



13th November 2013

THE INCA MINERALS LIMITED SHARE PURCHASE PLAN

Inca Minerals Limited's (**Company**) Directors have resolved to offer existing shareholders the opportunity to acquire shares in the Company through The Inca Minerals Share Purchase Plan (**SPP**). The SPP entitles existing eligible shareholders to purchase new fully paid ordinary shares in the Company (**SPP Shares**):

- Before upcoming results from the Company's current and most extensive drilling campaign at Chanape to date.
- At an issue price of A\$0.035 per share – a discount of 7.8% to the closing market price on 12 November 2013 and a 10% discount to the VWAP for the 5 trading days immediately prior to 13 November 2013.
- Without brokerage fees.
- Irrespective of the size of their current shareholding (including those who currently hold unmarketable parcels).
- With a choice from one of the following parcels of SPP Shares:

OFFER PARCEL	VALUE	NUMBER OF SHARES
A	A\$1,000.00	28,572
B	A\$2,000.00	57,143
C	A\$3,000.00	85,715
D	A\$4,000.00	114,286
E	A\$5,000.00	142,858
F	A\$7,500.00	214,286
G	A\$10,000.00	285,715
H	A\$12,500.00	357,143
I	A\$15,000.00*	428,572

* A\$15,000.00 is the maximum dollar value of SPP Shares which can be purchased under the SPP

The SPP offer is open to Eligible Shareholders being persons registered in the Company's share register:

- As at 12 November 2013 (AWST) as registered holders of the Company's shares; and
- With a registered address in Australia or New Zealand.

The SPP is structured to comply with the Australian Securities and Investments Commission Class Order 09/425. The SPP offer is non-renounceable and non-transferable meaning Eligible Shareholders cannot transfer their entitlement to SPP Shares to a third party. The Company does not intend to scale back applications under the SPP unless required to do so in compliance with ASX Listing Rules. However, the Company may allot fewer Shares than an eligible Shareholder applies for and, in that event, will use best endeavours to allocate Shares on a pro-rata basis.



The Company intends to use the funds raised by this SPP as additional working capital and investment capital primarily in relation to the exploration and evaluation of its flagship project - Chanape.

The Indicative Timetable for the SPP is:

EVENT	DATE
SPP Record Date	12 November 2013 (AWST)
SPP Announcement Date	13 November 2013 (AWST)
Dispatch of Offer & Application Form to Eligible Shareholders	15 November 2013 (AWST)
Opening Date for Acceptances	18 November 2013 (AWST)
Closing Date for Acceptances	10 December 2013 (AWST)
Allotment of Shares	20 December 2013 (AWST)

These dates are indicative. The Company may vary the dates (including shortening or extending the Closing Date for Acceptances).

Further details, information and the terms and conditions of the SPP are attached herewith in the Letter from the Managing Director and The Inca Minerals Share Purchase Plan booklet. In addition the Company attaches the Cleansing Notice under ASIC Class Order [CO 09/425].

Justin Walawski

Director & Company Secretary

Office: +61 (0)8 6145 0300

Email address: info@incaminerals.com.au



INCA MINERALS LTD

AN OFFER TO PARTICIPATE IN THE INCA MINERALS LIMITED SHARE PURCHASE PLAN

A LETTER FROM THE MANAGING DIRECTOR

13th of November 2013

Dear Inca Shareholder

Inca's most extensive drilling campaign is now underway at Chanape Secure your opportunity to share in our growth by acquiring discounted shares

I am pleased and excited to invite eligible Inca shareholders to participate in The Inca Minerals Limited Share Purchase Plan ("SPP") as announced to the Australian Securities Exchange on 13 November 2013 (AWST).

The SPP is intended to benefit all existing Inca shareholder irrespective of their current shareholding, including those currently holding unmarketable parcels of shares. You are invited to purchase between A\$1,000 and A\$15,000 of new fully paid ordinary shares in the company – an amount to suit your investment needs and budget.

