**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**

Inca One Gold Corp. (the "**Issuer**")
Name of Issuer

#1915 – 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3
Address

604-568-4877
Telephone Number

| | |
|---|---|
| www.incaone.com | ekelly@incaone.com |
| Website Address | 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 | Mining |
| Financial Services | ☒ exploration/development |
| ☐ investment companies and funds | ☐ production |
| ☐ mortgage investment companies | ☐ Oil and gas |
| ☐ Forestry | ☐ Real estate |
| ☐ Hi-tech | ☐ Utilities |
| ☐ Industrial | ☐ 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**

The securities were distributed on August 15, 2017.

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

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

Units, consisting of one common share and one-half of one common share purchase warrant.

(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:**

9,055,000 Shares at a price of $0.10 per Share and 4,527,500 common share purchase warrants at a price of $0.15 with an expiry date of February 15, 2019.

(c) **If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption:**
N/A

**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 $) |
|---|---|---|---|
| Lima | 3 | $0.10 | $148,000 |
| Quebec | 1 | $0.10 | 37,500 |
| British Columbia | 6 | $0.10 | 350,000 |
| Ontario | 3 | $0.10 | 150,000 |
| Switzerland | 1 | $0.10 | 100,000 |
| Tel Aviv | 1 | $0.10 | 120,000 |
| **Total number of Purchasers** | **15** | | |
| **Total dollar value of distribution in all jurisdictions (Canadian $)** | | | **$905,500** |

## Item 8: Information about purchasers

| 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 ® | Number and type of securities purchased | Total purchase price (Canadian $) | Exemption relied on | Date of distribution (yyyy-mm-dd) |
| Momentum Premium Services Inc.<br>304 Montarville Street<br>Longueuil, QC J4H2L7<br>Attention: Maxence Gagne-Godbout<br>Telephone: +450-332-6939 | N/A | 375,000 Units | $0.10 | NI 45-106 s.2.3 | 2017-08-25 |
| Market One Media Group Inc.<br>Suite 320-440 West Hastings<br>Vancouver, BC V6B 1L1<br>Attention: Barkatali Lalani<br>Telephone: +604-428-2125 | N/A | 1,000,000 Units | $0.10 | NI 45-106 s.2.3 | 2017-08-25 |
| Tritesian Holdings Inc.<br>14163 Trites Road<br>Surrey, BC V3X 3E7<br>Attention: Mark Wright<br>Telephone: 604-219-3610 | ( I ) | 400,000 Units | $0.10 | NI 45-106 s.2.5 | 2017-08-25 |
| EKelly Investments Ltd.<br>121-1288 Marinaside Crescent<br>Vancouver, BC V6Z 2W5<br>Attention: Edward Kelly<br>Telephone: 604-568-4877 | ( I ) | 100,000 Units | $0.10 | NI 45-106 s.2.5 | 2017-08-25 |
| Trapeze Capital Corp.<br>22 Street Clair Ave E<br>Toronto, ON M4T 2S3<br>Attention: Randall Abramson<br>Telephone: 416-361-1498 | N/A | 500,000 Units | $0.10 | NI 45-106 s.2.3 | 2017-08-25 |
| Tamasa Inc.<br>22 Street Clair Ave E<br>Toronto, ON M4T 2S3<br>Attention: Randall Abramson<br>Telephone: 416-361-1498 | N/A | 666,667 Units | $0.10 | NI 45-106 s.2.3 | 2017-08-25 |

## 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) | | | | |
|---|---|---|---|---|---|---|
| | | | Securities | | | |
| | | Cash (Canadian$) | Number and type of securities issued | Price per security (Canadian $) | Exemption relied on and date of distribution (yyyy-mm-dd) | Total dollar value of compensation (Canadian $) |
| **N/A** | | | | | | |

**Certificate**

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

Date: August 25, 2017

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

Edward Kelly, Chief Executive Officer, 604-568-4877
Print name, title and telephone number of person signing

*"Edward Kelly"*
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.

Johanna Anaya, Corporate Secretary, 604-568-4877

**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) 899-658