



INCA MINERALS LTD

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INCA MINERALS LIMITED [ASX: ICG]

ACN: 128 512 907

## NOTICE OF ANNUAL GENERAL MEETING

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Notice is hereby given that the Annual General Meeting of Inca Minerals Limited's (**Inca** or **Company**) Shareholders will be held at 11.00am 30 November 2018 (WST) at 52 Ord Street, West Perth, Western Australia, 6005 (**Meeting**).

Terms and abbreviations used in this Notice of Annual General Meeting are defined in the Glossary.

The Directors have determined that, pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the persons eligible to vote at this Annual General Meeting are registered Shareholders of the Company as at 11.00am 28 November 2018 (WST).

The Explanatory Statement provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form which accompany and form part of this Notice of Annual General Meeting should be read in entirety.

**This Notice of Meeting and the Explanatory Statement and Proxy Form which accompany and form part of this Notice should be read in entirety.**

**Shareholders wishing to discuss the matters within this Notice of Annual General Meeting should contact:**

**Mr Ross Brown, Managing Director:**

**[RBrown@incaminerals.com.au](mailto:RBrown@incaminerals.com.au)**

**Dr Justin Walawski, Director & Company Secretary:**

**[JWalawski@incaminerals.com.au](mailto:JWalawski@incaminerals.com.au)**

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## VOTING AT THIS GENERAL MEETING

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**Your Vote is Important:** The business of this Annual General Meeting affects your shareholding and your vote is important.

Shareholders in doubt as to how they should vote should seek advice from their professional advisers prior to voting.

**Voting In Person:** To vote in person, attend the Annual General Meeting at the following time, date and place:

Time: 11.00am

Date: 30 November 2018 (WST)

Place: 52 Ord Street  
West Perth  
Western Australia 6005

**Voting by Proxy:** To vote by proxy, please complete and sign the enclosed Proxy Form and return to the Company, by no later than 11.00am 28 November 2018 (WST):

By Post: PO Box 38  
WEST PERTH WA 6872

By Email: [info@incaminerals.com.au](mailto:info@incaminerals.com.au)

By Facsimile: +61 (0)8 6145 0301

**Proxy forms received after 11.00am 28 November 2018 (WST) will be invalid.**

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## AGENDA

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### ORDINARY BUSINESS – FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the year ended 30 June 2018 together with a Directors' Report, Directors' Declaration, the Remuneration Report and the Auditor's Report on the financial report for the year ended 30 June 2018.

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#### 1. RESOLUTION 1 - REMUNERATION REPORT

To consider, and if thought fit, to pass, with or without amendment, the following **non-binding ordinary resolution**:

*“That, for the purposes of the Corporations Act and for all other purposes, Shareholders approve and adopt the remuneration report as contained in the Company’s annual financial report for the year ended 30 June 2018.”*

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement regarding the consequences of voting on this Resolution.

**Voting Exclusion:** In accordance with the Corporations Act the Company will disregard any votes cast on Resolution 1 by or on behalf of any of the following persons:

- (a) A member of the Key Management Personnel, details of whose remuneration are included in the remuneration report; or
- (b) A Closely Related Party of such a member.

This voting exclusion does not apply if the person has been appointed as a proxy, in writing, that specifies how the proxy is to vote on Resolution 1, provided that the Shareholder, who appointed the proxy, is not a person subject to the voting exclusion on Resolution 1.

This voting exclusion does not apply to the Chairman of the Meeting where the proxy appointment is from a Shareholder not subject to the voting exclusion on Resolution 1 and expressly authorises the Chairman of the Meeting to exercise an undirected proxy even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel for the Company or the consolidated entity. The Chairman of the Meeting intends to vote all undirected proxies (where the Chairman has been appropriately authorised) in favour of Resolution 1.