As we are committed to sharing our growth with current shareholders, we are seeking to raise additional capital via this SPP - to convert exploration success to shareholder wealth. The objective of this SPP is to provide you with an opportunity to increase your stake in the company at a time unprecedented in our company's development (at a discount to the broader market). The SPP provides:

1. **Exceptional value:** \approx 8% discount to the closing share price 12 November 2013
2. **Results imminent:** Increase your holding prior to the results of the current drill program
3. **Brokerage free:** No brokerage applies
4. **Simple/flexible:** Choose your quantity at the level that suits you (from A\$1,000 – A\$15,000)

Why we are excited for our shareholders

In short - we've discovered mineralised porphyry at Chanape. Porphyries typically form very large copper and copper/gold deposits and occupy the space and minds of multi-national mining houses across the globe. Yet this porphyry sits in a junior with a market cap of around A\$16M – a junior resource company that you are part.

The discovery of mineralised porphyry at Chanape is not an every-day event. The magnitude and impact of discoveries such as this are rare in the resource sector. Such is the potential re-rate of market value, the company has been particularly careful in its exploration planning requiring patience during the pre-drilling build-up. We don't focus on, nor develop either exploration or corporate strategies in response to short term pressures and share price fluctuations. Our focus is on the road-map of discovery for longer term wealth creation.



INCA MINERALS LTD

Built on the outstanding results generated at Chanape to date, we have just commenced the largest drilling campaign in the company's history. This program is meticulously planned, with the purpose of investigating the dual resource potential of the project. Through the execution of this well-thought campaign we are intent on moving towards our goal of creating significant wealth for our shareholders through continued discovery.

Our progress at Chanape – In a snapshot

We acknowledge that the discovery of porphyry at Chanape often results in various announcements which are sometimes technical and complex in nature. So, I would like to take this opportunity to provide a snapshot of our progress at Chanape in simple terms:

1. First drill hole – the discovery of a mineralised porphyry in CH-DDH001

Our very first hole drilled into a copper-molybdenum-silver-gold bearing porphyry. Though we were optimistic that Chanape would host a major porphyry deposit (the 2.15 billion tonne/A\$200 billion Toromocho porphyry mine development is only 30kms away), this single discovery hole was beyond our expectations.

- ❖ Through careful analysis, we now believe we have intersected the shoulder of the buried porphyry system, with assay results showing the presence of promising grades of copper, molybdenum, silver and gold
- ❖ The porphyry system was intersected at 340m and was open ended at 600m (this is a 260m section of what is only believed to be the shoulder of the porphyry)
- ❖ The geology (rocks and minerals) of the discovery hole and geophysical expression of Chanape is similar to that of Toromocho

2. Surface exploration program - widespread gold and silver identified

For further understanding of our mineral discovery and to generate future drill targets a two-phase surface exploration program was undertaken. This resulted in:

- ❖ Leading world expert, Mr Jeffrey Hedenquist confirms potential of Chanape
- ❖ Widespread gold and silver mineralisation was discovered through extensive rock chip sampling (one rock chip sample alone contained 31.6 grams per tonne of gold)
- ❖ 73 breccia bodies were discovered (mineralised breccias are often associated with porphyry systems)
- ❖ Exciting geophysical anomalies, characteristic of porphyry deposits, were generated. Not only do these coincide with the gold and silver anomalies, they are consistent with the shoulder-position of the discovery hole
- ❖ More than 40 drill targets were identified
- ❖ The potential for having both a gold/silver resource above a large economic copper/molybdenum/silver/gold porphyry system was confirmed with obvious and huge benefits



INCA MINERALS LTD

3. Highly targeted, extensive drilling commenced (5,000m+)

On Monday 11 November, the most extensive drilling program the company has undertaken commenced at Chanape.

The objectives of the drilling are to:

- ❖ Quantify the size and scope of our porphyry discovery
- ❖ Provide better understanding and dimension to the near-surface gold and silver mineralisation already identified in previous drilling and rock chip sampling

It's an exciting time. The funds raised by this SPP will be used as additional working capital and investment capital primarily in relation to the exploration and evaluation of Chanape. The SPP is structured to comply with the Australian Securities and Investments Commission Class Order 09/425.

I commend this opportunity to invest in discounted shares of the company, at this heightened moment of expectation and excitement. I encourage you to read the enclosed Share Purchase Plan booklet. We will attempt to call as many of you as feasible. In any case, should you have any questions, please do not hesitate to call. More information about our project is available at our website www.incaminerals.com.au

For more information on **what is a porphyry and why are they so valuable** – go to our website and follow: Operations – Peru – Overview

Yours sincerely

Ross Brown

Managing Director

Competent Person Statement

The information in this document that relates to Exploration Results is based on information compiled by Mr Ross Brown, Managing Director, Inca Minerals Limited, who is a Member of the Australian Institute of Mining and Metallurgy. Mr Brown is a full time employee of Inca Minerals Limited. He has sufficient experience, which is relevant to the style of mineralisation and types of deposits under consideration, and to the activity which has been undertaken, to qualify as a Competent Person as defined by the 2004 edition of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves”. Mr Brown consents to the report being issued in the form and context in which it appears.

