



INCA MINERALS LTD

ACN: 128 512 907

ASX ANNOUNCEMENT

ASX Code: ICG

7 February 2013

Inca General Meeting Resolutions & Board Change

As previously announced, Inca Minerals Limited [ASX: ICG] (Company) is pleased to advise that all six resolutions proposed at the General Meeting held at 3:00pm on Wednesday 6 February 2013 (WST) (Meeting) were passed without amendment.

In passing Resolution 5 the Company's shareholders approved, pursuant to the ASX Listing Rules, the issue of up to 50,000,000 ordinary shares in the Company (Shares) to sophisticated and/or institutional investors (Placement) under the terms and conditions listed in the Notice of General Meeting.

The passing of both Resolutions 5 and 6 provided shareholder approval, pursuant to the ASX Listing Rules, for one of the Company's Directors, Ms Susan Thomas and / or her nominees to participate in the Placement under the same terms and conditions as offered to other subscribers under the Placement and to be issued up to 20,000,000 Shares within one month of shareholder approval.

Subsequent to the General Meeting Ms Thomas requested the Company's Board agree to immediately issue her and / or her nominees 20,000,000 Shares on the minimum terms of the Placement and at a price of \$0.0544 cents on 6 February 2013. The Board did not agree to Ms Thomas' request and noted that at that time, with the Company's share price trading as high as \$0.17 cents and closing at \$0.14 cents on 6 February 2013, it was not in the interests of shareholders to do so.

Ms Thomas has today notified the Company she has resigned as a director of the Company. The Board has accepted Ms Thomas' resignation and thanks her for her contribution over the past 2 months. Accordingly, the Company advises that Shares will not be issued to Ms Thomas under the terms and conditions outlined in the Notice of General Meeting.

Activity and interest in the Company over the past 7 days has been unprecedented. The recent discovery of a sulphide-bearing monzonite porphyry by the Company has confirmed the confidence placed in the Company's management by many long standing shareholders, points to an exciting future for the Company and created enormous interest in assay results the Company looks forward to providing the market as soon as possible.

Dr Justin Walawski
Director & Company Secretary