



INCA MINERALS LTD

29 June 2015



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Sub-Register	CHESS
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Dear Shareholder

Participation in Renounceable Entitlement Offer

The Board of Inca Minerals Limited (**Inca** or **Company**) is pleased to invite eligible shareholders to participate in a renounceable pro rata entitlement offer on the basis of 1 new share in the Company (**New Share**) for every 3 existing shares held, at an issue price of \$0.01 per New Share (**Entitlement Offer**) to raise up to approximately \$2,154,454 (before associated costs).

The Entitlement Offer is fully underwritten by Patersons Securities Limited (**Patersons**).

The Entitlement Offer will be undertaken through a prospectus issued in accordance with section 713 of the *Corporations Act 2001 (Cth)* (**Prospectus**). The Prospectus also contains a separate offer of up to 85,000,000 New Shares at an issue price of \$0.01 per New Share to raise up to \$850,000 (**Placement Offer**).

Pursuant to the Entitlement Offer, there may be a separate and independent offer (**Shortfall Offer**) to subscribe for New Shares not otherwise taken up in the Entitlement Offer (**Shortfall Shares**) on the same terms and conditions as the Entitlement Offer. The Entitlement Offer is available to all Inca shareholders registered on the record date of Entitlement Offer, being 5:00pm (WST) on Thursday, 2 July 2015 (**Record Date**), whose registered address is in Australia or New Zealand (**Eligible Shareholders**). The Entitlement Offer is not extended to any shareholder whose registered address is outside of Australia or New Zealand.

To the extent shareholders do not take up their entitlement, their interest in the Company will be diluted.

Key Information regarding the Entitlement Offer

Entitlements to New Shares under the Entitlement Offer are renounceable meaning that rights will be tradable on ASX or can be otherwise transferable. The trading of rights on ASX commences Tuesday, 30 June 2015 and will cease on Thursday, 9 July 2015.

Inca will apply for official quotation of the New Shares on ASX.

As an Eligible Shareholder, you may take one of the following actions:

- Take up all of your entitlement to New Shares;
- Take up all of your entitlement to New Shares and apply for Shortfall Shares under the Shortfall Offer;
- Sell part or all of your entitlements on ASX and allow the balance to lapse;
- Deal with part or all of your entitlement other than on ASX; or
- Decline to exercise part or all of your entitlement and allow it to lapse.

Shareholders may also apply for shares under the Placement Offer subject to the terms in the Prospectus.

The Company is undertaking the Entitlement Offer to raise funds to conduct a drilling, exploration and evaluation program at the Company's Chanape Project in Peru and to provide the Company with additional working capital.

Important Dates for the Entitlement Offer

The indicative timetable* for the Entitlement Offer is as follows:

Event	Date
Lodgement of Prospectus with ASIC and provision to ASX	Thursday, 25 June 2015
Company Letter sent to both Foreign & Eligible Shareholders	Monday, 29 June 2015
"Ex" Date	Tuesday, 30 June 2015
Entitlement trading commences	Tuesday, 30 June 2015
Record Date	Thursday, 2 July 2015
Prospectus despatched to Eligible Shareholders	Tuesday, 7 July 2015
Opening Date	Tuesday, 7 July 2015
Entitlement trading ends	Thursday, 9 July 2015
Closing Date	Thursday, 16 July 2015 at 5:00pm (WST)
Notify ASX and Underwriter of Shortfall	Monday, 20 July 2015
Anticipated issue date of New Shares	Thursday, 23 July 2015
Anticipated date for despatch of holding statements	Thursday, 23 July 2015
Deferred settlement trading ends	Thursday, 23 July 2015
Anticipated date for commencement of trading of New Shares	Friday, 24 July 2015

*The above timetable is indicative only and subject to change. Subject to the ASX Listing Rules, the Directors reserve the right to extend the closing date for the Entitlement Offer. Any extension of the closing date will have a consequential effect on the anticipated date for issue of the securities.

Underwriting

The Entitlement Offer is fully underwritten by Patersons. Please refer to sections 1.6 and 6.1 of the Prospectus on the material terms of the underwriting agreement.

Prospectus

Details of the Entitlement Offer are contained in the Prospectus lodged with ASIC and ASX on 25 June 2015. The Prospectus will be mailed to Eligible Shareholders on or about Tuesday, 7 July 2015 along with the entitlement and acceptance form. The Directors encourage you to read the Prospectus carefully and seek advice from your professional adviser if you have any queries. This notice is to inform you of the Entitlement Offer. You are not required to do anything in respect to this letter.

If you have any questions in relation to this letter or the Entitlement Offer, please contact me or the Company Secretary by email on info@incaminerals.com.au.

Yours faithfully



Ross Brown
Managing Director