

**INCA ONE GOLD CORP.**

**Annual General Meeting  
to be held on December 13<sup>th</sup>, 2017**

**Notice of Annual General Meeting  
and  
Information Circular**

**November 13, 2017**

**INCA ONE GOLD CORP.**  
1120 – 1090 West Georgia Street,  
Vancouver, British Columbia, Canada V6E 2N7

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of Inca One Gold Corp. (the “**Company**”) will be held at **Suite 2600, Oceanic Plaza, 1066 West Hastings Street, Vancouver, British Columbia V6E 3X1 on Wednesday, December 13th, 2017 at 10:00 a.m.** At the Meeting, the shareholders will receive the financial statements for the year ended April 30, 2017, together with the auditor’s report thereon, and consider resolutions to:

1. fix the number of directors of the Company for the ensuing year at four;
2. elect directors for the ensuing year;
3. appoint Grant Thornton LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
4. confirm the Company’s Stock Option Plan, as required annually by the policies of the TSX Venture Exchange; and
5. transact such other business as may properly be put before the Meeting.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board of Directors (the “**Board**”) requests that all shareholders who will not be attending the Meeting in person read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. (“**Computershare**”). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, by 10:00 a.m. (Vancouver, British Columbia time) on Monday, December 11, 2017 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on November 8, 2017 will be entitled to vote at the Meeting.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 13th day of November 2017.

**ON BEHALF OF THE BOARD**

*“Edward Kelly”*

**Edward Kelly**  
Chief Executive Officer & President

**INCA ONE GOLD CORP.**  
1120 – 1090 West Georgia Street,  
Vancouver, British Columbia, Canada V6E 2N7

**INFORMATION CIRCULAR**  
(as at November 13, 2017 except as otherwise indicated)

**SOLICITATION OF PROXIES**

This information circular (the “**Circular**”) is provided in connection with the solicitation of proxies by the Management of Inca One Gold Corp. (the “**Company**”). The form of proxy which accompanies this Circular (the “**Proxy**”) is for use at the annual general meeting of the shareholders of the Company to be held on Wednesday, December 13<sup>th</sup>, 2017 (the “**Meeting**”), at the time and place set out in the accompanying notice of Meeting (the “**Notice of Meeting**”). The Company will bear the cost of this solicitation. The solicitation will be made by mail, but may also be made by telephone.

**APPOINTMENT AND REVOCATION OF PROXY**

The persons named in the Proxy are directors and/or officers of the Company. **A registered shareholder who wishes to appoint some other person to serve as their representative at the Meeting may do so by striking out the printed names and inserting the desired person’s name in the blank space provided.** The completed Proxy should be delivered to Computershare Investor Services Inc. (“**Computershare**”) by 10:00 a.m. (local time in Vancouver, British Columbia) on Monday, December 11, 2017, or before 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting at which the Proxy is to be used.

The Proxy may be revoked by:

- (a) signing a proxy with a later date and delivering it at the time and place noted above;
- (b) signing and dating a written notice of revocation and delivering it to the registered office of the Company, or by transmitting a revocation by telephonic or electronic means, to the registered office of the Company, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the Proxy is to be used, or delivering a written notice of revocation and delivering it to the Chairman of the Meeting on the day of the Meeting or adjournment of it; or
- (c) attending the Meeting or any adjournment of the Meeting and registering with the scrutineer as a shareholder present in person.

**Provisions Relating to Voting of Proxies**

**The shares represented by proxy in the enclosed form will be voted or withheld from voting by the designated holder in accordance with the direction of the registered shareholder appointing him. If there is no direction by the registered shareholder, those shares will be voted for all proposals set out in the Proxy and for the election of directors and the appointment of the auditors as set out in this Circular. The Proxy gives the person named in it the discretion to vote as such person sees fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting. At the time of printing of this Circular, the**

