



4 December 2018

## **ISSUE OF SHORTFALL SECURITIES & PLACEMENT**

### **Notice Under ASX Listing Rule 3.10.5 and Section 708A of the Corporations Act and Appendix 3B**

Inca Minerals Limited (**Inca** or **Company**) is pleased to advise the completion of a capital raising of \$716,462 through the issue of 143,292,389 fully paid ordinary shares, each with a free attaching option, at an issue price of \$0.005 per share. The capital raising was completed through:

- (a) The placement of 70,038,998 Shortfall Shares, each with a free attaching Shortfall Option, at an issue price of 0.5 cents per share (**S/Fall Issue**). The S/Fall Issue was made using shortfall securities arising out of the offers detailed in the Company's Prospectus dated 2 August 2018 (**Prospectus**) and Supplementary Prospectus dated 24 August 2018. The S/Fall Issue raised a total of \$350,195 (before raising costs) and now means a 100% take-up of the offers under the Prospectus; and
- (b) With the offers under the Prospectus being heavily oversubscribed, Inca has also placed 73,253,391 fully paid ordinary shares, each with a free attaching option, at an issue price of 0.5 cents per share to raise \$366,267 (before raising costs) (**Placement**).

The funds raised from the S/Fall Issue and Placement will be used for exploration at the Company's zinc-silver-lead projects in Peru and for working capital.

The requisite Appendix 3B for the S/Fall Issue and the Placement is attached to this announcement.

Inca provides the following information pursuant to ASX Listing Rule 3.10.5 and Section 708A(5)(e) of the Corporations Act.

The S/Fall Issue (of Shortfall Shares and Shortfall Options) was completed using Inca's Shortfall Security capacity pursuant to the Company's Prospectus dated 2 August 2018 and the Supplementary Prospectus dated 24 August 2018. The Placement was made without disclosure under Part 6D.2 of the Corporations Act, using Inca's ASX 7.1 (15%) capacity, to sophisticated and retail investors under Sections 708(8) and 708(1) of the Corporations Act respectively. Securities issued under both the S/Fall Issue and the Placement rank equally and were issued under the same terms and conditions as outlined in the Company's Prospectus dated 2 August 2018.

As at the date of this notice Inca has complied with:

- (a) The provisions of Chapter 2M of the Corporations Act;
- (b) Section 674 of the Corporations Act; and

there is no excluded information for the purposes of Sections 708A(7) and (8) of the Corporations Act.

Justin Walawski  
**Director & Company Secretary**

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Inca Minerals Limited

ABN

128 512 907

We (the entity) give ASX the following information.

### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | (a) Fully paid ordinary shares (ASX: ICG) ( <b>Shortfall Shares</b> )<br>(b) Quoted options (ASX: ICGO) ( <b>Shortfall Options</b> )<br>(c) Fully paid ordinary shares (ASX: ICG) ( <b>Placement Shares</b> )<br>(d) Quoted options (ASX: ICGO) ( <b>Placement Options</b> ) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 70,038,998 Shortfall Shares<br>(b) 70,038,998 Shortfall Options<br>(c) 73,253,391 Placement Shares<br>(d) 73,253,391 Placement Options   |

<p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>Pursuant to the Prospectus dated 2 August 2018:</p> <p>(a) Fully paid ordinary Shortfall Shares rank equally with all other issued fully paid ordinary shares (ASX: ICG).</p> <p>(b) Quoted Shortfall Options rank equally with all other issued options, each with an Exercise Price of \$0.012, and exercisable on or before 7 August 2020 (ASX: ICGO).</p> <p>Summary of terms and conditions attaching to the above securities appears in Section 5 of the Prospectus.</p> <p>(c) Fully paid ordinary Placement Shares rank equally with all other issued fully paid ordinary shares (ASX: ICG).</p> <p>(d) Quoted Placement Options rank equally with all other issued options, each with an Exercise Price of \$0.012, and exercisable on or before 7 August 2020 (ASX: ICGO).</p>
<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes – see above.</p>
<p>5 Issue price or consideration</p>	<p>(a) \$0.005 per Shortfall Share</p> <p>(b) Nil consideration - Shortfall Options attach to Shortfall Shares as free options.</p> <p>(c) \$0.005 per Placement Share</p> <p>(d) Nil consideration - Placement Options attach to Placement Shares as free options.</p>

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	To fund exploration at the Company's projects and working capital as warranted.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	(c) 73,253,391 Placement Shares (d) 73,253,391 Placement Options
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil
6f	Number of +securities issued under an exception in rule 7.2	(a) 70,038,998 Shortfall Shares (b) 70,038,998 Shortfall Options
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A.
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A.

