



INCA MINERALS LTD

ACN: 128 512 907

ASX ANNOUNCEMENT

ASX Code: ICG

1 November 2017

Inca Rights Issue Prospectus – Letters to Inca Shareholders

As announced 26 October 2017, Inca Minerals Limited (**Inca** or **Company**) lodged a Prospectus for a non-renounceable pro rata entitlement of 1 New Share for every 4 Shares held by Shareholders at the Record Date (5.00pm Wednesday 1 November 2017).

Attached are sample copies of the Company's letters despatched to Eligible Shareholders and to Foreign Shareholders in relation to the Prospectus, on Monday 30 October 2017.

Justin Walawski
Director & Company Secretary



INCA MINERALS LTD

30 October 2017

[Eligible Shareholder Sample]

Dear Shareholder

Participation in Non-Renounceable Entitlement Offer

The Board of Inca Minerals Limited (**Inca** or **Company**) is pleased to invite eligible shareholders to participate in a non-renounceable pro rata entitlement offer on the basis of 1 new share in the Company (**New Share**) for every 4 existing shares held, at an issue price of \$0.006 per New Share (**Entitlement Offer**). This represents a 33% discount to both the market price and the 10-day VWAP as at the end of trading on 25 October 2017.

This Entitlement Offer is made to all Inca Shareholders with a registered address in Australia, Germany or New Zealand on the Record Date (being 5.00pm (WST) on Wednesday 1 November 2017) (**Eligible Shareholders**). The Entitlement Offer is not extended to any shareholder whose registered address is outside of Australia, Germany or New Zealand.

A Prospectus and a personalised Entitlement and Acceptance Form (**E & A Form**) will be mailed to you, as an Eligible Shareholder, on or around 3 November 2017.

In addition 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, price and conditions as the Entitlement Offer. Where an Eligible Shareholder wishes to subscribe for New Shares over and above their entitlement they may apply for Shortfall Shares using their personalised E & A Form.

Key Information regarding the Entitlement Offer

Entitlements to New Shares under the Entitlement Offer are non-renounceable meaning that rights will not be tradable on ASX or otherwise transferable. To the extent shareholders do not take up their entitlement, their interest in the Company will be diluted.

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;
- Decline to exercise part or all of your entitlement and allow it to lapse.

The Company is undertaking the Entitlement Offer to raise up to approximately \$3,456,685 (before associated costs) to conduct drilling, exploration and evaluation programs at the Company's Cerro Rayas and Riqueza projects in Peru and to provide the Company with additional working capital.

Inca will apply for official quotation of the New Shares on ASX as described in the timetable overleaf.

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 26 October 2017
Company Letter sent to Eligible and Foreign Shareholders	Monday 30 October 2017
"Ex" Date	Tuesday 31 October 2017
Record Date (at 5.00pm WST)	Wednesday 1 November 2017
Prospectus despatched to Eligible Shareholders	Friday 3 November 2017
Opening Date	Friday 3 November 2017
Closing Date (at 5.00pm WST)	Tuesday 28 November 2017
Notify ASX of any Shortfall	Friday 1 December 2017
Anticipated issue date of New Shares	Tuesday 5 December 2017
Anticipated date for despatch of holding statements	Tuesday 5 December 2017
Deferred settlement trading ends	Tuesday 5 December 2017
Anticipated date for commencement of trading of New Shares	Wednesday 6 December 2017

*The above timetable is indicative only and subject to change. Subject to the ASX Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the securities. Directors also reserve the right not to proceed with the whole or part of the Entitlement or Shortfall Offers at any time prior to allotment. In that event, the relevant Application Monies will be returned without interest.

Underwriting

The Entitlement Offer is not underwritten.

Prospectus

Details of the Entitlement Offer are contained in the Prospectus lodged with ASIC and ASX on 26 October 2017. The Prospectus will be mailed to Eligible Shareholders on or about Friday 3 November 2017 along with the personalised E & A 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



INCA MINERALS LTD

30 October 2017

[INELIGIBLE FOREIGN SHAREHOLDER SAMPLE]

Dear Shareholder,

Non-Renounceable Entitlement Offer

As recently announced, Inca is undertaking a non-renounceable pro rata entitlement offer of 1 new share in Inca (**New Share**) for every 4 existing shares held, at an issue price of \$0.006 per New Share (**Entitlement Offer**) to raise up to \$3,456,685 (before associated costs). The Entitlement Offer will be undertaken through a prospectus issued in accordance with section 713 of the *Corporations Act 2001* (Cth) (**Prospectus**).

The Entitlement Offer is being made to existing shareholders of the Company registered in Australia, Germany and New Zealand. The Company has determined, pursuant to ASX Listing Rule 7.7.1(a) that it would be unreasonable to make offers under the Prospectus to all shareholders with addresses outside of Australia, Germany and New Zealand (**Foreign Holders**) due to legal limitations in some countries, the cost of complying with regulatory requirements in those countries, the relatively small number of shares held by shareholders in other countries and the likely funds that would be raised from shareholders in those countries. Accordingly, the Company has not appointed a nominee in respect of the entitlements of Foreign Holders pursuant to section 615 of the *Corporations Act*. Further, in compliance with ASX Listing Rule 7.7.1(b), the Company advises that it will not be extending the Entitlement Offer to Foreign Holders.

The Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer other than for Shareholders in Australia, Germany and New Zealand. The Company is not required to make offers under the Prospectus to Shareholders outside Australia, Germany and New Zealand. Where the Prospectus has been despatched to Shareholders domiciled outside Australia, Germany or New Zealand and where the country's securities code or legislation prohibits or restricts in any way the making of the offer contemplated by the Prospectus, the Prospectus is provided for information purposes only.

Shareholders resident in Australia, Germany and New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up Entitlements under the Entitlement Offer does not breach regulations in the relevant overseas jurisdiction. Return of a completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

This letter is not an offer to you for the subscription of New Shares. You are not required to do anything in response 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