

**Security Class**

**Holder Account Number**

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**Form of Proxy - Annual General Meeting to be held on November 21, 2019**

**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.

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**Proxies submitted must be received by 10:00 a.m. (Vancouver time) on November 19, 2019.**



**Appointment of Proxyholder**

I/We, being holder(s) of Minera IRL Limited hereby appoint Gerardo Perez, or failing him, Diego Benavides

OR

Print the name of the person you are appointing if this person is someone other than Gerardo Perez or Diego Benavides.

I/We hereby appoint Gerardo Perez, or failing him, Diego Benavides 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 **the offices of Clark Wilson LLP, 900 – 885 West Georgia Street, Vancouver B.C. V6C 3H1 on 21 November 2019 at 10:00 a.m. (Vancouver time)**, and at any adjourned meeting or postponement thereof.

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

**Ordinary Resolutions**

**For**    **Against**    **Vote Withhold**

1. To receive the audited financial statements of the Company for the year ended 31 December 2018, and the report of the directors and the auditors thereon.

2. To re-elect and re-appoint Gerardo Perez to serve as a director in accordance with the Articles of Association of the Company.

3. To re-elect and re-appoint Diego Benavides to serve as a director in accordance with the Articles of Association of the Company.

4. 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.

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**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

