FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Inca One Resources Ltd.
1125 – 595 Howe Street, Vancouver, BC V6C 2T5
Telephone: 568-4877 / Fax: 604-569-1604

Item 2. Date of Material Change

October 30, 2013

Item 3. News Release

A News Release dated and issued October 30, 2013 at Vancouver, British Columbia

Item 4. Summary of Material Change

The Company announced that it has completed its previously announced convertible debenture offering to raise gross proceeds of $275,000.

Item 5. Full Description of Material Change

See news release, a copy of which is attached hereto as Schedule "A".

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Edward Kelly, President and CEO
Telephone: 604-568-4877

Item 9. Date of Report

October 30, 2013

October 30, 2013 **TSXV:IO**

Schedule "A"

Inca One Completes Convertible Debenture Financing

Vancouver, B.C., October 30, 2013– INCA ONE RESOURCES CORP. (TSX-V:IO) ("Inca One" or the "Company") is pleased to announce that it has completed its previously announced convertible debenture offering (the "**Offering**") to raise gross proceeds of $275,000.

The debentures bear interest at a rate of ten percent (10%) per annum, calculated and paid quarterly in arrears. During the first year of the term of the debentures, 20% of the principal may, at the option of the holder, be converted into common shares of the Company at a price of $0.10 per common share. In addition, the holder will have the option to receive common shares of the Company, to be issued a deemed price of $0.10 per common share, in lieu of cash as payment for interest payable during the first year of the debentures. All common shares issued on conversion of the debentures will be subject to a statutory hold period of four months and one day.

On behalf of the Board,

INCA ONE RESOURCES CORP.

Edward Kelly
President& CEO

For More Information Contact:
KIN Communications
io@kincommunications.com
1-866-684-6730 / 1-604-684-6730
www.kincommunications.com