**Management of the Company knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.**

#### **Advice to Beneficial Holders of Common Shares**

**The information set forth in this section is of significant importance to many shareholders, as a substantial number of shareholders do not hold common shares in their own name.** Shareholders who hold their common shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their common shares in their own name (referred to herein as “**Beneficial Shareholders**”) should note that only proxies deposited by shareholders who appear on the records maintained by the Company’s registrar and transfer agent as registered holders of common shares will be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then those common shares will, in all likelihood, not be registered in the shareholder’s name. Such common shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). In the United States, the vast majority of such common shares are registered under the name of Cede & Co., the registration name for The Depository Trust Company, which acts as nominee for many United States brokerage firms. Common shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted or withheld at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker’s clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. The form of instrument of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the instrument of proxy provided directly to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable voting instruction form (“**VIF**”), mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge VIF cannot use that form to vote common shares directly at the Meeting. The VIFs must be returned to Broadridge (or instructions respecting the voting of common shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted. If you have any questions respecting the voting of common shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

The Notice of Meeting, Circular, Proxy and VIF, as applicable, are being provided to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories - those who object to their identity being known to the issuers of securities which they own (“**OBOs**”) and those who do not object to their identity being made known to the issuers of the securities which they own (“**NOBOs**”). Subject to the provisions of National Instrument 54-101 - *Communication with Beneficial*

*Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), issuers may request and obtain a list of their NOBOs from intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf.

The Company has distributed copies of the Notice of Meeting, Circular and VIF to intermediaries for distribution to NOBOs. Unless you have waived your right to receive the Notice of Meeting, Circular and VIF, intermediaries are required to deliver them to you as a NOBO of the Company and to seek your instructions on how to vote your common shares.

The Company’s OBOs can expect to be contacted by Broadridge or their brokers or their broker’s agents as set out above. The Company does not intend to pay for intermediaries to deliver the Notice of Meeting, Circular and VIF to OBOs and accordingly, if the OBO’s intermediary does not assume the costs of delivery of those documents in the event that the OBO wishes to receive them, the OBO may not receive the documentation.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the common shares in that capacity. NI 54-101 allows a Beneficial Shareholder who is a NOBO to submit to the Company or an applicable intermediary any document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder. If such a request is received, the Company or an intermediary, as applicable, must arrange, without expenses to the NOBO, to appoint such NOBO or its nominee as a proxyholder and to deposit that proxy within the time specified in this Circular, provided that the Company or the intermediary receives such written instructions from the NOBO at least one business day prior to the time by which proxies are to be submitted at the Meeting, with the result that such a written request must be received by 10:00 a.m. (Vancouver time) on the day which is at least three business days prior to the Meeting. **A Beneficial Shareholder who wishes to attend the Meeting and to vote their common shares as proxyholder for the registered shareholder, should enter their own name in the blank space on the VIF or such other document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker.**

All references to shareholders in this Circular and the accompanying instrument of proxy and Notice are to registered shareholders of the Company as set forth on the list of registered shareholders of the Company as maintained by the registrar and transfer agent of the Company, Computershare, unless specifically stated otherwise.

### **Financial Statements**

The audited financial statements of the Company for the year ended April 30, 2017, together with the auditor’s report on those statements and Management Discussion and Analysis, will be presented to the shareholders at the Meeting.

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As at the date of the accompanying Notice of Meeting, the Company's authorized capital consists of an unlimited number of common shares of which 81,339,401 common shares are issued and outstanding. All common shares in the capital of the Company carry the right to one vote.

Shareholders registered as at November 8, 2017, are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy to attend and vote, deliver their Proxies at the place and within the time set forth in the notes to the Proxy.

To the knowledge of the directors and executive officers of the Company, as of the date of this Circular, the following persons beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the issued and outstanding common shares of the Company:

Shareholder	Number of shares	Percentage of Issued Capital
Adrian Morger <sup>(1)</sup>	9,467,120	11.64%

Note:

- (1) Mr. Morger exercises control or direction over the shares as fund manager.

## ELECTION OF DIRECTORS

The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed. The Management of the Company proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by the Management of the Company ("**Management**") will be voted for the nominees listed in this Circular. Management does not contemplate that any of the nominees will be unable to serve as a director. The number of directors of the Company is currently four. Shareholders will be asked at the Meeting to pass an ordinary resolution to set the number of directors for the ensuing year at four.

As of the date of this Circular, only four persons, as set forth below, have been designated by management as proposed nominees for election as directors.

