



## INCA MINERALS LTD

29 June 2015



ICG-88800114096

Sub-Register	CHESS
HIN / SRN	

Dear Shareholder

### Renounceable Entitlement Offer

I write to you as a registered holder of shares in Inca Minerals Limited (**Inca** or **Company**) as at today's date. As announced 23 June 2015, Inca is undertaking a renounceable pro rata entitlement offer of 1 new share in Inca (**New Share**) for every 3 existing shares held, at an issue price of \$0.01 per New Share (**Entitlement Offer**) to raise up to \$2,154,454 (before associated costs). The Entitlement Offer will be undertaken through a prospectus issued in accordance with section 713 of the *Corporations Act 2001* (Cth) (**Prospectus**).

The Entitlement Offer is being made to existing shareholders of the Company registered in Australia and New Zealand. The Company has determined, pursuant to ASX Listing Rule 7.7.1(a) that it would be unreasonable to make offers under the Prospectus to all shareholders with addresses outside of Australia and New Zealand (**Foreign Holders**) due to legal limitations in some countries, the cost of complying with regulatory requirements in those countries, the relatively small number of shares held by shareholders in other countries and the likely funds that would be raised from shareholders in those countries. Accordingly, in compliance with ASX Listing Rule 7.7.1(b), the Company wishes to advise that it will not be extending the Entitlement Offer to Foreign Holders.

Patersons Securities Limited (**Patersons**) is the lead manager and underwriter to the Entitlement Offer. For the purposes of Listing Rule 7.7, the Company has appointed Patersons as a nominee to sell the entitlements which would have been offered to Foreign Holders had they been entitled to participate in the Entitlement Offer and to account to Foreign Holders for their proportion of the sale proceeds net of expenses. Patersons will sell the entitlements on ASX and, in the event that the entitlements are unable to be sold on ASX (due to there being no market for the entitlements), then the entitlements will be sold off-market for nominal consideration. Any interest earned on the proceeds of the sale of these entitlements will firstly be applied against expenses of such sale, including brokerage, and any balance will accrue to the relevant Foreign Holder. Notwithstanding that Patersons must sell the entitlements, Foreign Holders may nevertheless receive no net proceeds if the costs of the sale are greater than the sale proceeds.

The ability to procure subscribers for entitlements or to sell entitlements on ASX and the price at which entitlements can be sold depends on various factors, including market conditions. To the maximum extent permitted by law, neither Inca nor Patersons, nor their respective related bodies corporate, nor the Directors, officers, employees, agents or advisors of any of them, will be liable for a failure to sell entitlements at any particular price.

**This letter is not an offer to you for the subscription of New Shares.** You are not required to do anything in response to this letter. If you have any questions in relation to this letter or the Entitlement Offer, please contact me or the Company Secretary by email on [info@incaminerals.com.au](mailto:info@incaminerals.com.au).

Yours faithfully

Ross Brown  
Managing Director