



INCA MINERALS LTD

INCA MINERALS LIMITED [ASX: ICG]

ACN: 128 512 907

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Inca Minerals Limited's (**Inca** or **Company**) Shareholders will be held at 3.00pm (WST) on 6 February 2013 at 52 Ord Street, West Perth, Western Australia, 6005 (**Meeting**).

Terms and abbreviations used in this Notice of 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 the General Meeting are registered Shareholders of the Company as at 3.00pm (WST) on 4 February 2013.

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

Mr Ross Brown, Managing Director:

RBrown@incaminerals.com.au

Dr Justin Walawski, Director & Company Secretary:

JWalawski@incaminerals.com.au

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VOTING AT THIS GENERAL MEETING

Your Vote is Important:

The business of this 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 General Meeting at the following time, date and place:

Time: 3.00pm (WST)

Date: 6 February 2013

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 3.00pm (WST) 4 February 2013:

By Post: PO Box 249
SUBIACO WA 6904

By Email: info@incaminerals.com.au

By Facsimile: (+61) (0) 8 6145 0301

Proxy forms received after 3.00pm (WST) 4 February will be invalid.

AGENDA

RESOLUTION 1 - Ratification of issue of 38,348,608 Inca Shares

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 38,348,608 Inca Shares at \$0.02 per share to sophisticated and professional investors, 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 1 by any person who participated in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any Associate of those persons. However, the Company need not disregard a vote if it is 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.

RESOLUTION 2 – Removal of Auditor

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

“That, for the purposes of Section 329 of the Corporations Act 2001 and for all other purposes, RSM Bird Cameron Partners of 8 St Georges Terrace, Perth, Western Australia be removed as the Company’s auditors, details of which are set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

RESOLUTION 3 – Appointment of Auditor

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

“That, subject to the passing of Resolution 2, for the purposes of Section 327D of the Corporations Act 2001 and for all other purposes, Stantons International of Level 1, 1 Havelock Street Street, West Perth, Western Australia, having consented in writing to act as the Company’s auditor, be appointed as an auditor of the Company, details of which are set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

RESOLUTION 4 – Change to the Company’s Constitution – Company Name

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

“That, for the purposes of Section 136 of the Corporations Act 2001 and for all other purposes, Clause 1 of the Company’s Constitution be amended such that the words “Condor Nickel Limited” are replaced with the words “Inca Minerals Limited”, details of which are set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

AGENDA (Continued)

RESOLUTION 5 – Approval of Placement

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

“That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of up to 50,000,000 Shares on the terms and conditions set out in the Explanatory Memorandum (Placement)”.

Voting Exclusion: The Company will disregard any votes cast on Resolution 5 by persons who may participate in the proposed issue and by any persons who might obtain a benefit, except solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any Associate of those persons. However, the Company need not disregard a vote if it is 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.

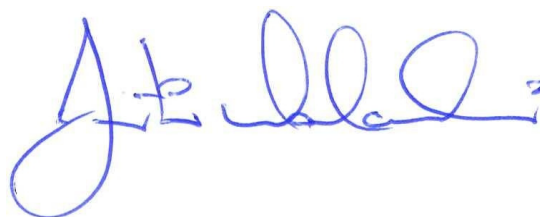
RESOLUTION 6 – Approval for a Company Director (Ms Susan Thomas) to Participate in the Placement

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

“That, subject to the passing of Resolution 5 and pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the allotment and issue of up to 20,000,000 Shares to Ms Susan Thomas and / or her nominees under the Placement on the terms and conditions set out in the Explanatory Memorandum”.

Voting Exclusion: The Company will disregard any votes cast on Resolution 6 by Ms Thomas and/or her nominees and any of their Associates. However, the Company will not disregard a vote if it is 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.

