



**INCA MINERALS LTD**

ACN: 128 512 907

**ASX ANNOUNCEMENT**

ASX Code: ICG

21 July 2016

## **Inca Placement Shares Issued and Appendix 3B**

Inca Minerals Limited (**Inca** or **Company**) advises that, following on from the Company's announcement 18 July 2016, it has issued the placement offer shares (**Placement Shares**) as detailed in the Company's Prospectus dated 1 July 2016 (**Prospectus**).

The Placement Shares are issued using the Company's entire remaining 15% capacity under ASX Listing Rule 7.1 and raises almost \$430,000 (before associated costs) through the issue of 107 million shares to clients of DJ Carmichael Proprietary Limited at 0.4 cents per share. An Appendix 3B is provided overleaf.

The Board attributes the exceptionally strong interest in the Placement Shares to recent announcements concerning the Company's Riqueza zinc-silver-lead project in Peru. On 14 July 2016 the Company announced assay results from a recent sampling and mapping program which included:

- Discovery of eight new highly mineralised veins averaging: **10.05% Zn, 207.31g/t Ag** and **12.11% Pb**
- Discovery of additional mantos and extensions averaging: **8.89% Zn, 264.07g/t Ag** and **12.51% Pb**
- Peak values across the sampling program of: **22.70% Zn, 583g/t Ag** and **24.15% Pb**

In addition to the placement offer, and as outlined in the Prospectus, the Company is currently raising up to A\$2.4 million, before associated costs, through a rights issue to Inca shareholders. The rights issue is a pro-rata non-renounceable entitlement issue of 1 new share for every 2 shares held by Inca shareholders (on the record date) at an issue price of 0.4 cents per new share (**Entitlement Offer**). The Entitlement Offer remains open until the Closing Date being Monday 25 July 2016.

Shareholders are encouraged to read the Prospectus and to contact the Company should they have any further queries.

Justin Walawski  
**Director & Company Secretary**

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# 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  | Fully paid ordinary shares.   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 107,497,121 shares issued under a placement offer ( <b>Placement</b> ).   |
| 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) | The Placement shares are issued on the terms and conditions set out in the Prospectus dated and lodged with ASIC and the ASX on or around 1 July 2016 ( <b>Prospectus</b> ). A summary of these terms and conditions appears in Sections 1.7 and 5.1 of the Prospectus. |

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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|    |   |  |
|----|---|--|
| 4  | <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> | <p>Yes.</p>  |
| 5  | Issue price or consideration  | A\$0.004 per share.  |
| 6  | Purpose of the issue<br>(If issued as consideration for the acquisition of assets, clearly identify those assets)   | The purpose of the Placement is to raise up to \$429,988 (before associated costs) for exploration, drilling and evaluation at the Company's Riqueza Project in Peru and for working capital as warranted. |
| 6a | <p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>  | <p>Yes.</p>  |
| 6b | The date the security holder resolution under rule 7.1A was passed  | 30 November 2015   |
| 6c | Number of +securities issued without security holder approval under rule 7.1  | 107,497,121  |
| 6d | Number of +securities issued with security holder approval under rule 7.1A  | Nil  |

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+ See chapter 19 for defined terms.

| 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   | Nil   |        |        |               |                             |
| 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: Nil<br><br>Remaining Issue Capacity Rule 7.1A: Nil                                     |        |        |               |                             |
| 7             | +Issue dates<br><br>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.<br><br>Cross reference: item 33 of Appendix 3B. | 21 July 2016  |        |        |               |                             |
| 8             | Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)   | <table><tr><th>Number</th><th>+Class</th></tr><tr><td>1,345,977,270</td><td>Fully paid ordinary shares.</td></tr></table> | Number | +Class | 1,345,977,270 | Fully paid ordinary shares. |
| Number        | +Class  |   |        |        |               |                             |
| 1,345,977,270 | Fully paid ordinary shares.   |   |        |        |               |                             |

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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|    | Number  | +Class  |
|----|---|---|
| 9  | Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable) | Nil   |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)            | Rank equally from issue date with all existing quoted fully paid ordinary shares. |

## Part 2 - Pro rata issue

|    |  |     |
|----|--|-----|
| 11 | Is security holder approval required?  | N/A |
| 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 |
| 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<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> | N/A |
| 19 | Closing date for receipt of acceptances or renunciations   | N/A |

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+ See chapter 19 for defined terms.

|    |   |     |
|----|---|-----|
| 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   | N/A |
| 23 | Fee or commission payable to the broker to the issue  | N/A |
| 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 |

+ See chapter 19 for defined terms.