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#### 2. RESOLUTION 2 – RATIFICATION OF ISSUE OF 27,500,000 INCA SHARES

To consider and, if thought fit, to pass, with or without amendment, the following **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 27,500,000 Inca Shares at \$0.005 per share to Acuity Capital Investment Management Pty Ltd, details of which are set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

**Voting Exclusion:** In accordance with Listing Rule 14.11 the Company will disregard any votes cast on Resolution 2 by or on behalf of Acuity Capital Investment Management Pty Ltd (**Acuity**) or any Associate of Acuity. However, the Company need not disregard a vote cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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## AGENDA (CTD)

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### 3. RESOLUTION 3 - RE-ELECTION OF MR GARETH LLOYD AS A DIRECTOR

To consider, and if thought fit, to pass, with or without amendment, the following **ordinary resolution**:

*“That Mr Gareth Lloyd, who retires by rotation in accordance with Rules 10.3 and 10.5 of the Company’s Constitution, and, being eligible, offers himself for re-election, be re-elected as a Director.”*

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### 4. RESOLUTION 4 – RATIFICATION OF ISSUE OF 805,295 INCA SHARES

To consider and, if thought fit, to pass, with or without amendment, the following **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 805,295 Inca Shares to Elsa Lorena Zuazo Villarroel, the Company’s Peruvian legal counsel, as non-cash remuneration for legal consulting services provided to the Company throughout 2018.”*

**Voting Exclusion:** In accordance with Listing Rule 14.11 the Company will disregard any votes cast on Resolution 4 by or on behalf of Elsa Lorena Zuazo Villarroel or any Associate of Elsa Lorena Zuazo Villarroel. However, the Company need not disregard a vote cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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### 5. RESOLUTION 5 – RATIFICATION OF ISSUE OF 70,000,000 COLLATERAL INCA SHARES

To consider and, if thought fit, to pass, with or without amendment, the following **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 70,000,000 Inca Shares to Acuity Capital Investment Management Pty Ltd as collateral shares in the Controlled Placement Agreement between the Company and Acuity.”*

**Voting Exclusion:** In accordance with Listing Rule 14.11 the Company will disregard any votes cast on Resolution 5 by or on behalf of Acuity Capital Investment Management Pty Ltd (**Acuity**) or any Associate of Acuity. However, the Company need not disregard a vote cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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## AGENDA (CTD)

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### 6. RESOLUTION 6 – SPILL RESOLUTION (IF REQUIRED)

This Resolution 6 shall be put to the Meeting only if at least 25% of the votes cast on Resolution 1 in this Notice of Meeting are against adoption of the Remuneration Report. A vote “For” Resolution 6, if the Resolution is put to the Meeting, is a vote for a spill meeting. Resolution 6 is:

To consider and, if thought fit, to pass, with or without amendment, the following **ordinary resolution**:

“That:

- (a) An extraordinary general meeting of the Company (**Spill Meeting**) be held within 90 days after the passing of this Resolution;
- (b) All of the Directors in office at the time when the Board resolution to approve and sign the Directors’ Report for the financial year ended 30 June 2018, other than the Managing Director, and who remain Directors at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and
- (c) Resolutions to appoint persons as directors of the Company to the offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of shareholders at the Spill Meeting.”

**Voting Exclusion:** In accordance with the Corporations Act the Company will disregard any votes cast on Resolution 6 by or on behalf of any of the following persons:

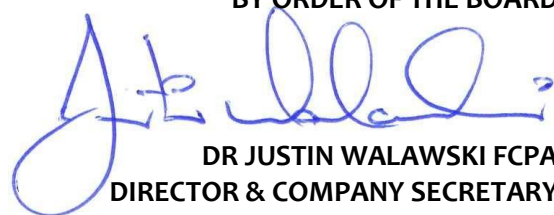
- (a) A member of the Key Management Personnel, details of whose remuneration are included in the remuneration report; or
- (b) A Closely Related Party of such a member.

This voting exclusion does not apply if the person has been appointed as a proxy, in writing, that specifies how the proxy is to vote on Resolution 6, provided that the Shareholder, who appointed the proxy, is not a person subject to the voting exclusion on Resolution 6.

This voting exclusion does not apply to the Chairman of the Meeting where the proxy appointment is from a Shareholder not subject to the voting exclusion on Resolution 6 and expressly authorises the Chairman of the Meeting to exercise an undirected proxy even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel for the Company or the consolidated entity. The Chairman of the Meeting intends to vote all undirected proxies (where the Chairman has been appropriately authorised) against Resolution 6.