THE INCA MINERALS SHARE PURCHASE PLAN

YOUR SPECIAL OPPORTUNITY TO BUY DISCOUNTED SHARES

An offer to Eligible Shareholders of Inca Minerals Limited, irrespective of the size of their shareholding (including those who currently hold unmarketable parcels) to purchase between A\$1,000 - A\$15,000 of new fully paid ordinary shares in Inca Minerals Limited:

- At a 7.8% discount to the closing price of the Company's Shares on 12 November 2013
- Prior to upcoming results from the Company's current and most extensive drilling campaign to date
- Without brokerage or transaction costs
- Under the terms and conditions of this Share Purchase Plan (SPP).

INDICATIVE TIMETABLE

EVENT	DATE
SPP Record Date	12 November 2013 (AWST)
Announcement Date	13 November 2013 (AWST)
Dispatch of Offer and Application Forms to Eligible Shareholders	15 November 2013 (AWST)
Opening Date for Acceptances	18 November 2013 (AWST)
Closing Date for Acceptances	10 December 2013 (AWST)
Allotment of Shares Date	20 December 2013 (AWST)

This is an important document and should be read in its entirety.

This document has been prepared by Inca Minerals Limited. The Share Purchase Plan does not take into account the individual investment objectives, financial situation or needs of each Eligible Shareholder. Before making a decision on whether to subscribe for Shares under this Share Purchase Plan you should consult your financial or other professional adviser.

This document is not a prospectus or other disclosure statement under the Corporations Act 2001.

NOT FOR DISTRIBUTION OR RELEASE OUTSIDE AUSTRALIA AND NEW ZEALAND



INCA MINERALS LTD

GOLD, SILVER, COPPER PORPHYRY EXPLORATION IN PERU

ACN: 128 512 907

TABLE OF CONTENTS

INCA MINERALS LIMITED SHARE PURCHASE PLAN OFFER

1.	OFFER – WHAT IS THE SHARE PURCHASE PLAN (SPP)	1
2.	INFORMATION ABOUT THE SHARES OFFERED	1
3.	WHO IS ELIGIBLE TO PARTICIPATE	2
4.	WHAT IS THE ISSUE PRICE OF THE SPP SHARES	3
5.	WHAT ARE THE KEY DATES FOR THE SPP	4
6.	WHAT ARE THE RIGHTS ATTACHING TO SPP SHARES	4
7.	THE COMPANY’S DISCRETIONS REGARDING APPLICATIONS	4
8.	IS PARTICIPATION IN THE SPP OPTIONAL	5
9.	DIRECTOR’S PARTICIPATION	5
10.	RISK FACTORS	5
11.	HOW TO APPLY AND PAY FOR SHARES UNDER THE OFFER	6
12.	PRIVACY	7
13.	GOVERNING LAW	7
14.	UNDERWRITING	8
15.	USEFUL CONTACT NUMBERS / DETAILS	8

INCA MINERALS LIMITED

SHARE PURCHASE PLAN OFFER

1. Offer - What is the Share Purchase Plan (SPP)

This offer entitles an Eligible Shareholder (see Section 3 below) in Inca Minerals Limited (**Company**) to subscribe through the Company's Share Purchase Plan (**Plan**) for a maximum of A\$15,000 fully paid ordinary shares in the Company (**Shares**) in accordance with the following terms and conditions (**Offer**).

2. Information About the Shares Offered

2.1 Eligible Shareholders may apply for one of the following parcels of Shares:

OFFER PARCEL	VALUE	NUMBER OF SHARES
A	A\$1,000.00	28,572
B	A\$2,000.00	57,143
C	A\$3,000.00	85,715
D	A\$4,000.00	114,286
E	A\$5,000.00	142,858
F	A\$7,500.00	214,286
G	A\$10,000.00	285,715
H	A\$12,500.00	357,143
I	A\$15,000.00	428,572

2.2 The maximum investment for each Eligible Shareholder is A\$15,000 (representing 428,572 Shares at the Issue Price of A\$0.035) and the minimum investment is A\$1,000 (representing 28,572 Shares at the Issue Price of A\$0.035).