33    <sup>+</sup>Issue date

N/A

## 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

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<sup>+</sup> See chapter 19 for defined terms.

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

| 38     | Number of +securities for which +quotation is sought  |  |        |        |  |  |
|--------|---|--|--------|--------|--|--|
| 39     | +Class of +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> |  |        |        |  |  |
| 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>  |  |        |        |  |  |
| 42     | Number and +class of all +securities quoted on ASX (including the +securities in clause 38)   | <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 100px;"></td> <td></td> </tr> </tbody> </table> | Number | +Class |  |  |
| Number | +Class  |  |        |        |  |  |
|        |   |  |        |        |  |  |

+ 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.

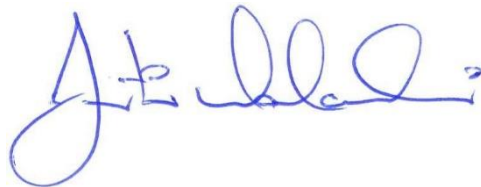
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) 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: 21 July 2016  
(Director/Company secretary)

Print name:        Justin Walawski

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+ See chapter 19 for defined terms.

## 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

| Rule 7.1 – Issues exceeding 15% of capital  |  |
|---|--|
| <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   | 646,336,363  |
| <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>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul> | 215,445,453 (Pro-rata renounceable entitlement issue on 27 July 2015).<br><br>75,000,000 (Issued 27/07/2015. Shareholder approval at AGM 30/11/2015).<br><br>10,000,000 (Issued 29/07/2015. Shareholder approval at AGM 30/11/2015).<br><br>130,000,000 (Issued 19/08/2015. Shareholder approval at AGM 30/11/2015). |
| <b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period   | 0  |
| <b>“A”</b>  | 1,076,781,816  |

+ See chapter 19 for defined terms.

|  |   |
|--|---|
| <b>Step 2: Calculate 15% of “A”</b>  |   |
| <b>“B”</b>   | 0.15<br><i>[Note: this value cannot be changed]</i>   |
| <b>Multiply “A” by 0.15</b>  | 161,517,272   |
| <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 <sup>+</sup>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><b>Note:</b></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>107,497,121 (Placement (subject of this announcement))</p> <p>6,886,818 (issued 30 May 2016)</p> <p>47,133,333 (issued 17 June 2016)</p> |
| <b>“C”</b>   | 161,517,272   |
| <b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>  |   |
| <p><b>“A” x 0.15</b></p> <p><i>Note: number must be same as shown in Step 2</i></p>  | 161,517,272   |
| <p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>  | 161,517,272   |
| <b>Total [“A” x 0.15] – “C”</b>  | <p>Nil</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>  |

+ 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><br><br><i>Note: number must be same as shown in Step 1 of Part 1</i>  | 1,076,781,816  |
| <b>Step 2: Calculate 10% of “A”</b>  |  |
| <b>“D”</b><br><br><i>Note: this value cannot be changed</i>  | 0.10   |
| <b>Multiply “A” by 0.10</b>  | 107,678,182  |
| <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<br><br><i>Notes:</i> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• 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</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul> | 79,000,000 (issued 25 May 2016)<br><br>28,678,182 (issued 30 May 2016) |
| <b>“E”</b>   | 107,678,182  |

+ 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<br><br><i>Note: number must be same as shown in Step 2</i>                                  | 107,678,182  |
| <b>Subtract “E”</b><br><br><i>Note: number must be same as shown in Step 3</i>                         | 107,678,182  |
| <b>Total</b> [“A” x 0.10] – “E”  | Nil<br><br><i>Note: this is the remaining placement capacity under rule 7.1A</i> |

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+ See chapter 19 for defined terms.