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BY ORDER OF THE BOARD



DR JUSTIN WALAWSKI FCPA  
DIRECTOR & COMPANY SECRETARY

19 October 2018

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## EXPLANATORY STATEMENT

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This Explanatory Statement is prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting of the Company's Shareholders to be held at 11.00am 30 November 2018 (WST) at 52 Ord Street, West Perth, Western Australia, 6005 (**Meeting**). Terms and abbreviations used in this Notice of Annual General Meeting are defined in the Glossary. The purpose of this Explanatory Statement is to provide all information known to the Company that Directors believe to be material to Shareholders in deciding how to vote on the Resolutions in this Notice of Meeting.

### ORDINARY BUSINESS – FINANCIAL STATEMENTS AND REPORTS

The business of the Annual General Meeting includes receipt and consideration of the annual financial report of the Company for the financial period ended 30 June 2018 together with a Directors' Report, Directors' Declaration, the Remuneration Report and the Auditor's Report on the financial report for the year ended 30 June 2018.

The Company provided an electronic copy of the financial report for the period ended 30 June 2018 as an ASX announcement on 1 October 2018. Shareholders may also view the Company's Annual Report for the year ended 30 June 2018 (inclusive of the annual financial report) on the Company's website: [www.incaminerals.com.au](http://www.incaminerals.com.au). The Company has also provided a hard copy of its Annual Report for the year ended 30 June 2018 to any Shareholder who elected to receive a hard copy.

#### 1. RESOLUTION 1 - REMUNERATION REPORT

##### 1.1 General

The remuneration report sets out the Company's remuneration arrangements for the Directors and the Company's senior management. The remuneration report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ended 30 June 2018 (**2018 Remuneration Report**).

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to shareholders.

##### 1.2 Voting Consequences

The resolution is advisory only and does not bind the Directors or the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the 2018 Remuneration Report. However, the Board takes the outcome of the vote on this resolution very seriously.

At the Company's last annual general meeting (**2017 AGM**) more than 25% of the votes cast were against the remuneration report considered at the meeting. If greater than 25% of the votes cast on Resolution 1 are against adoption of the 2018 Remuneration Report, then the Company is required under section 250V of the Corporations Act to put a resolution to its shareholders (**Spill Resolution**) proposing to convene a general meeting within 90 days of the 2018 AGM (**Spill Meeting**) to consider the appointment of the Company's directors where:

- (a) All the directors of the Company, other than the Managing Director, who were directors at the time of the Board resolution to approve and sign the Directors Report (as included in the Company's 2018 Annual Financial Report) will cease to hold office immediately before the end of the Spill Meeting; and
- (b) A resolution to elect or re-elect persons to each of the office of the directors referred to in (a) may be put to the vote at the Spill Meeting.

If more than 50% of shareholders vote in favour of the Spill Resolution the Company must convene the Spill Meeting. Following the Spill Meeting those persons elected or re-elected as directors of the Company will be the Directors of the Company.

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## EXPLANATORY STATEMENT (CTD)

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### 1. RESOLUTION 1 - REMUNERATION REPORT (CTD)

#### 1.3 Voting Exclusions and Recommendations

Voting exclusions apply to this Resolution as specified in the Notice.

An independent consultant's review of the Company's remuneration in November 2017 confirmed that remuneration of the Company's current directors was well below the average remuneration of directors in Company's peer group, with the peer group comprised of 10 comparable companies selected by the independent remuneration consultant. Consequently, and while noting that each Director has a personal interest in their own remuneration from the Company, the Directors recommend that Shareholders vote in favour of Resolution 1 and adopt the 2018 Remuneration Report.

### 2. RESOLUTION 2 - RATIFICATION OF ISSUE OF 27,500,000 INCA SHARES

#### 2.1 General

On 2 August 2018 the Company announced that 27,500,000 Inca Shares at \$0.005 per share, and raising \$137,500 (before associated costs), had been issued by way of placement to Acuity Capital Investment Management Pty Ltd (**Acuity**), one of the Company's top twenty shareholders. The Inca Shares were issued from Inca's 15% placement capacity, pursuant to the ASX Listing Rules and were not issued to a Related Party or an Associate of a Related Party and rank equally with the Company's existing Shares. The Company has spent all monies raised to fund geophysics survey reporting, 3D modelling, skarn mapping and reconnaissance mapping of new concessions at the Company's Greater Riqueza and Cerro Rayas Zn-Ag-Pb projects in Peru and working capital.