2.3 The total cost of Shares purchased by each Eligible Shareholder (including through joint holdings, multiple share accounts or any holding in which they have a beneficial interest) must not exceed A\$15,000.

2.4 No fractions of Shares will be issued. Any fraction of a Share will be rounded up to the nearest whole number of Shares.

2.5 The Offer is non-renounceable and non-transferable. This means that Eligible Shareholders cannot transfer their entitlement to purchase Shares under the Plan to a third party.

2.6 The Company does not intend to scale back applications under the SPP unless required to do so in compliance with the ASX Listing Rules. However, Inca may allot fewer Shares than an Eligible Shareholder applies for and, in that event, Inca will use best endeavours to allocate Shares on a pro-rata basis.

3. Who is Eligible to Participate in the SPP

- 3.1 The Offer is only open to Eligible Shareholders, being persons:
- (a) Who are registered in the Company's share register at 5.00pm 12 November 2013 (AWST) (**Record Date**) as registered holders of Shares; and
 - (b) Who have a registered address (as recorded in the Company's share register) in Australia or New Zealand.
- 3.2 No action has been taken to register or qualify the Shares or the Offer or otherwise to permit an offering of the Shares in any jurisdiction outside Australia and New Zealand. Recipients may not send or otherwise distribute this Offer or Application Form to any person outside Australia (other than to Eligible Shareholders). Neither this Offer nor the Application Form constitutes an offer of securities for sale into the United States of America.
- 3.3 The Offer to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2002* (New Zealand). Members of the public in New Zealand who were not existing Shareholders on the Record Date are not entitled to apply for any Shares.
- 3.4 For the purposes of determining Eligible Shareholders:
- (a) Joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder; and
 - (b) Where a trustee or nominee is expressly noted on the Company's share register as holding Shares on account of a named beneficiary, the named beneficiary will be taken to be the registered holder of those Shares, and on application for Shares under the Plan, certification or issue of Shares to the trustee or nominee will be taken to be an application or certification by, or an issue to, the named beneficiary.
- 3.5 If you are a Custodian and hold Shares on behalf of one or more persons resident in Australia or New Zealand (each a **Participating Beneficiary**), you may be entitled to apply for up to A\$15,000 worth of Shares for each Participating Beneficiary, subject to you providing a certificate to the Company containing the information prescribed in ASIC Class Order 09/425 as modified by ASIC Class Orders 10/105, 10/789 and 11/162 (**Custodian Certificate**).

Custodians should request a Custodian Certificate when making an application on behalf of a Participating Beneficiary. To request a Custodian Certificate and if you would like further information on how to apply, you should contact the Company's share registry, Advanced Share Registry Services on Tel: +61 (0) 8 9389 8033.

For the purposes of this Offer, a Custodian is a person that:

- (a) Holds an Australian financial services licence that:
 - (i) covers the provision of a custodial or depository service; or
 - (ii) includes a condition requiring the holder to comply with the requirements of ASIC Class Order 02/294; or
- (b) Is exempt under:
 - (i) paragraph 7.6.01(1)(k) of the *Corporations Regulations 2001* (Cwth) (**Corporations Regulations**);
 - (ii) paragraph 7.6.01(1)(na) of the *Corporations Regulations*; or

- (iii) ASIC Class Order 05/1270 to the extent that it relates to ASIC Class Order 03/184;
- (iv) ASIC Class Orders 03/1099, 03/1100, 03/1101, 03/1102, 04/839 or 04/1313;
- (v) an individual instrument of relief granted by ASIC to the person in terms similar to one of the class orders referred to in subparagraph (iv); or
- (vi) paragraph 91A(2)(h) of the Corporations Act;

from the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service; or

- (c) Is a trustee of a:
 - (i) self-managed superannuation fund; or
 - (ii) superannuation master trust; or
- (d) Is the responsible entity of an IDPS-like scheme; or
- (e) Is the registered holder of Shares or interests in the class or interests in the class and is noted on the register of members of the Company as holding the Shares or interests on account of another person.