DATED: 5 January 2013
BY ORDER OF THE BOARD



DR JUSTIN WALAWSKI FCPA
DIRECTOR & COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the General Meeting of the Company's Shareholders to be held at 3.00pm (WST) on 6 February 2013 at 52 Ord Street, West Perth, Western Australia, 6005 (**Meeting**). Terms and abbreviations used in this Notice of 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.

1. RESOLUTION 1 – RATIFICATION OF SHARE ISSUE

On 27 December 2012 the Company announced that 38,348,608 Shares at \$0.02 per share had been issued by way of placement to sophisticated and professional investors. The Shares were issued within Inca's 15% placement capacity pursuant to the ASX Listing Rules. The Shares were issued to clients of the Company's corporate advisor – Element Capital 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 funds raised will be used as additional working capital and investment capital for Inca primarily in relation to ongoing exploration, evaluation and development of Inca's Peru projects. Funds may also be directed towards further exploration of the company's other projects, as warranted.

The Company wishes Shareholders to ratify that placement and to retain the flexibility permitted by the ASX Listing Rules to issue up to 15% of its capital without the need to obtain prior Shareholder approval.

2. RESOLUTIONS 2 and 3 – REMOVAL AND APPOINTMENT OF AUDITOR

Under Section 329 of the Corporations Act an auditor of a company may be removed from office by resolution at a general meeting of which 2 months notice of intention to move the resolution has been given. The notice of intention to remove RSM Bird Cameron Partners as the Company's auditors is provided to Shareholders in Annexure A of this Notice of Meeting.

Under Section 327 D of the Corporations Act the Company, in a general meeting, may appoint an auditor to replace an auditor removed under Section 329 of the Corporations Act. If RSM Bird Cameron Partners are removed as the Company's auditors under Resolution 2, the Directors herewith nominate and propose that Stantons International be appointed as the Company's auditors.

If Resolutions 2 and 3 are passed the appointment of Stantons International as the Company's auditor will take effect at the close of this General Meeting.

3. RESOLUTION 4 – CHANGE TO THE COMPANY CONSTITUTION – COMPANY NAME

As at 31 December 2008 the Company's name, as reflected in its Constitution, was "Condor Nickel Limited". On 25 May 2012 Shareholders approved, by way of special resolution, changing the Company's name to "Inca Minerals Limited". On 14 June 2012 the Australian Securities and Investments Commission (ASIC) formally registered the Company's name as "Inca Minerals Limited".

To reflect Shareholder's special resolution (25 May 2012) and ASIC's registration of "Inca Minerals Limited" as the Company's name the Directors propose to amend the Company's Constitution by replacing the name "Condor Nickel Limited" with that of "Inca Minerals Limited". Under Section 136 of the Corporations Act Shareholders must approve this change by way of a special resolution.

EXPLANATORY STATEMENT (CONTINUED)

4. RESOLUTION 5 – APPROVAL OF PLACEMENT

4.1 General

Resolution 5 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 to issue up to 50,000,000 Shares under the Placement to sophisticated and/or institutional investors in Australia who are not Related Parties or Associates of Related Parties of the Company.

4.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

By seeking Shareholder approval for the issue of these Shares the Company will retain the flexibility to issue equity securities in the future up to 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. Resolution 5 is an ordinary resolution.

4.3 Information Required by ASX Listing Rule 7.3

For the purposes of Shareholder approval of the issue of Shares under the Placement and the requirements of ASX Listing Rule 7.3, information is provided as follows:

- (a) The maximum number of Shares to be issued is 50,000,000 Shares;
- (b) The Shares will be allotted and issued progressively but by no later than 3 months after the date of this Meeting (or such later date as approved by the ASX);
- (c) The issue price of the Shares will be no less than 80% of the VWAP of the Shares for the 5 trading days immediately before the Shares are issued;
- (d) The Shares will be issued to sophisticated and professional investors who are not Related Parties of the Company or Associates of Related Parties of the Company;
- (e) The Shares will be ranked fully paid ordinary shares in the Company and shall rank equally with the Company's current issued ordinary shares;
- (f) The Company intends to use the funds raised by the Placement as additional working capital and investment capital for Inca primarily in relation to ongoing exploration, evaluation and development of Inca's Peru projects. Funds may also be directed towards further exploration of the company's other projects, as warranted; and
- (g) A voting exclusion statement is included in this Notice of General Meeting.