Resolution 2 is an ordinary resolution and Directors unanimously recommend that Shareholders ratify the allotment and issue of 27,500,000 Inca Shares from the Company's 15% capacity.

### 3. RESOLUTION 3 - RE-ELECTION OF MR GARETH LLOYD AS A DIRECTOR

#### 3.1 General

Mr Lloyd was re-elected as a Director at the Company's Annual General Meeting of Shareholders on 29 November 2016. Mr Lloyd now retires as a Director by rotation in accordance with Rules 10.3 and 10.5 of the Company's Constitution and seeks re-election. A brief biography for Mr Lloyd is included in the Company's Annual Report and the Company's website: [www.incaminerals.com.au](http://www.incaminerals.com.au). Resolution 3 is an ordinary resolution.

The Directors (other than Mr Lloyd) unanimously recommend Shareholders vote in favour of Resolution 3 and re-elect Mr Lloyd as a Director.

### 4. RESOLUTION 4 - RATIFICATION OF ISSUE OF 805,295 INCA SHARES

#### 4.1 General

On 16 April 2018 the Company announced that 805,295 Inca Shares at an inferred issue price of \$0.006289 per share had been issued by way of placement to the Company's Peruvian legal counsel (Elsa Lorena Zuazo Villarroel) as part of the non-cash consideration for legal consulting services provided to the Company throughout 2018. The Inca Shares were issued from Inca's 15% placement capacity, pursuant to the ASX Listing Rules and were not issued to a Related Party or an Associate of a Related Party and rank equally with the Company's existing Shares.

Resolution 4 is an ordinary resolution and Directors unanimously recommend that Shareholders ratify the allotment and issue of 805,295 Inca Shares from the Company's 15% capacity.

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## EXPLANATORY STATEMENT (CTD)

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### 5. RESOLUTION 5 - RATIFICATION OF ISSUE OF 70,000,000 INCA SHARES

#### 5.1 General

On 22 December 2017 the Company advised it had renewed its Controlled Placement Agreement with Acuity Capital Investment Management Pty Ltd (**Acuity**). As collateral for renewal of the CPA, Inca issued 70,000,000 Inca Shares for nil consideration to Acuity (**Collateral Shares**) but the Company may, at any time, cancel the CPA and buy back the Collateral Shares for nil consideration (subject to shareholder approval). The Inca Shares were issued from Inca's 15% placement capacity, pursuant to the ASX Listing Rules, and were not issued to a Related Party or an Associate of a Related Party and rank equally with the Company's existing Shares.

Resolution 5 is an ordinary resolution and Directors unanimously recommend that Shareholders ratify the allotment and issue of 70,000,000 Inca Shares from the Company's 15% capacity.

### 6. RESOLUTION 6 – SPILL RESOLUTION (IF REQUIRED)

#### 6.1 General

This Resolution 6 shall not be put to the Meeting unless at least 25% of the votes cast on Resolution 1 in this Notice of Meeting are against adoption of the Remuneration Report. A vote "For" Resolution 6, if the Resolution is put to the Meeting, is a vote for a spill meeting. For further information please refer to the explanation provided in the Explanatory Statement concerning Resolution 1.



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## **VOTING ELIGIBILITY**

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The Directors have determined that, pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the persons eligible to vote at the Annual General Meeting are registered Shareholders of the Company as at 11.00am 28 November 2018 (WST). Accordingly, transactions registered after this time will be disregarded when determining entitlements to attend and vote on the Resolutions at the Annual General Meeting.

## **VOTING BY SHAREHOLDERS**

On a show of hands, each Shareholder present in person or by proxy or attorney or, in the case of a body corporate, by a representative at the Annual General Meeting will have one vote. On a poll, every Shareholder present in person or by proxy or attorney or, in the case of a body corporate, by a representative will have one vote for each Inca Share held by him or her. A Shareholder that is a body corporate entitled to attend and vote at a meeting of Shareholders may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at the meeting or in the capacity of the Shareholder's proxy. The appointment may be a standing one. Unless otherwise specified in the appointment, the representative may exercise, on behalf of that body corporate, all powers that the body corporate could exercise at a meeting or in voting on a resolution. The body corporate's representative must present satisfactory evidence that he or she is authorised to act as the body corporate's representative prior to admission to the Meeting.