4. What is the Issue Price of the SPP Shares

- 4.1 The Shares under the Plan will be issued at A\$0.035 cents per Share (**Issue Price**) representing a 7.8% discount to the closing market price of the Shares on the ASX on 12 November 2013 (AWST) which was A\$0.038. The Issue Price also represents a discount of 10% to the 5 day volume weighted average price of the Shares traded on the ASX immediately prior to 13 November 2013 (AWST) (**Announcement Date**).
- 4.2 Shareholders should note that the market prices of Shares may rise or fall between the date of this Offer and the date the Shares are allotted and issued (**Allotment Date**). This means that the Issue Price may be either higher or lower than the price of Shares at the time the Shares applied for under the Plan are issued.
- 4.3 No brokerage, commissions or other transaction costs are payable by Eligible Shareholders under the Offer.

5. What are the Key Dates for the SPP

5.1 The indicative timetable for the Plan is as follows:

EVENT	DATE
Record Date	12 November 2013 (AWST)
Announcement Date	13 November 2013 (AWST)
Dispatch of Offer and Application Forms to Eligible Shareholders	15 November 2013 (AWST)
Opening Date for Acceptances	18 November 2013 (AWST)
Closing Date for Acceptances (Closing Date)	10 December 2013 (AWST)
Allotment Date	20 December 2013 (AWST)

These dates are indicative only. The Company may vary the date and times of the Offer (including shortening or extending the Closing Date) without notice.

5.2 Shares allotted under the Plan will be issued no later than 10 business days from the Closing Date. The Company will apply for the Shares allotted to be quoted on the ASX within the relevant period specified in the ASX Listing Rules. It is anticipated that Shares issued under the Plan will be quoted on ASX shortly after the Allotment Date.

6. What are the Rights Attaching to SPP Shares

6.1 All Shares issued under the Plan will be issued on the same terms as the other Shares quoted on ASX and once issued, will rank equally with existing Shares.

6.2 Holding Statements for the Shares issued under the Plan will be sent to Eligible Shareholders who have participated in the Plan. If you trade any Shares before you receive your Holding Statement, then you do so at your own risk.

6.3 The Offer is non-renounceable and non-transferable. This means that Eligible Shareholders cannot transfer their entitlement to purchase Shares under the Plan to a third party.

7. The Company's Discretions Regarding Applications

7.1 The Company may, in its absolute discretion, scale back applications and the Company has the right to accept or reject any applications under the Plan, including but not limited to where:

- (a) An Application Form is incorrectly completed or incomplete or otherwise determined by the Company to be invalid;
- (b) A cheque is dishonoured or has not been completed correctly;
- (c) A cheque is not made out for the exact value of Shares you have selected on the Application Form;
- (d) Application money is not submitted through BPAY® within sufficient time for it to be received by the Company;
- (e) It appears that an Eligible Shareholder is applying for more than the maximum of A\$15,000 (in aggregate) of Shares;
- (f) An Application Form is received after the Closing Date. (While the Company may accept late Application Forms and cheques, there is no assurance that it will do so. Late Application Forms and cheques, if not processed, will be returned to the shareholder's registered address); or
- (g) The Company reasonably believes that the applicant is not an Eligible Shareholder.

- 7.2 If the Company scales back applications, rejects, or partially rejects an application or terminates the Plan, the Company will promptly return to the Eligible Shareholder the relevant subscription monies, without interest.
- 7.3 If the Company scales back applications it will use its best endeavours to allocate Shares on a pro-rata basis to Eligible Shareholders under the Plan. If a scale-back produces a fractional number when applied to your application, the number of Shares you will be allotted will be rounded up to the nearest whole number of Shares.
- 7.4 The Company reserves the right to waive strict compliance with any of the terms and conditions of the Offer.
- 7.5 The Company may determine, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant or application. A determination made by the Company will be conclusive and binding on all participants and other persons to whom the determination relates.
- 7.6 The Company may change, suspend or terminate the Plan and/or Offer at any time whether because of a change of law, ASIC requirements or policy or any other relevant circumstance. If the Company does this, it will post a notice on its website and make an announcement to the ASX. Failure to notify shareholders of changes to or the suspension or termination of the Plan and Offer, will not invalidate the change, suspension or termination.
- 7.7 The Company reserves the right to issue no Shares or fewer Shares than an Eligible Shareholder applies for under the Plan if the Company believes the issue of those Shares would contravene ASIC requirements or policy, any law or any ASX Listing Rule.

