



## INCA MINERALS LTD

5 July 2016

Mrs Joyce Shareholder  
1 / 16 Av Shareholder Bernatos 331  
1303 Barrio Shareholder  
Surquida, Lima  
Foreign Country

Dear Shareholder,

### **Non-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 recently announced, Inca is undertaking a non-renounceable pro rata entitlement offer of 1 new share in Inca (**New Share**) for every 2 existing shares held, at an issue price of \$0.004 per New Share (**Entitlement Offer**) to raise up to \$2,476,960 (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, the Company has not appointed a nominee in respect of the entitlements of Foreign Holders pursuant to section 615 of the *Corporations Act*. Further, in compliance with ASX Listing Rule 7.7.1(b), the Company advises that it will not be extending the Entitlement Offer to Foreign Holders.

The Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer other than for Shareholders in Australia and New Zealand. The Company is not required to make offers under the Prospectus to Shareholders other than in Australia and New Zealand. Where the Prospectus has been despatched to Shareholders domiciled outside Australia or New Zealand and where the country's securities code or legislation prohibits or restricts in any way the making of the offer contemplated by the Prospectus, the Prospectus is provided for information purposes only. Shareholders resident in Australia and New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up Entitlements under the Entitlement Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

**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**