the project and continued cooperation. Ground breaking at Ollachea is scheduled for the second quarter of 2017.



### **Chairman's remarks**

Mr. Francis O'Kelly, Chairman and interim CEO stated that "the Company and its completely new board of directors has worked diligently with the regulatory agencies to rescind the share trading restrictions and apply to Exchanges so that investors can once again recommence trading. Subject to the appropriate regulatory approvals this will be initially confined to the Peruvian and Canadian exchanges to be followed with an application for relisting on AIM. In the meantime, the Company is working to arrange with the UK transfer agent to facilitate trading on the CSE by UK based shareholders. The Company is dedicated to restore trading within the shortest possible time.

Regarding the upcoming Annual General Meeting of shareholders ("AGM"), your Company has requested shareholder approval for authorization to issue up to 50% of the issued share capital. The reason for this request is to provide flexibility to raise equity and convert debt. At this juncture, the company has senior secured debt amounting to US \$70 million and has a mandate for the Peruvian Development Bank to Structure a Syndicated Loan an additional USD \$ 170 million of loans to complete the Ollachea project, subject to certain conditions.

Although the Company, through its Peruvian subsidiary Minera IRL S.A., is the recipient of 100% debt financing, it will have other funding requirements beyond the free cash flow generated by the Corihuarmi mine. This includes debt service, final payment to Rio Tinto and issuance of restricted stock for payment in kind to service providers. With the existing senior secured Bridge Loan, existing subordinated debt, recent company history and current media speculation, the board has found that raising additional non-equity funding is a significant challenge. Over the past number of months, management has attempted to secure additional non-equity funding but has only received proposals for convertible debt from third parties. Having considered all options, the board of directors of IRL believe that it is in the best interest of the Company and all stakeholders, to have the flexibility to issue equity if and when required and/or warranted. Additionally, the board believes that this approach is reasonable and appropriate.

The board of directors does not believe limiting the Company's ability to only issue debt at such a critical time in the Company's history is appropriate. Furthermore, given the global macro-economic volatility in the commodity sector, the risks of the Company's insolvency are enhanced without the ability to issue equity. Having said that, the Company is considering ways to minimize shareholder dilution where feasible, including a possible shareholder rights offering.

On a final note regarding information appearing on social media stating that the Directors do not own any stock in the Company, I would like to clarify that the new members of the Board, including me, were appointed during the period of the CTO and as a consequence were and currently remain unable to buy shares in Minera IRL. Please be assured that the Board members are dedicated to restore the fortunes of the Company and I have no doubt that they will confirm that sentiment by purchase of stock once trading resumes."

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**

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.*

**Forward Looking Statements**

This News Release includes “forward-looking statements” as that term within the meaning of securities laws of applicable jurisdictions. Forward looking statements in this news release include that the OSC and other regulators will revoke the cease trade orders in effect; that we can list on the CSE, maintain the listing on the Lima Stock Exchange and eventually list on AIM; that we can successfully engage a NOMAD; that we may raise funds through equity possibly including a rights offering; that groundbreaking for Ollachea will occur in spring 2017, that Ollachea will result in additional gold production and that we will produce sufficient gold or convert debts to repay our loans and carry on our business. Risks, uncertainties and other factors may cause our actual results, performance, production or achievements to differ materially from those expressed or implied by the forward-looking statements (and from past results, performance or achievements). These factors include, but are not limited to, the failure to satisfy the regulators; variations in global demand and price for gold; we may not successfully develop Ollachea; creditors may not accept conversion to shares; our shareholders may not vote in favor of items management has proposed at the AGM; and fluctuations in exchange rates. Readers are cautioned not to place undue reliance on forward-looking statements. The ability of the company to achieve any targets, including those for share trading, will be largely determined by the company’s ability to satisfy the regulators’ requirements, secure adequate funding, implement mining plans, resolve logistical issues associated with mining and enter into arrangements with third parties. Although Minera IRL believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward looking statements.