

**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/underwriter information**

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

Inca One Gold Corp. (the "Issuer")

Name of Issuer

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

Address

604-568-4877

Telephone Number

www.incaone.com

Website Address

ekelly@incaone.com

E-mail Address

**Item 2: Reporting issuer status**

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

**The Issuer is a reporting issuer in British Columbia, Alberta, Ontario and Quebec**

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

N/A

**Item 3: Issuer's industry**

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

☐ Bio-tech

Financial Services

Mining

☒ exploration/development

- |   |   |
|---|---|
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production       |
| <input type="checkbox"/> mortgage investment companies  | <input type="checkbox"/> Oil and gas      |
| <input type="checkbox"/> Forestry                       | <input type="checkbox"/> Real estate      |
| <input type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Utilities        |
| <input type="checkbox"/> Industrial                     | <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.

Information about insiders and promoters			
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

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

**The securities were distributed on July 3, 2015 and July 9, 2015.**

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

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

Unit debentures (a “**Unit**”), with each Unit consisting of one secured debenture of US\$25,000 (each, a “**Debenture**”) and 25,000 non-transferable share purchase warrants

(each a “**Warrant**”). Each Warrant is exercisable into one common share of the Issuer for a period of 12 months from the date of issuance at an exercise price equal to CAD\$0.25.

The Debentures will bear interest at a rate of 14% per annum commencing on the date of issuance and will be calculated and paid quarterly in arrears. The maturity date for the Debentures will be one year from the date of issuance with a 12 month renewal option at the discretion of the Company

**(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 20 Units for aggregate gross proceeds of US\$500,000. See Item 6(a) above.

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

Section 2.3 of National Instrument 45-106 and British Columbia 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 \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	1	\$31,427.50 <sup>(1)</sup> per Unit	\$125,710 <sup>(1)</sup>
Malta	1	\$31,822.50 <sup>(2)</sup> per Unit	\$127,290 <sup>(2)</sup>
British Virgin Islands	1	\$31,427.50 <sup>(1)</sup> per Unit	\$377,130 <sup>(1)</sup>
Total number of Purchasers	3		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$630,130

(1) Conversion is based on the Bank of Canada nominal noon exchange rate of 1.2571 [0.7955] on July 3, 2015.

(2) Conversion is based on the Bank of Canada nominal noon exchange rate of 1.2729 [0.7856] on July 9, 2015.

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

## Item 8: Information about purchasers

### Instructions

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

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
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)
Miramar Investors Corp Pasea Estate, Road Town, Tortola, BVI Attn: Hans Wild, Director Tel: +410433112661	N/A	12 Units	\$377,130 <sup>(1)</sup>	BCI 72-503	2015-07-03
Income Bonds Fund a sub fund of Emerging Platform (2) Ltd. c/o Apex Fund Services (Malta) Ltd. Floor 6, Airways House Gaiety Lane	N/A	4 Units	\$127,290 <sup>(2)</sup>	BCI 72-503	2015-07-09

Information about non-individual purchasers					
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)
Sliema Malta SLM 1549 Attn: Omar Cascun / Clifton Schembri Tel: +35621311330					

(1) Conversion is based on the Bank of Canada nominal noon exchange rate of 1.2571 [0.7955] on July 3, 2015.

(2) Conversion is based on the Bank of Canada nominal noon exchange rate of 1.2729 [0.7856] on July 9, 2015.

## Commissions and finder's fees

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

#### Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

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)	
SC Strategy Consult AG, a company controlled by Bjorn C.	N/A	\$18,856.50 <sup>(1)</sup>	N/A	N/A	N/A	\$18,856.50 <sup>(1)</sup>

Paffrath Postrasse 1, 9100 Herisau, Schweiz, Switzerland		\$6,364.50 <sup>(2)</sup>	N/A	N/A	N/A	\$6,364.50 <sup>(2)</sup>
PI Financial Corp. 1900-666 Burrard Street Vancouver, BC V6C 3N1	R	\$6,285.50 <sup>(1)</sup>	N/A	N/A	N/A	\$6,285.50 <sup>(1)</sup>

(1) Conversion is based on the Bank of Canada nominal noon exchange rate of 1.2571 [0.7955] on July 3, 2015.

(2) Conversion is based on the Bank of Canada nominal noon exchange rate of 1.2729 [0.7856] on July 9, 2015.

## Certificate

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

Date: July 10, 2015.

Inca One Gold Corp.

Name of issuer (please print)

Oliver Foeste, CFO and Director (604) 568-4877

Print name, title and telephone number of person signing

/s/Oliver Foeste

Signature

### *Instruction*

*The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual 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.

### **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