### Advance Notice Provisions

Effective September 10, 2013, the Board adopted an advance notice policy regarding the nomination of directors. Following shareholder approval on October 22, 2013, the advance notice policy was incorporated into the articles of the Company (the "**Advance Notice Provision**"). The purpose of the Advance Notice Provision is to provide shareholders, directors and management of the Company with direction on the procedure for shareholder nomination of directors. The Advance Notice Provision is the framework by which the Company seeks to fix a deadline by which registered or beneficial holders of common shares of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Company for the notice to be in proper written form. The Advance Notice Provision provides that only persons who are nominated (i) by or at the direction of the Board, (ii) by or at the direction or request of one or more shareholders pursuant to a proposal or requisition made in accordance with the provisions of the *Business Corporations Act* (British Columbia), or (iii) by any person who, at the close of business on the notice date and on the record date for notice of such meeting, is entered in the

securities register as a holder of shares carrying the right to vote at such meeting or who beneficially owns shares carrying the right to vote at such meeting and provides evidence of such beneficial ownership to the Company, and who complies with the notice procedures set forth in the Advance Notice Provision shall be eligible for election as directors of the Company. The Advance Notice Provision further provides that in the case of an annual general meeting, notice to the Company must be given no less than 36 nor more than 65 days prior to the date of the meeting; provided that if the meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the meeting was made, notice may be given no later than the close of business on the 10th day following such public announcement. For special meetings that are not also an annual meeting, notice to the Company must be made no later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made. The Board may, in its sole discretion, waive any requirement of the Advance Notice Provision.

The following table sets out the names of the nominees for election as directors, the offices they hold within the Company, the length of time they have served as directors of the Company, and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Circular.

<b>Name of Nominee; Current Position with the Company, if any; Province or State and Country of Residence<sup>(1)(2)(3)</sup></b>	<b>Period as a director of the Company</b>	<b>Common Shares Beneficially Owned or Controlled</b>
<b>Bruce Bragagnolo<sup>(2)(3)(4)(5)</sup></b> <i>Chairman and Director</i> British Columbia, Canada	Since August 30, 2016	300,000
<b>Edward Kelly</b> <i>President, CEO &amp; Director</i> British Columbia, Canada	Since February 18, 2010	2,002,651 <sup>(4)</sup>
<b>Rodney Stevens</b> <i>Director</i> British Columbia, Canada	Since August 2 <sup>nd</sup> , 2017	12,714
<b>Adrian Morger</b> <i>Director</i> Maienfeld, Switzerland	Since August 17 <sup>th</sup> , 2017	9,467,120 <sup>(5)</sup>

*Notes:*

- (1) *The information as to principal occupation, business or employment and common shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been provided by the respective nominees.*
- (2) *None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person or company.*
- (3) *See "Executive Compensation" below for information on options to purchase Common Shares held by each of the director nominees.*
- (4) *Of these Common Shares Mr. Kelly holds 460,524 indirectly through EKelly Investments Ltd.*
- (5) *Of these Common Shares Mr. Morger holds 8,467,120 indirectly through Falknis Wealth Management AG.*

### Occupation, Business or Employment of Directors

**Bruce Bragagnolo** is a businessman; co-founder and former CEO of Timmins Gold Corp. an emerging intermediate, Mexican-focused gold producer; and co-founder and the former CEO of Silvermex Resources Ltd., a silver explorer which was acquired by First Majestic Silver Corp.

Mr. Bragagnolo is currently a director of the following other public companies:

Company and Position	Exchange	From	Until
<b>CobalTech Mining Inc.</b> , <i>CEO, Chairman and Director</i>	TSX-V	December 2016	Present
<b>AsiaBaseMetals Inc.</b> , <i>Director</i>	TSX-V	October 23, 2017	Present

**Edward Kelly** is a businessman with over 20 years experience with private and public companies where he served as an officer and director.

Mr. Kelly is not currently a director of any other public companies.

**Rodney Stevens** is a CFA charter holder with over ten years experience in the capital markets, first as an Investment Analyst with Salman Partners Inc., then as a merchant and investment banker.

Mr. Stevens is currently a director of the following other public companies:

Company and Position	Exchange	From	Until
<b>Guyana Goldstrike Inc.</b> , <i>Director</i>	TSX.V	March 2017	Present
<b>Nexus Gold Corp.</b> , <i>Director</i>	TSX.V	March 2017	Present

**Adrian Morger** is a European based asset manager with over 20 years experience in the banking industry. In March 2009, he founded Everest Wealth Management AG, followed in January 2015 by Falknis Wealth Management AG.