EXPLANATORY STATEMENT (CONTINUED)

5. RESOLUTION 6 – APPROVAL FOR COMPANY DIRECTOR (MS SUSAN THOMAS) TO PARTICIPATE IN THE PLACEMENT

5.1 General

Resolution 6 seeks Shareholder approval pursuant to ASX Listing Rule 10.11 for a Company Director, Ms Susan Thomas and/or her nominees, to participate in the Placement on the same terms and conditions as offered to other subscribers under the Placement.

Subject to obtaining the approval of Shareholders, a maximum of 20,000,000 Shares will be issued to Ms Susan Thomas and / or her nominees (**Thomas Shares**).

5.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11 prescribes that Shareholder approval is required for the issue of Thomas Shares as Ms Susan Thomas, by reason of her position as a Director, is a Related Party of the Company.

In addition, by seeking Shareholder approval for the issue of Thomas Shares, the Company will retain the flexibility to issue equity securities in the future up to 15% annual placement set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Resolution 6 is an ordinary resolution and is subject to the passing of Resolution 5.

5.3 Information Required by ASX Listing Rule 10.13

For the purposes of Shareholder approval of the issue of the Thomas Shares and the requirements of ASX Listing Rule 10.13, information is provided as follows:

- (a) The maximum number of Shares the Company can issue to Ms Thomas and/or her nominees is 20,000,000 Shares;
- (b) Each Thomas Share will be issued at a price no less than 80% of the VWAP of the Shares for the 5 trading days immediately before the Shares are issued;
- (c) The Thomas Shares will be ranked fully paid ordinary shares in the Company and shall rank equally with the Company's current issued ordinary shares;
- (d) The Thomas Shares will be allotted and issued no later than 1 month after the date of this Meeting (or such date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (e) The Company intends to use the funds raised from the issue of Thomas Shares as additional working capital and investment capital for Inca primarily in relation to ongoing exploration, evaluation and development of Inca's Peru projects. Funds may also be directed towards further exploration of the company's other projects, as warranted; and
- (f) A voting exclusion statement is included in this Notice of General Meeting.

VOTING ELIGIBILITY

The Directors have determined that, pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the persons eligible to vote at the General Meeting are registered Shareholders of the Company as at 3.00pm (WST) on 4 February 2013. Accordingly, transactions registered after this time will be disregarded when determining entitlements to attend and vote on the Resolutions at the General Meeting.

VOTING BY MEMBERS

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 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. The Chairman of the General Meeting intends to vote all undirected proxies in favour of each Resolution.

PROXIES

A Shareholder entitled to attend and vote at the 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 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.

INSTRUCTIONS - COMPLETING THE PROXY FORM

A Proxy Form accompanies and forms part of this Notice of Meeting. Should a Shareholder wish to appoint a proxy, and if your proxy is someone other than the Chairman of the General 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 General 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 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 this 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 and Director, or Company Secretary and Director, 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 3.00pm (WST) on 4 February 2013:

By Post: PO Box 249
SUBIACO WA 6904

By Email: info@incaminerals.com.au

By Facsimile: (+61) (0) 8 6145 0301

Proxy forms received after 3.00pm (WST) 4 February 2013 will be invalid.

GLOSSARY

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.

Associate means 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.

Company 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 General Meeting.

General Meeting means the General Meeting of the Company convened at 3.00pm (WST) on 6 February 2013 and held at the at 52 Ord Street, West Perth, Western Australia, 6005 or any meeting adjourned thereof, convened by the Notice of Meeting.

Glossary means this glossary of terms.

