

**Form 605**Corporations Act 2001  
Section 671B**Notice of ceasing to be a substantial holder**To Company Name/Scheme: Inca Minerals LimitedACN/ARSN: 128 512 907**1. Details of substantial holder(1)**Name: Inca Minerals LimitedACN/ARSN (if applicable): 128 512 907The holder ceased to be a substantial holder on: 6/4/2017The previous notice was given to the company on: 16/11/2016The previous notice was dated: 16/11/2016**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
6/4/2017	Inca Minerals Limited	Mutual cancellation of the voting arrangement relating to the registered holder exercising voting rights in accordance with directions from Inca Minerals Limited's Board of Directors	N/A - Nil	60,000,000 ORD	Inca Minerals Limited
6/4/2017	Inca Minerals Limited	Mutual cancellation of the voting arrangement relating to the registered holder exercising voting rights in accordance with directions from Inca Minerals Limited's Board of Directors	N/A - Nil	14,424,165 ORD	Inca Minerals Limited
5/4/2017	Inca Minerals Limited	Reduction in relevant interest (voting rights) following sale of securities on market by registered holder.	N/A - Nil	108,000 ORD	Inca Minerals Limited
4/4/2017	Inca Minerals Limited	As above.	N/A - Nil	1,892,000 ORD	Inca Minerals Limited
31/3/2017	Inca Minerals Limited	As above.	N/A - Nil	800,000 ORD	Inca Minerals Limited
30/3/2017	Inca Minerals Limited	As above.	N/A - Nil	800,000 ORD	Inca Minerals Limited
28/3/2017	Inca Minerals Limited	As above.	N/A - Nil	900,000 ORD	Inca Minerals Limited
27/3/2017	Inca Minerals Limited	As above.	N/A - Nil	500,000 ORD	Inca Minerals Limited
24/3/2017	Inca Minerals Limited	As above.	N/A - Nil	283,982 ORD	Inca Minerals Limited
23/3/2017	Inca Minerals Limited	As above.	N/A - Nil	291,853 ORD	Inca Minerals Limited

**3. Changes in association**

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Shanfu Huang	Registered holder of securities who, following the change described above (at 2.), is no longer required to exercise voting rights attaching to securities in accordance with directions from Inca Minerals Limited's Board of Directors.
Haijun Wu	Registered holder of securities who, following the change described above (at 2.), is no longer required to exercise voting rights attaching to securities in accordance with directions from Inca Minerals Limited's Board of Directors.

**4. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Inca Minerals Limited	PO Box 38, West Perth, WA 6008
Shanfu Huang	Hai Yun Xuan D2202 Xiao Cun 33# Xi Zhi Men Wai St Hai Dian Dist Beijing 100082 China
Haijun Wu	Shu Guang Li 26-2-202 Chao Yang Dist Beijing 100028 China

**Signature:**

**Print Name:** Justin Walawski

**Capacity:** Director & Company Secretary

**Sign Here:**

**Date:** 7 April 2017

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
  - (i) within 2 business days after they become aware of the information; or
  - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
    - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
    - (B) the person becomes aware of the information during the bid period.