

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

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

**Issuer information**

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

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Inca One Resources Corp. (the "Company")	
<hr/>	
Name of Issuer	
<hr/>	
#1125 - 595 Howe Street, Vancouver, British Columbia, V6C 2T5	
<hr/>	
Address	
<hr/>	
604-568-4877	
<hr/>	
Telephone Number	
<hr/>	
www.incaone.com	ekelly@incaone.com
<hr/>	<hr/>
Website Address	E-mail Address

**Item 2: Reporting issuer status**

The Company 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.

- |   |  |
|---|--|
| <input type="checkbox"/> Bio-tech<br><input type="checkbox"/> Financial Services<br><input type="checkbox"/> investment companies and funds<br><input type="checkbox"/> mortgage investment companies<br><input type="checkbox"/> Forestry<br><input type="checkbox"/> Hi-tech<br><input type="checkbox"/> Industrial | <b>Mining</b><br><input checked="" type="checkbox"/> exploration/development<br><input type="checkbox"/> production<br><input type="checkbox"/> Oil and gas<br><input type="checkbox"/> Real estate<br><input type="checkbox"/> Utilities<br><input type="checkbox"/> 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. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

<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 (Canadian \$)
N/A			

#### **Details of distribution**

##### **Item 5: Distribution date**

The securities were distributed on April 5, 2013.

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

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

Units comprised of common shares and common share purchase warrants.

(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:**

9,535,000 units (each, a "Unit") at a price of \$0.10 per Unit for gross proceeds of \$953,500. Each Unit is comprised of one common share (a "Share") and one common share purchase warrant (a "Warrant"). Each Warrant is exercisable into one additional common share of the Company at a price of \$0.10 per share for a period of three years expiring on April 5, 2016. The Warrants will also be subject to an acceleration provision if the price of the Shares exceeds \$0.30 for a period of five consecutive trading days.

(c) **State the exemption(s) relied on:**

Sections 2.3 and 2.5 of National Instrument 45-106  
BC Instrument 72-503

# **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 Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	33	\$0.10	\$758,500
Alberta	1	\$0.10	\$5,000
Ontario	1	\$0.10	\$20,000
Switzerland	2	\$0.10	\$20,000
Germany	2	\$0.10	\$65,000
Scotland	1	\$0.10	\$30,000
Belgium	1	\$0.10	\$5,000
California, USA	1	\$0.10	\$50,000
<b>Total number of Purchasers</b>	<b>42</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$953,500.00</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)
RPC Strategies Ltd. #1910 - 1055 W. Hastings Street Vancouver, BC, V6E 2E9 Contact: Mike Veldhuis Phone: 604-304-4083	N/A	100,000 Units	\$10,000	S. 2.3 of NI 45-106	2013-04-05
The Emprise Special Opportunities Fund (2013) Limited Partnership P.O. Box 10068, Pacific Centre 1600 - 609 Granville Street Vancouver, BC, V7Y 1C3 Contact: Jeff Durno Phone: 604-669-1322	N/A	250,000 Units	\$25,000	S. 2.3 of NI 45-106	2013-04-05
KIN Communications Inc. #100 - 736 Granville Street Vancouver, BC V6Z 1G3 Contact: John Hansen Phone: 604-684-6730	N/A	200,000 Units	\$20,000	S. 2.3 of NI 45-106	2013-04-05
Clear Investments Worldwide LP 78 Montgomery Street Edinburgh, Scotland EH7 5JA Contact: Joeig Solemolinski Phone: +41-78-949-2578	N/A	300,000 Units	\$30,000	S. 2.3 of NI 45-106	2013-04-05
L.F.V. Holdings Ltd. 12349 - 233 Street Maple Ridge, BC V2X 0C6 Contact: Anthony Cardavelli Phone: 604-220-4566	N/A	100,000 Units	\$10,000	S. 2.3 of NI 45-106	2013-04-05
Kelvin Grove Estates Ltd. #2080 - 777 Hornby Street Vancouver, BC, V6Z 1S4 Contact: G.A. Armstrong Phone: 604-683-7361	N/A	500,000 Units	\$50,000	S. 2.3 of NI 45-106	2013-04-05
Capital Event Management #102 - 325 Howe Street Vancouver, BC, V6C 1Z7 Contact: Howard Fitch Phone: 604-569-2209	N/A	300,000 Units	\$30,000	S. 2.3 of NI 45-106	2013-04-05

<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)
Currie Capital Corp. #401 - 1205 W. Hastings Street Vancouver, BC, V6E 4T7 Contact: Neil Currie Phone: 604-561-8196	N/A	50,000 Units	\$5,000	S. 2.3 of NI 45-106	2013-04-05
<b>TOTAL:</b>		<b>1,800,000 Units</b>	<b>\$180,000.00</b>		

## Commissions and finder's fees

### Item 9: Commissions and finder's fees

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)	
Rapid Time Networks Inc. 11513-19705 Fraser Hwy. Langley, BC V3A 7E9	N/A	\$28,680	286,800 Warrants (1)	\$0.005	S. 2.3 of NI 45-106  2013-04-05	\$30,114
PI Financial Corp. 1900 - 666 Burrard Street Vancouver, BC V6C 3N1	R	\$21,200	212,000 Warrants (1)	\$0.005	S. 2.3 of NI 45-106  2013-04-05	\$22,260
Leede Financial Markets Inc. Suite #1800 1140 West Pender Street Vancouver, BC V6E 4G1	R	\$3,000	40,000 Warrants (1)	\$0.005	S. 2.3 of NI 45-106  2013-04-05	\$3,200
Euro Pacific Canada Inc. Suite #480 1111 Melville Street Vancouver, BC V6E 3V6	R	\$3,200	32,000 Warrants (1)	\$0.005	S. 2.3 of NI 45-106  2013-04-05	\$3,360
Navigator Capital Partners Inc. Suite #1110 925 West Georgia Street Vancouver, BC V6C 3L2	R	\$2,000	20,000 Warrants (1)	\$0.005	S. 2.3 of NI 45-106  2013-04-05	\$2,100

- (1) Each Warrant is exercisable into one common share of the Company at an exercise price of \$0.20 per share until April 5, 2016, and is subject to an acceleration provision if the price of the Shares exceeds \$0.30 for a period of five consecutive trading days.

## **Certificate**

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

Date: April 15, 2013

Inca One Resources Corp.  
Name of Issuer (please print)

James L. Harris, Corporate Secretary, 604-646-3763  
Print name, title and telephone number of person signing

(signed) "James L. Harris"  
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