



**INCA MINERALS LTD**

ACN: 128 512 907

**ASX ANNOUNCEMENT**

ASX Code: ICG

6 September 2018

## **Inca Share and Option Issue & Appendix 3B**

Following on from Inca Minerals Limited's (**Inca** or **Company**) announcement 4 September 2018, the Company now confirms it has issued 136,128,818 new shares and 136,128,818 new options pursuant to the offers detailed in the Company's Prospectus dated 2 August 2018 (**Prospectus**).

The issued options comprise a new class of listed security for Inca and the Company has applied to the ASX for official quotation of the options today.

The Company's share registry has advised the receipt of a number of enquiries and share applications after the closing date. While the Company will refund any late application monies to these shareholders they, and all other interested shareholders and investors, are encouraged to contact the Company at [info@incaminerals.com.au](mailto:info@incaminerals.com.au) to register their interest in the shortfall securities.

Following on from the issue of the securities under the Prospectus, the requisite Appendix 3B is attached herewith.

Justin Walawski  
Director & Company Secretary.

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Inca Minerals Limited

ABN

128 512 907

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | (a) Fully paid ordinary shares ( <b>New Shares</b> )<br>(b) Quoted options ( <b>New Options</b> )   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | (a) 136,128,818 New Shares<br>(b) 136,128,818 New Options   |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Pursuant to the Prospectus dated 2 August 2018:<br>(a) Fully paid ordinary New Shares ranking equally with all other issued fully paid ordinary shares.<br>(b) Quoted New Options, each with an Exercise Price of \$0.012, and exercisable on or before 7 August 2020.<br><br>A summary of the terms and conditions attaching to the above securities appears in Section 5 of the Prospectus. |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes:</p> <p>New Shares rank equally with all other issued fully paid ordinary shares [ASX: ICG].</p> <p>Shares issued on exercise of the New Options will rank equally with all other issued ordinary fully paid shares [ASX: ICG].</p>
<p>5 Issue price or consideration</p>	<p>(a) \$0.005 per New Share</p> <p>(b) Nil consideration - New Options were free.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) To fund exploration at the Company's projects and working capital as warranted.</p> <p>(b) As free attaching options to New Shares issued, pursuant to the Entitlement Offer, under the Prospectus dated 2 August 2018.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Nil</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Nil</p>

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+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil							
6f	Number of +securities issued under an exception in rule 7.2	(a) 136,128,818 New Shares (b) 136,128,818 New Options							
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A.							
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A.							
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Remaining Issue Capacity Rule 7.1: 265,626,597							
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	(a) 5 <sup>th</sup> September 2018 - New Shares (b) 5 <sup>th</sup> September 2018 - New Options							
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>(a) 2,756,416,977</td> <td>Fully paid ordinary shares.</td> </tr> <tr> <td>(b) 136,128,818</td> <td>Options (Ex. 7 August 2020)</td> </tr> </tbody> </table>	Number	+Class	(a) 2,756,416,977	Fully paid ordinary shares.	(b) 136,128,818	Options (Ex. 7 August 2020)	
Number	+Class								
(a) 2,756,416,977	Fully paid ordinary shares.								
(b) 136,128,818	Options (Ex. 7 August 2020)								
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>Nil</td> <td>N/A</td> </tr> </tbody> </table>	Number	+Class	Nil	N/A			
Number	+Class								
Nil	N/A								

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)
- |  |
|--|
| New Shares rank equally from issue date with all existing quoted fully paid ordinary shares. |
|--|

## Part 2 - Pro rata issue

- 11 Is security holder approval required?
- |     |
|-----|
| No. |
|-----|
- 12 Is the issue renounceable or non-renounceable?
- |                   |
|-------------------|
| Non-renounceable. |
|-------------------|
- 13 Ratio in which the <sup>+</sup>securities will be offered
- |  |
|--|
| (a) Pro rata basis of 1 New Share for every 10 shares held at the Record Date.<br>(b) 1 New Option for every New Share issued. |
|--|
- 14 <sup>+</sup>Class of <sup>+</sup>securities to which the offer relates
- |  |
|--|
| Issued fully paid ordinary shares and free attaching option. |
|--|
- 15 <sup>+</sup>Record date to determine entitlements
- |               |
|---------------|
| 8 August 2018 |
|---------------|
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- |    |
|----|
| No |
|----|
- 17 Policy for deciding entitlements in relation to fractions
- |                                     |
|-------------------------------------|
| Rounded up to nearest whole number. |
|-------------------------------------|
- 18 Names of countries in which the entity has security holders who will not be sent new offer documents
- |  |
|--|
| All countries except Australia, New Zealand and Germany. |
|--|
- Note: Security holders must be told how their entitlements are to be dealt with.  
Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations
- |                |
|----------------|
| 30 August 2018 |
|----------------|
- 20 Names of any underwriters
- |     |
|-----|
| N/A |
|-----|
- 21 Amount of any underwriting fee or commission
- |     |
|-----|
| N/A |
|-----|

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<sup>+</sup> See chapter 19 for defined terms.

22	Names of any brokers to the issue	None.
23	Fee or commission payable to the broker to the issue	The Company reserved the right to pay a commission of up to 6% (Exc. GST) of all amounts subscribed through any licensed securities dealers or Australian financial services licensee.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	10 August 2018; and 24 August 2018 (Supplementary Prospectus & Acceptance Form)
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A – non-renounceable entitlements.
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	<sup>+</sup> Issue date	5 September 2018

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+ See chapter 19 for defined terms.

### **Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a)  <sup>+</sup>Securities described in Part 1

(b)  All other <sup>+</sup>securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### **Entities that have ticked box 34(a)**

#### **Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documentsd*

35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional <sup>+</sup>securities

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+ See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

38	Number of +securities for which +quotation is sought	N/A	
39	+Class of +securities for which quotation is sought	N/A	
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	N/A	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A	
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class
		N/A	

+ See chapter 19 for defined terms.



**Appendix 3B**  
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**Quotation agreement**

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



.....  
(Director/Company secretary)

Date: 6 September 2018

Print name: Justin Walawski

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+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	2,304,456,867
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>136,128,818 (issued 5 September 2018 and subject of this Appendix 3B) under a non-renounceable pro-rata entitlement offer pursuant to a Prospectus dated 2 August 2018).</p> <p>26,666,667 (issued 2 March 2018 under a shortfall share offer pursuant to a Prospectus dated 26 October 2017).</p> <p>160,611,625 (issued 12 December 2017 under a non-renounceable pro-rata entitlement offer pursuant to a Prospectus dated 26 October 2017).</p>
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	0
<b>“A”</b>	2,627,863,977

+ See chapter 19 for defined terms.

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<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	394,179,597
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>70,000,000 issued 22/12/2017</p> <p>30,247,705 issued 22/11/2017</p> <p>805,295 issued 12/04/2018</p> <p>27,500,000 issued 2/08/2018</p>
“C”	128,553,000
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	394,179,597
<p><b>Subtract</b> “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	128,553,000
<b>Total</b> [“A” x 0.15] – “C”	265,626,597

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	N/A
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	N/A
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>“E”</b>	

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<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
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<b>"A" x 0.10</b>	
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<i>Note: number must be same as shown in Step 2</i>	
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<b>Subtract "E"</b>	
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<i>Note: number must be same as shown in Step 3</i>	
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<b>Total ["A" x 0.10] – "E"</b>	
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+ See chapter 19 for defined terms.