



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the contents of this document or as to the actions you should take, you should immediately seek your own advice from a stockbroker, banker, solicitor, attorney-in-fact, accountant, or other appropriately authorized independent financial or other professional adviser in your jurisdiction.

If you have sold or otherwise transferred all of your shares in Minera IRL Limited (the “**Company**”), please send this document, together with the accompanying form of proxy, immediately to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for forwarding to the purchaser or transferee. However, these documents should not be sent or forwarded into any jurisdiction in which such act would constitute a violation of the relevant laws of such jurisdiction. If you have sold or transferred only some of your shares in the Company, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

MINERA IRL LIMITED

(Incorporated as a public limited company in Jersey with registered number 94923)

NOTICE OF 2024 ANNUAL GENERAL MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

30 January 2025

A notice convening the 2024 annual general meeting of the Company (the “**Meeting**”), to be held at 900 - 885 West Georgia Street, Vancouver, British Columbia, Canada V6C 3H1 on 26 February 2025 at 10 a.m. (Vancouver time) is set out in this document.

A form of proxy for use at the meeting is enclosed with this document and should be completed, signed and returned in accordance with the instructions thereon so as to reach the Company's registrars not less than 48 hours prior to the time of the Meeting, excluding non-working days. Completion of the form of proxy will not preclude you from attending and voting at the Meeting in person if you wish. Alternatively, you may register your proxy vote electronically up to 48 hours before the time of the Meeting, excluding non-working days, by using the CREST electronic proxy appointment service in accordance with the instructions set out in the form of proxy.

As of the date of this Notice, we expect the Meeting to be held as an in-person event, consistent with past practices. We understand that many shareholders may be unable to attend in person. Therefore, recognizing the importance of shareholder participation, we strongly encourage all shareholders to vote by proxy prior to the Meeting to ensure their voices are heard



If you hold beneficial interests in shares in the Company, for example, shares registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms) please see the notes on page 3 of the information circular in relation to how to register your vote.



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 26 February 2025 at 10 a.m. Vancouver time for the transaction of the following business:

RESOLUTIONS

1. To receive the audited financial statements of the Company for the year ended 31 December 2023, and the report of the Directors and the auditors thereon.
2. To re-elect Santiago Valverde to serve as a Director in accordance with the Articles of Association of the Company.
3. To re-elect Diego Benavides to serve as a Director in accordance with the Articles of Association of the Company.
4. To appoint Davidson & Company LLP as the auditor 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 auditor’s 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:

Hawksford House
15 Esplanade
St Helier
Jersey JE1 1RB
Channel Islands

Signed “Gerardo Perez”

Gerardo Perez,
Chairman
Dated 30 January 2025



IMPORTANT NOTES:

- a) Each of the proposed resolutions is proposed as an ordinary resolution of the Company. This means that it will be passed if approved by a majority of the votes cast. 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-in-fact duly authorized in writing or, if the shareholder is a corporation, either under seal or under the hand of an officer or attorney-in-fact duly authorized. 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 by a notary) 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 24 February 2025, 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 24 February 2025. Changes to entries on the register of members of the Company after this time and date shall be disregarded for such purposes.