6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Remaining Issue Capacity Rule 7.1: 275,965,764						
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	(a) 3 December 2018 - Shortfall Shares (b) 3 December 2018 - Shortfall Options (c) 3 December 2018 - Placement Shares (d) 3 December 2018 - Placement Options						
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>2,965,445,366</td> <td>Fully paid ordinary shares.</td> </tr> <tr> <td>335,282,207</td> <td>Options (Ex. 7/08/2020)</td> </tr> </tbody> </table>	Number	+Class	2,965,445,366	Fully paid ordinary shares.	335,282,207	Options (Ex. 7/08/2020)
Number	+Class							
2,965,445,366	Fully paid ordinary shares.							
335,282,207	Options (Ex. 7/08/2020)							
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>Nil</td> <td>N/A</td> </tr> </tbody> </table>	Number	+Class	Nil	N/A		
Number	+Class							
Nil	N/A							
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Shortfall Shares and Placement Shares rank equally from issue date with all existing quoted fully paid ordinary shares.						

## Part 2 - Pro rata issue

11	Is security holder approval required?	No – the issue of Shortfall Shares and Shortfall Options falls under the offers detailed in the Prospectus dated 2 August 2018.
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A

+ See chapter 19 for defined terms.

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	None.
23	Fee or commission payable to the broker to the issue	With respect to the Shortfall Securities, the Company reserved the right to pay a commission of up to 6% (Exc. GST) of all amounts subscribed through any licensed securities dealers or Australian financial services licensee.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A

---

28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	N/A

---

+ See chapter 19 for defined terms.

## Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of <sup>+</sup>securities  
(tick one)

(a)  <sup>+</sup>Securities described in Part 1

(b)  All other <sup>+</sup>securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

37  A copy of any trust deed for the additional <sup>+</sup>securities

### Entities that have ticked box 34(b)

38 Number of <sup>+</sup>securities for which <sup>+</sup>quotation is sought

39 <sup>+</sup>Class of <sup>+</sup>securities for which quotation is sought



40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	N/A
----	---	-----

41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A
----	--	-----

	Number	+Class
42	<p>Number and +class of all +securities quoted on ASX (including the +securities in clause 38)</p>	N/A

---

+ See chapter 19 for defined terms.

## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

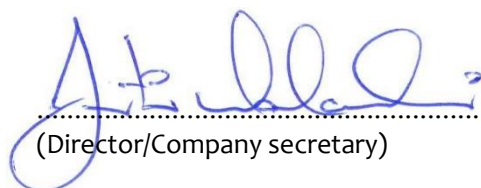
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



..... Date: 4 December 2018

(Director/Company secretary)

Print name:

Justin Walawski

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	2,334,704,572
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>70,038,998 (issued 3/12/2018 (subject of this announcement) being shortfall securities from a non-renounceable pro-rata entitlement offer pursuant to a Prospectus dated 2/8/2018).</p> <p>10,000,000 (issued 7/11/2018); 12,900,000 (issued 1/10/2018); and 32,961,000 (issued 19/9/2018) being shortfall securities from a non-renounceable pro-rata entitlement offer pursuant to a Prospectus dated 2/8/2018).</p> <p>136,128,818 (issued 5/9/2018 under a non-renounceable pro-rata entitlement offer pursuant to a Prospectus dated 2/8/2018).</p> <p>27,500,000 (issued 2/8/2018 with shareholder approval at 30/11/2018 AGM).</p> <p>805,295 (issued 16/4/2018 with shareholder approval at 30/11/2018 AGM).</p> <p>26,666,667 (issued 2/3/2018 under a shortfall share offer pursuant to a Prospectus dated 26/10/2017).</p> <p>70,000,000 (issued 22/12/2017 with shareholder approval at 30/11/2018 AGM).</p> <p>160,611,625 (issued 12/12/2017 via a non-renounceable pro-rata entitlement offer pursuant to Prospectus dated 26/10/2017).</p>
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	0
<b>“A”</b>	2,882,316,975

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	432,347,546
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>73,253,391 FPOS issued 3/12/2018 (subject of this announcement).</p> <p>73,253,391 options issued 3/12/2018 (subject of this announcement).</p> <p>9,875,000 FPOS issued 22/10/2018.</p>
“C”	156,381,782
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15  <i>Note: number must be same as shown in Step 2</i>	432,347,546
<b>Subtract “C”</b>  <i>Note: number must be same as shown in Step 3</i>	156,381,782
<b>Total</b> [“A” x 0.15] – “C”	275,965,764

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	N/A
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	N/A
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>“E”</b>	

+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10  <i>Note: number must be same as shown in Step 2</i>	
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	
<b>Total</b> [“A” x 0.10] – “E”	

---

+ See chapter 19 for defined terms.