Inca means the Company.

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

Notice of Meeting means this Notice of General Meeting dated 5 January 2013.

Placement means the placement of up to 50,000,000 Shares proposed in Resolution 5 in this Notice of General Meeting.

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

Related Party means the meaning given to it by the Corporations Act.

Resolutions means any of or all of the six resolutions set out in the Agenda of this Notice of General Meeting.

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

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

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

Thomas Shares means the Shares proposed to be issued to Ms Susan Thomas and/or her nominees under Resolution 6 in this Notice of General Meeting.

Trading Day has the same meaning as in the ASX Listing Rules.

VWAP means volume weighted average price.

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

Words importing the singular include the plural and vice versa. A reference to gender is a reference to all genders.

Annexure A – Notice of Intention to Remove Auditors

20 November 2012

Dr Justin Walawski
Chairman & Company Secretary
Inca Minerals Limited
1030 Wellington Street
WEST PERTH WA 6005

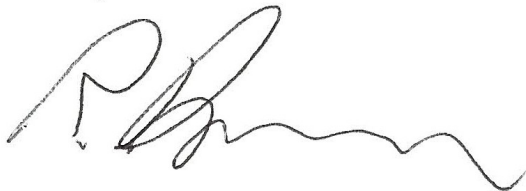
Email: jwalawski@incaminerals.com.au

Dear Justin

Notice of Intention to Remove RSM Bird Cameron Partners as Auditors of Inca Minerals Limited

I, Mr Ross Curtis Brown, being the holder of 23,000,000 fully paid ordinary shares (8.996%) in Inca Minerals Limited (Company) request the Company to convene a general meeting of shareholders on 28 January 2013 to consider and, if thought fit, to pass the resolution that RSM Bird Cameron Partners (8 St Georges Terrace, Perth, Western Australia) be removed as auditor of the Company.

Yours faithfully

A handwritten signature in black ink, appearing to be 'R. Brown', written in a cursive style.

Mr Ross Brown
Date: 20 November 2012



Shareholder Proxy Form

Inca Minerals Limited (ACN: 128 512 907) General Meeting at 3.00pm (WST) on 6 February 2013

I/We
of.....
appoint
or in his/her absence
of.....

or, if no person is named above or is absent, the Chairman of the meeting, as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held at 3:00pm (WST) 6 February 2013 and at any adjournment of that meeting. **Important Notes:** If you appoint a proxy, you are encouraged to direct your proxy how to vote on each Resolution. The Chairman of the meeting intends to vote all undirected proxies in favour of each Resolution. **Note:** If appointing a second proxy please state the number of Inca Shares or the percentage of voting rights applicable to this Proxy Form.

Number of shares OR %

I/We direct my/our proxy to vote in respect of the Resolutions to be considered as indicated with an "X" below, and to vote or abstain in respect of any procedural resolution as my/our proxy thinks fit.

	FOR	AGAINST	ABSTAIN*
Resolution 1: Ratification of issue of 38,348,608 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: Amending Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5: Approval of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6: Approval of Director Participation in Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no direction is given above, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of all the Resolutions to be considered by the meeting and any adjournment of the meeting. *If you mark the Abstain box for a particular Resolution, 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.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Individual/Sole Director or Sole Company Secretary

Director

Director/Company Secretary

Date:

.....

This form should be signed by the Shareholder. If a joint holding, all Shareholders must sign. If signed by the Shareholder's attorney, the power of attorney must have been previously lodged with the Company or a certified copy attached to this form. If executed by a company, it must be executed in accordance with the company's constitution and the Corporations Act. This form (and power of attorney or other authority, if any, under which it is signed or a certified copy of the power of authority) must be received by Inca by no later than 3.00pm (WST) on 4 February 2013:

By Post: PO Box 249
SUBIACO WA 6904

By Email: info@incaminerals.com.au

By Facsimile: (+61) (0) 8 6145 0301

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