



26 May 2016

Notice Under ASX Listing Rule 3.10.5 and Section 708A(5)(e) of the Corporations Act

Following on from its ASX announcement on 24 May 2015, Inca Minerals Limited [ASX: ICG] (**Inca**) advises that, on 25 May 2016, Inca issued 79,000,000 fully paid ordinary shares at \$0.003 per share (**Placement**). As announced, 78,000,000 shares within the Placement were issued to Resource Capital Fund VI L.P. Resource Capital Funds VI L.P. is one of the world's largest specialist resources funds and a sophisticated and professional investor as described in Section 708 of the Corporations Act 2001 (**Corporations Act**). The balance of the Placement (1,000,000 shares) was issued to an existing shareholder who holds an Australian Financial Services Licence.

The Placement was completed using Inca's 10% placement capacity pursuant to ASX Listing Rule 7.1A and as approved by shareholders at Inca's Annual General Meeting on 30 November 2015.

Pursuant to ASX Listing Rule 3.10.5 Inca provides the following information:

1. The issue of 79,000,000 fully paid ordinary shares described above raised \$237,000 and diluted the voting power of existing shareholders by 0.68%.
2. Inca elected to issue securities under ASX Listing Rule 7.1A rather than a pro rata issue (or other type of issue) due to the cost-benefits of such an issue.
3. There were no underwriting agreements in connections with the issue.
4. There were no broker commissions/corporate advisory fees in connection with the issue.

Notice Under Section 708A of the Corporations Act

Inca gives this notice pursuant to Section 708A(5)(e) of the Corporations Act. The Placement of 79,000,000 fully paid ordinary shares (described above) were issued without disclosure to investors under Part 6D.2 of the Corporations Act. As at the date of this notice Inca has complied with:

- (a) The provisions of Chapter 2M of the Corporations Act; and
- (b) Section 674 of the Corporations Act.

As at the date of this notice, there is no excluded information for the purposes of Sections 708A(7) and (8) of the Corporations Act.

Justin Walawski
Director & Company Secretary