8. Is Participation in the SPP Optional

Yes. Participation in the Plan is entirely at the option of each Eligible Shareholder. If you are in any doubt as to whether you should participate in the Plan or how such participation will affect you (including taxation implications), you should contact your professional adviser. The Company makes no recommendations as to the desirability or otherwise of your participation in the Plan.

9. Directors' Participation

The Directors of the Company, as Eligible Shareholders, may participate in the Offer on the exact same terms as all other shareholders and may do so without having to obtain shareholder approval.

10. Risk Factors

- 10.1 Before deciding whether to accept the Offer, you should refer to the current market price of the Company's Shares, which can be obtained from daily newspapers, stockbroker, financial adviser or the ASX.
- 10.2 Owning shares in the Company is considered a speculative form of investment and the future price of the Company's shares can rise or fall.
- 10.3 Shareholders should be aware that there is a risk that the market price of the shares may change between the date of this Offer and the date when the new shares are issued to you under the Plan. The value of the Shares you receive may rise or fall accordingly.
- 10.4 The Plan is structured to comply with the Australian Securities and Investments Commission (ASIC) Class Order 09 / 425 (as may be amended from time to time) to enable the Company to issue Shares without a prospectus or other disclosure document. Shareholders must rely on their own knowledge of the Company and previous disclosures made by the Company on the ASX. You should consult your professional adviser when deciding whether or not to accept the Offer and participate in the Plan.

11. How to Accept and Apply for Shares Under the Offer

11.1 Eligible Shareholders wishing to accept the Offer should carefully read the Terms and Conditions relating to the Offer.

11.2 Eligible Shareholders who wish to apply for Shares may either:

- (a) Complete the enclosed Application Form and pay by cheque; or
- (b) Make a payment via BPAY® in which case you do not need to return the enclosed Application Form.

11.3 **Payment Options:** Eligible Shareholders wishing to accept the Offer have two payment options – by cheque (refer to Section 11.4 below) or BPAY® (refer to Section 11.5 below). Please do not forward cash. Receipts for payment will not be issued. Cheques will only be accepted if they are drawn in Australian currency on an Australian financial institution. Application monies will not attract or bear interest under any circumstances.

11.4 **To pay by cheque** you must:

- (a) Complete the Acceptance Slip in the accompanying Application Form in accordance with the instructions set out in that form;
- (b) Prepare a cheque for the appropriate amount in Australian dollars, payable to “Inca Minerals Limited - SPP A/C”, and cross “Not Negotiable”; and
- (c) Return the completed Acceptance Slip and cheque to Advanced Share Registry Services:

By Mail:

PO Box 1156
Nedlands, Western Australia, 6909

By Hand / Courier:

Unit 2, 150 Stirling Highway
Nedlands, Western Australia, 6009

The completed Application Form and your cheque must be received by the Closing Date of 5.00pm on 10 December 2013 (AWST). Applications received after that time may not be accepted.

11.5 **To pay by BPAY®** you must use the personalized reference number shown on your Application Form which is required to identify your holding. If you make your payment using BPAY®, you do not need to return your Application Form.

Eligible Shareholders should be aware that their own financial institution may implement earlier cut-off times with regards to electronic payment. It is the responsibility of each Applicant to ensure that the Application money is submitted through BPAY® with sufficient time for it to be processed by their own financial institution and received by the Company no later than 5.00pm on the Closing Date of 10 December 2013 (AWST).

11.6 By completing and returning the Application Form or paying by BPAY®, you:

- (a) Acknowledge that you have read and understood the Terms and Conditions of this Offer (including the risks) and subscribe for Shares in accordance with these Terms and Conditions;
- (b) Acknowledge that your application will be irrevocable and unconditional (and cannot be withdrawn);
- (c) Agree to pay the Issue Price per Share up to a maximum of the value selected on the Application Form (which cannot exceed A\$15,000);

- (d) Warrant you are an Eligible Shareholder;
- (e) Warrant that you are eligible under all applicable securities laws to receive an offer under the Plan;
- (f) Certify that you have not applied for Shares with an aggregate application price in excess of A\$15,000 under the Plan or any similar arrangements in the 12 months prior to the date of application, even though you may have received more than one offer under the Plan or received offers in more than one capacity under the Plan;
- (g) Authorize the Company (and each of its officers and agents) to correct any error in, or omission from, the Application Form and complete the Application Form by inserting any missing details;
- (h) Acknowledge that the Company may at any time irrevocably determine that your application is valid, in accordance with these terms and conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (i) Acknowledge that neither the Company, nor Advanced Share Registry Services has provided any investment advice or financial product advice, and that neither has any obligation to provide this advice;
- (j) Acknowledge that the Company (and each of its officers and agents) is not liable for any consequences of the exercise or non-exercise of its discretions (referred to in Section 7); and

agree to be bound by the Company's constitution.

