

Form 51-102F3
Material Change Report

Item 1. Reporting Issuer

Inca One Metals Corp.
507 – 700 West Pender Street
Vancouver, BC V6C 1G8
Telephone: (604) 669-5778

Item 2. Date of Material Change

June 19, 2012

Item 3. Press Release

Issued on June 19, 2012 at Vancouver, British Columbia, Canada and disseminated through Stockwatch and Market News.

Item 4. Summary of Material Change

Vancouver B.C., June 19, 2012 – INCA ONE RESOURCE CORP. (TSX VENTURE:IO) (“the Company” or “Inca One”) wishes to announce that, due to market conditions, it will not be proceeding with the brokered private placement with Wolverton Securities Ltd. as previously announced in a news release dated May 7, 2012. The Offering consisted of the sale of up to 3,333,333 units at a price of \$0.30 per unit for gross proceeds of up to \$1,000,000.

Item 5. Full Description of Material Change

See press release below.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7. Omitted Information

None

Item 8. Senior Officers

The following senior officers of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

Edward Kelly
President & CEO
(604) 669-5778 ext 203

Item 9. Date of Report

June 19, 2012

INCA ONE RESOURCES CORP.

Suite 507 - 700 West Pender Street
Vancouver, British Columbia
Canada V6C 1G8

This Press Release is not for distribution in the United States or to U.S. News Agencies.

Inca One Cancels Brokered Private Placement

June 19, 2012

TSX-V: IO

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The Company is pursuing alternate financing arrangements and will update the market in due course.

About Inca One:

Inca One Resources Corp. is a publicly listed (TSX VENTURE:IO) mineral resource company focused on acquiring and advancing properties in the South American country of Peru.

Led by successful entrepreneur and business owner Edward Kelly, the team has built multiple successful business ventures in a number of different business sectors. The Company has the option to acquire a 100% interest in the Las Huaquillas Gold-Copper project in Peru.

Previous exploration on the Project was executed by Cooperacion Minero Peruano - Alemana (1988-1992) and Sulliden Gold Corporation Ltd. (TSX: SUE, “Sulliden”) (1996 - 1999). The exploration consisted of surface geological, geochemical, and geophysical studies, 26 drill holes and 1200 meters of underground workings.

In 1998, Sulliden estimated a 500 meter section of the 2.2 km long Los Socavones Zone hosted an **estimated geological resource of 6.57 million tonnes grading 2.09 g/t Au and 25.2 g/t Ag (equivalent to 443,000 ounces of gold and 5.3 million ounces of silver)**. The resource estimate is based on historical findings and is not NI 43-101 compliant.

The historical estimate used a cut-off of 1.5 g/t gold and remains open at depth and along strike. The historical resource estimate was based on data retrieved from 10 drill holes and 20 mineralized intercepts to a depth of 200 meters.

Note: The historic resource was calculated in 1998 and the Company has not completed the work necessary to have the historical estimate verified by a Qualified Person. The Company is not treating the estimate as a current NI 43-101 defined resource and the historical estimate should not be relied upon. The Project will require considerable future exploration which the Company intends to carry out in due course.

More information on the project and Inca one can be found on its web site at www.incaone.com.

**On behalf of the Board,
INCA ONE RESOURCES CORP.**

Edward Kelly
CEO & President

For more information contact the Company at:

Telephone: (604) 669-9788

Facsimile: (604) 669-9768

ir@incaone.com

www.incaone.com

Statements in this press release regarding the Company which are not historical facts are “forward-looking statements” that involve risks and uncertainties. Such information can generally be identified by the use of forwarding-looking wording such as “may”, “expect”, “estimate”, “anticipate”, “intend”, “believe” and “continue” or the negative thereof or similar variations. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties such as the risk that the closing may not occur for any reason. Actual results in each case could differ materially from those currently anticipated in such statements due to factors such as: (i) the inability of the parties to consummate the definitive letter agreement; (ii) fluctuation of mineral prices; (iii) a change in market conditions; (iv) the inability to produce the technical report for any reason whatsoever; and (v) the refusal of the Exchange to accept the proposed transaction for any reason whatsoever. Except as required by law, the Company does not intend to update any changes to such statements.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This press release, required by applicable Canadian laws, is not for distribution to U.S. News services or for dissemination in the United States, and does not constitute an offer to sell or a solicitation of an offer to sell any of the securities described herein in the United States. These securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended, or any state securities laws, and may not be offered or sold in the United States or to U.S. Persons unless registered or exempt therefrom.