## **IMPORTANT VOTING INFORMATION**

The Company encourages Shareholders who submit proxies to direct their proxy how to vote on the Resolutions. As at the date of this Notice the Chairman of the Annual General Meeting intends to vote all undirected proxies in favour of Resolutions 1 – 5, and against Resolution 6.

## **PROXIES**

A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on behalf of the Shareholder. Where the Shareholder is entitled to cast 2 or more votes, the Shareholder may appoint 2 proxies and may specify the proportion or the number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). A proxy need not be a Shareholder of the Company.

A Proxy Form accompanies and forms part of this Notice of Annual General Meeting. The Proxy Form contains important information and other instructions which you should read carefully. Any instrument of proxy deposited or received by Inca where the name of the appointee is not expressly specified will be deemed to be given in favour of the Chairman of the meeting to which it relates. Proxies given by a Shareholder that is a body corporate must be executed in accordance with the body corporate's constitution and signed by a duly authorised officer or attorney.

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## INSTRUCTIONS - COMPLETING THE PROXY FORM

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A Proxy Form accompanies and forms part of this Notice of Annual General Meeting. Should a Shareholder wish to appoint a proxy, and if your proxy is someone other than the Chairman of the Meeting, please insert the name of your proxy. If you leave the appointment section of this Proxy Form blank or your named proxy is unable to attend, the Chairman of the Meeting for the time being will be your proxy to vote your Inca Shares. Your proxy need not be a Shareholder of the Company.

You may appoint one or two proxies to attend and vote at the Annual General Meeting on your behalf. If you appoint two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes in which case any fraction of votes will be disregarded. Where a Shareholder appoints more than one proxy, neither proxy is entitled to vote on a show of hands. If you require an additional Proxy Form, the Company will supply it on request.

**Voting directions to your proxy:** You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your Inca Shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy (subject to any voting exclusion) may vote as he or she chooses. If you mark more than one box on an item, your vote on that item will be invalid.

**Signature(s):** Shareholders must sign the Proxy Form in the spaces provided as follows:

- **Individual Holding:** The Shareholder must sign in the box.
- **Joint Holding:** If Shares are held in joint names, all Shareholders must sign in the boxes.
- **Attorney:** If you are signing as an Attorney, the Power of Attorney must have already been lodged with the Company or, alternatively, a certified copy of it must accompany the Proxy Form.
- **Companies:** Only duly authorised officer(s) can sign on behalf of a company. Please sign in the boxes provided which state the office held by the signatory, i.e. Director, or Director/Company Secretary, or Sole Director and Sole Company Secretary.

**Lodgement of Proxy:** To be effective, the instrument appointing a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of the power or authority) must be received by the Company by no later than 11.00am 28 November 2018 (WST):

By Post: PO Box 38  
WEST PERTH WA 6872

By Email: [info@incaminerals.com.au](mailto:info@incaminerals.com.au)

By Facsimile: +61 (0) 8 6145 0301

**Proxy forms received after 11.00am 28 November 2018 (WST) will be invalid.**

## GLOSSARY

Words importing the singular include the plural and vice versa. A reference to gender is a reference to all genders. Unless the context requires otherwise, the following terms and expressions shall have the following meanings in this Explanatory Memorandum, the Notice of Meeting and the Proxy Form:

**\$A** means Australian dollars.

**Annual General Meeting** means the Annual General Meeting of the Company convened at 11.00am on 30 November 2018 (WST) and held at 52 Ord Street, West Perth, Western Australia, 6005 or any meeting adjourned thereof, convened by the Notice of Meeting.

**Associate** has the meaning given to it by Division 2 of Part 1 of the Corporations Act.

**ASX** means ASX Limited ACN 008 624 691 or, as the context requires, the market operated by it.

**ASX Listing Rules** means the listing rules of ASX as amended or waived.

**Board** means the board of Directors of the Company.

**Chairman/Chairperson** means the person appointed to chair the Company's Annual General Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- A spouse or child of the member.
- A child of the member's spouse.
- A dependant of the member or the member's spouse.
- Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company.
- A company the member controls.