12. Privacy

- 12.1 By completing the Application Form, you will be providing personal information to the Company. The Privacy Act 1988 (Cwlth) governs the use of a person's personal information and sets out principles governing the ways in which organisations should treat personal information. The Company collects information about each applicant provided on an Application Form for the purposes of evaluating and processing the Application and, if the Application is successful, to administer the applicant's security holding in the Company. If the Company is obliged to do so by law, investors' personal information will be passed on to other parties strictly in accordance with legal requirements.
- 12.2 By submitting an Application Form, each applicant agrees that the Company may use the information provided by an applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers and to ASX and regulatory authorities.

13. Governing Law

- 13.1 These Terms and Conditions are governed by the laws in force in Western Australia. Any dispute arising out of, or in connection with these Terms and Conditions or the SPP Offer will be determined by the courts of Western Australia.
- 13.2 By completing and lodging the Application Form or by payment for Shares via BPay®, you will be accepting the Offer and you will be agreeing to submit to the Terms and Conditions of this Offer and Plan and the non-exclusive jurisdiction of the courts of Western Australia.
- 13.3 The Terms and Conditions of the Plan prevail to the extent of any inconsistency with the Application Form.

14. Underwriting

The Inca Minerals Share Purchase Plan is not underwritten.

15. Useful Contact Numbers / Details

15.1 For questions or queries regarding The Inca Minerals Share Purchase Plan please do not hesitate to contact the Company's Managing Director, Mr Ross Brown:

Tel: +61 (8) 6145 0300
Email: info@incaminerals.com.au
Mail: PO Box 38, West Perth, Western Australia, 6872

For questions or queries regarding the completion of the Application Form / Acceptance Slip please do not hesitate to contact Advanced Share Registry Services:

Tel: +61 (8) 9389 8033
Email: admin@advancedshare.com.au
Mail: PO Box 1156, Nedlands, Western Australia, 6909

Please note that neither Inca Minerals Limited nor Advanced Share Registry Services can provide any taxation advice, investment advice or financial product advice. You should contact your professional adviser if you require investment advice, taxation advice, financial product advice or advice of a similar nature.

NOTES



INCA MINERALS LTD

GOLD, SILVER, COPPER PORPHYRY EXPLORATION IN PERU

ACN: 128 512 907



INCA MINERALS LTD

ADN: 128 512 907

ASX ANNOUNCEMENT

ASX Code: ICG

13th November 2013

NOTICE UNDER AUSTRALIAN SECURITIES & INVESTMENT COMMISSION CLASS ORDER 09 / 425

As announced to the market on 13 November 2013 the Directors of Inca Minerals Limited (**Company**) resolved to offer existing shareholders the opportunity to acquire shares in the Company through The Inca Minerals Share Purchase Plan (**SPP**). The SPP is not underwritten and the Company intends to use the funds raised by this SPP as additional working capital and investment capital primarily in relation to the exploration and evaluation of its flagship project - Chanape.

Pursuant to the Australian Securities & Investment Commission (**ASIC**) Class Order 09/425 (**CO 09/425**) the Company states:

1. The Company is giving this Notice under ASIC CO 09/425.
2. The Company's SPP offers fully paid ordinary shares in the Company (**Shares**) for issue without disclosure to investors under Part 6D.2 of the *Corporations Act 2001* (Cth) (**Act**).
3. As at the date of this Notice, the Company has complied with:
 - (a) The provisions of Chapter 2M of the Act as they apply to the Company; and
 - (b) Section 674 of the Act.
4. As at the date of this Notice there is no information:
 - (a) That has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (b) That investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) The assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (ii) The rights and liabilities attaching to the Shares.

Justin Walawski

Director & Company Secretary

Office: +61 (0)8 6145 0300

Email address: info@incaminerals.com.au