



Minera IRL and Rio Tinto Agree to Adjusted Payment Terms on First Instalment of Final Ollachea Payment

London, United Kingdom and Toronto, Canada, 24 December 2013: Minera IRL Limited ("Minera IRL" or the "Company") (TSX:IRL) (AIM:MIRL) (BVL:MIRL), the Latin American gold mining company, is pleased to announce that it has entered into an agreement with Rio Tinto Mining and Exploration Limited ("Rio Tinto") to pay 100% of the first instalment of the \$21.5 million due to Rio Tinto in ordinary shares of Minera IRL. The first instalment is 34% of the total amount due to Rio Tinto in respect of the final Ollachea payment, or \$7.3 million. The shares will be issued between January 7 and 11, 2014.

Previously, the agreement allowed the Company to settle up to 80% of the principal, representing \$5.8 million, in ordinary shares of Minera IRL, with the balance of \$1.6 million, including accrued interest, payable in cash. All amounts are in United States dollars, unless otherwise stated.

The price per share, for purposes of calculating the number of shares to be issued, on both the first and final instalments, will be the lower of C\$0.179, representing the 5-day volume-weighted-average price ("VWAP") on the Toronto Stock Exchange ("TSX") on date of signing the most recently revised agreement, or the TSX's 5-day VWAP on the day on which an instalment is paid. The 5-day VWAP on the signing of the previous amendment was C\$0.242. Other terms on the payment of the first instalment remain unchanged. The exchange rate between the United States and Canadian dollars is based on the average prevailing exchange rate during the 5-day VWAP period as posted by the Bank of Canada. Assuming a 5-day VWAP of C\$0.179 and the prevailing exchange rate, approximately 44.1 million ordinary shares of Minera IRL would be issued to Rio Tinto, which would result in Rio Tinto owning approximately 19.4% of Minera IRL on a non-diluted basis.

The payment terms on the final instalment, representing the remaining 66% of the total amount, or \$14.2 million, due on 1 July 2016 remain unchanged. At Minera IRL's election, up to 80% of the principal amount may still be settled in ordinary shares of Minera IRL. The Company also has the right to settle up to 100% of the amounts outstanding to Rio Tinto in cash, at any time.

Both instalments accrue interest at a rate of 7% per annum. The first instalment interest payment, payable in ordinary shares of Minera IRL, between January 7 and 11, 2014 and the final instalment interest payments are payable, in cash, on the first day of July in 2014, 2015 and 2016, respectively.

Additionally, should Rio Tinto not sell any ordinary shares that it receives as consideration for the first instalment for a period of one year, Rio Tinto shall be entitled to a cash share hold incentive payment. The share hold incentive payment, which is subject to certain qualifying exceptions, will be equal to 10% of the market value of any ordinary shares provided as part of the payment of the first instalment.



Minera IRL entered into an option agreement on the Ollachea Gold Project with Rio Tinto in 2006. In 2007, the Company entered into an agreement with Rio Tinto for the transfer of the Ollachea Mining Claims, which included provisions for payments based upon achieving certain milestones, including the delivery of a positive Feasibility Study. In the third quarter of 2013, it was agreed that Minera IRL would pay a final amount of \$21.5 million to Rio Tinto based upon the results of the November 2012 Feasibility Study for the Ollachea Gold Project. There are no other outstanding payments due to Rio Tinto, or any other party, for the Ollachea Gold Project. The amount owing to Rio Tinto continues to be secured against the Ollachea mining tenements.

During the nine months ended 30 September 2013, Compania Minera Kuri Kullu S.A., the wholly owned subsidiary of Minera IRL Limited which holds the Ollachea Gold Project, recorded a loss of \$1.0 million.

For more information please contact:

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| Minera IRL Trish Kent, Vice President, Corporate Relations | +511 418 1230 |
| Canaccord Genuity Limited (Nominated Adviser & Broker, London) Neil Elliot Emma Gabriel | + 44 (0)20 7523 8000 |
| finnCap (Co-broker, London) Geoff Nash (Corporate Finance) Matthew Robinson (Corporate Finance) Elizabeth Johnson (Corporate Broking) | + 44 (0)20 7600 1658 |
| RBC Europe Ltd (Co-broker, London) Stephen Foss Martin Eales | +44 (0)20 7653 4000 |
| Buchanan (Financial PR, London) Bobby Morse Gordon Poole Louise Mason | +44 (0)20 7466 5000 |

Minera IRL Limited is the AIM traded, TSX and BVL listed holding company of precious metals mining and exploration companies focused in Latin America. Minera IRL is led by an experienced senior management team with extensive industry experience, particularly operating in South America. The Group operates the Corihuarmi Gold Mine and the advanced gold projects Ollachea in Peru and Don Nicolas in Argentina. For more information, please visit www.minera-irl.com.

The Toronto Stock Exchange neither approves nor disapproves the information contained in this News Release.



Some of the statements contained in this release are forward-looking statements, such as estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties.

While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggestions herein. Except as required by applicable law or regulation, Minera IRL Limited does not intend to update any forward-looking statements to conform these statements to actual results.