

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **Inca Minerals Limited ASX Code: ICG**ACN/ARSN **128 512 907****1. Details of substantial holder(1)**Name **FLEXIPLAN MANAGEMENT PTY LTD <SUSAN THOMAS PSF A/C>**ACN/ARSN (if applicable) **037 646 956**

There was a change in the interests of the substantial holder on 10/ 10 / 2012
 The previous notice was given to the company on 28 08 / 2012
 The previous notice was dated 28/ 08 / 2012

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
FULLY PAID ORDINARY	40,347,720	18.4%	40,347,720	15.8%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
10/10/2012	FLEXIPLAN MANAGEMENT PTY LTD	DILUTION THROUGH TRANCHE 2 OF PLACEMENT	\$0	40,347,720	40,347,720

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
FLEXIPLAN MANAGEMENT PTY LTD	FLEXIPLAN MANAGEMENT PTY LTD	FLEXIPLAN MANAGEMENT PTY LTD	DIRECT	40,347,720	15.8%

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5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) 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
N/A	N/A

6. Addresses

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

Name	Address
FLEXIPLAN MANAGEMENT PTY LTD	2/6 HAMERSLEY STREET COTTESLOE WA 6011

Signature

print name

SUSAN THOMAS

capacity

Director

sign here

SThomas

date

17/10/2012