**Company / Inca** means Inca Minerals Limited (ACN 128 512 907).

**Constitution** means the Company's constitution.

**Corporations Act** means Corporations Act 2001 (Cth).

**Directors** means the directors of the Company from time to time.

**Explanatory Statement** means the explanatory statement that accompanies and forms part of this Notice of Annual General Meeting.

**Equity Securities** has the same meaning as in the ASX Listing Rules.

**ICG** means the code assigned to the Company by the ASX.

**Inca Shares / Shares** means fully paid ordinary shares in the capital of the Company.

**Key Management Personnel** means those people having authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly. Key Management Personnel includes the Company's executive and non-executive Directors.

**Notice of Meeting** means this Notice of Annual General Meeting dated 19 October 2018.

**Proxy Form** means the proxy form accompanying and forming part of this Notice of Annual General Meeting.

**Related Party** has the meaning given to it by the Corporations Act.

**Resolutions** means any or all of the resolutions, as the context requires, set out in this Notice of Annual General Meeting.

**Shareholder** means a person or entity entered in the Company's register of members from time to time as the holder of Inca Shares.

**Trading Days** has the same meaning as in the ASX Listing Rules.

**VWAP** means volume weight average price.

**WST** means Western Standard Time being the time in Perth, Western Australia.

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INCA MINERALS LTD

ICG-XXXXXXXXXX

SAMPLE COMPANY NAME  
SAMPLE ADDRESS  
SAMPLE ADDRESS  
SAMPLE ADDRESS

# SAMPLE ONLY

Sub-Register	Sample Sample Sample
HIN / SRN	Sample Sample Sample

## 2018 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Inca Minerals Limited and entitled to attend and vote hereby:

### APPOINT A PROXY

The Chair of the Meeting **OR**  **PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at **52 Ord Street, West Perth, Western Australia, 6005 on 30 November 2018 at 11.00am WST** and at any adjournment or postponement of that Meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Item 1 and 6 (except where I/we have indicated a different voting intention below) even though these Items are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

I/we acknowledge the Chair of the Meeting intends to vote all undirected proxies available to them in favour of Item 1 to 5, and against Item 6 (if required).

### VOTING DIRECTIONS

Agenda Items	For	Against	Abstain*
1 REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 RATIFICATION OF ISSUE OF 27,500,000 INCA SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 RE-ELECTION OF MR GARETH LLOYD AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 RATIFICATION OF ISSUE OF 805,295 INCA SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 RATIFICATION OF ISSUE OF 70,000,000 COLLATERAL INCA SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

CONTINGENT BUSINESS Please Note:  
Item 6 will only be considered at the Annual General Meeting if the conditions described in the Notice of Meeting are satisfied.

6 SPILL RESOLUTION (IF REQUIRED)

\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)  Joint Shareholder 2 (Individual)  Joint Shareholder 3 (Individual)   
 Sample Sample Sample Sample Sample Sample Sample Sample Sample Sample Sample Sample Sample Sample Sample Sample

Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address  Sample Sample Sample Sample Sample Sample Sample Sample Sample Sample Sample Sample Sample Sample Sample Sample

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on an item, your vote on that item will be invalid.

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Items 1 and 6, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Items 1 and 6.

**PLEASE NOTE:** If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on an item (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that item), the Chair may vote as they see fit on that item.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) Return both forms together.

### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

#### Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11.00am WST on 28 November 2018, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



#### BY MAIL

Inca Minerals Limited  
PO Box 38  
WEST PERTH WA 6872; or  
Suite 1, 16 Nicholson Road  
SUBIACO WA 6008



#### BY FAX

+61 8 6145 0301



#### BY EMAIL

info@incaminerals.com.au



#### IN PERSON

Inca Minerals Limited  
Suite 1, 16 Nicholson Road  
SUBIACO WA 6008



#### ALL ENQUIRIES TO

Telephone: +61 8 6145 0300 OR +61 8 9389 8033