

**Form 45-106F6**  
***British Columbia Report of Exempt Distribution***

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

**Issuer information**

**Item 1: Issuer name and contact information**

Inca One Resources Corp. (“**Issuer**”)

Name of Issuer

Suite 1125 - 595 Howe Street, Vancouver, British Columbia, V6C 2T5

Address

604-684-6730

Telephone Number

www.kincommunications.com

Website Address

io@kincommunications.com

E-mail Address

**Item 2: Reporting issuer status**

The Issuer is a reporting issuer in each of British Columbia, Alberta, Ontario and Quebec and its common shares are listed on the TSX Venture Exchange.

**Item 3: Issuer’s industry**

Indicate the industry of the issuer by checking the appropriate box below.

☐ Bio-tech

Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☒ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ Other (describe)

**Item 4:        Insiders and promoters of non-reporting issuers**

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer.

<b>Information about insiders and promoters</b>			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution
N/A			

**Details of distribution****Item 5:        Distribution date**

The securities were distributed on December 2, 2013.

**Item 6:        Number and type of securities**

For each security distributed:

(a)        **Describe the type of security:**

Common shares.

(b)        **State the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date:**

The Issuer distributed 3,250,000 share (each a “Share”) of the Company at a price of \$0.10 per Share pursuant to a private placement.

**Item 7:        Geographical information about purchasers**

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of

commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security	Total dollar value raised from purchasers in the jurisdiction
British Columbia	5	\$0.10	\$325,000
<b>Total number of Purchasers</b>	<b>5</b>		
<b>Total dollar value of distribution in all jurisdictions (CDN\$)</b>			<b>\$325,000</b>

**Item 8: Information about purchasers**

<b>Information about non-individual purchasers</b>					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
EKelly Investment Ltd. <sup>(1)</sup> 121 - 1288 Marinaside Crescent Vancouver, BC V6Z 2W5 Telephone: 604-568-4877 Attention: Edward Kelly	I	332,389 shares	\$33,238.90	Section 2.5 of NI 45-106	2013-12-02
Rapid Times Networks <sup>(2)</sup> P.O. Box 48644 595 Burrard Street Vancouver, BC V7X 1A3 Telephone: 604-909-9969 Attention: George Moen	I	100,000 shares	\$10,000	Section 2.5 of NI 45-106	2013-12-02

Notes:

- (1) A company controlled by Edward Kelly.
- (2) A company controlled by George Moen.

## Commissions and finder's fees

### Item 9: Commissions and finder's fees N/A

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
N/A	-	-	-	-	-	-

## **Certificate**

On behalf of the Issuer, I certify that the statements made in this report are true.

Date: December 10, 2013

Inca One Resources Corp.

Name of Issuer (please print)

James Harris, Corporate Secretary, 604-646-3763

Print name, title and telephone number of person signing

"James Harris" (signed)

Signature

### **Item 10: Contact information**

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

N/A

## **IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.**

### **Notice - Collection and use of personal information**

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

### **British Columbia Securities Commission**

P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2  
Telephone: (604) 899-6500  
Toll free across Canada: 1-800-373-6393  
Facsimile: (604) 899-6581

## ***Guidance for completing and filing Form 45-106F6***

1. ***Required form in British Columbia*** - In British Columbia, file this report and the applicable fee using BCSC e-services in accordance with British Columbia Instrument 13-502 Electronic filing of reports of exempt distribution. If the distribution occurs in British Columbia and one or more other jurisdictions, the issuer is required to file this report in British Columbia and file Form 45-106F1 in the other applicable jurisdictions.
2. ***What is a distribution?*** - In British Columbia, “distribution” includes distributions made from British Columbia to purchasers resident in other Canadian or foreign jurisdictions if the issuer has a significant connection to British Columbia. If the issuer has a significant connection to British Columbia, complete the tables in item 8 and Schedules I and II for all purchasers.

*In British Columbia, “distribution” also includes distributions made from another Canadian or foreign jurisdiction to purchasers resident in British Columbia. If the issuer is from another Canadian or foreign jurisdiction, complete the tables in item 8 and Schedules I and II only for purchasers resident in British Columbia.*

3. ***What is a purchaser?*** - References to a purchaser in this report are to the beneficial owner of the securities.
4. ***What is an individual?*** - An individual is a natural person. A corporation, partnership, party, trust, fund, association, and any other organized group of persons is not an individual.
5. ***Space in tables*** - If the space provided in any table in this Form is insufficient, please adjust the table to include additional space.
6. ***Multiple distributions*** - One report may be used for multiple distributions occurring within 10 days of each other if the report is filed on or before the 10th day following the first of such distributions.
7. ***Fees*** - In order to determine the applicable fee, consult Fee Checklist British Columbia Form 11-901F (item # 16).