Mr. Morger is currently a director of the following other public companies:

Company and Position	Exchange	From	Until
<b>Cyprium Mining Corp.</b> , <i>Director</i>	CVE	December 2016	Present

### Corporate Cease Trade Orders or Bankruptcies

Except for the following, none of the proposed directors of the Company is, or within the ten years prior to the date of this Circular has been, a director or executive officer of any company, including the Company, that while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer of the company being the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or

- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

### **Individual Bankruptcies**

No director or proposed director of the Company has, within the ten years prior to the date of this Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

### **Penalties or Sanctions**

None of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable security holder making a decision about whether to vote for the proposed director.

## **EXECUTIVE COMPENSATION**

### **Named Executive Officers**

During the financial year ended April 30, 2017, the Company had two Named Executive Officers (“NEOs”) being, Edward Kelly, the President and Chief Executive Officer (“CEO”), and Oliver Foeste, the Chief Financial Officer (“CFO”) of the Company.

“Named Executive Officer” means: (a) each CEO, (b) each CFO, (c) each of the three most highly compensated executive officers of the company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000; and (d) each individual who would be a NEO under (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

## **COMPENSATION DISCUSSION AND ANALYSIS**

### **Compensation Discussion and Analysis**

The compensation program of the Board of Directors’ (the “**Board**”) and its Compensation Committee is designed to provide competitive levels of compensation, a significant portion of which is dependent upon individual and corporate performance and contribution to increasing shareholder value. The Board and the Compensation Committee recognize the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive’s level of responsibility. In general, a NEO’s compensation is comprised of salary or contractor payments and stock option grants. To date, no specific formulae have been developed to assign a specific weighting to each of these components.

In establishing levels of cash compensation and the granting of stock options for NEO’s, the Board and the Compensation Committee consider that all elements should be considered, rather than any single

element. In addition to the Company's performance, the NEO's performance, level of expertise, responsibilities and time spent are considered, and compensation is based on this overall assessment.

The objectives and reasons for this system of compensation are generally to allow the Company to remain competitive compared to its peers in attracting and retaining experienced personnel. Compensation is determined annually by a review of the Compensation Committee.

Neither the Board nor the Compensation Committee has proceeded to a formal evaluation of the implications of the risks associated with the Company's compensation policies and practices. Risk management is a consideration of the Board when implementing its compensation program, and the Board and the Compensation Committee do not believe that the Company's compensation program results in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

Regarding the Company's securities, the Company's NEOs and directors are not permitted to sell "short" or sell a "call option" or purchase a "put option" or purchase on margin, which actions may be used to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by an NEO or a director.

### **Share-Based and Option-Based Awards**

The Company has not granted share-based awards to its directors and officers. The Board is responsible for granting options to the NEOs. Stock option grants are designed to reward the NEOs for success on a similar basis as the shareholders of the Company, but these rewards are highly dependent upon the volatile stock market, much of which is beyond the control of the NEOs. When new options are granted, the Board takes into account the previous grants of options, the number of stock options currently held, position, overall individual performance, anticipated contribution to the Company's future success and the individual's ability to influence corporate and business performance. The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating the officers, directors and employees of the Company and to closely align the personal interest of such persons to the interest of the shareholders.

The exercise price of the stock options granted is generally determined by the market price at the time of grant, less any allowable discount.

### **Compensation Governance**

The Compensation Committee, on behalf of the Board, monitors compensation for the executive officers of the Company. The Compensation Committee currently consists of the following members: namely, Bruce Bragnolo and Rodney Stevens. All members of the Compensation Committee are considered independent.

The following is a summary description of the mandate and responsibilities of the Compensation Committee as it relates to NEO compensation:

- (a) the establishment of key human resources and compensation policies, including all incentive and equity based compensation plans;

- (b) the performance evaluation of the Chief Executive Officer and the Chief Financial Officer, and determination of the compensation for the Chief Executive Officer, the Chief Financial Officer and other senior executives of Inca One;
- (c) succession planning, including the appointment, training and evaluation of senior management; and
- (d) the remuneration of the directors.

All members of the Compensation Committee have direct experience which is relevant to their responsibilities as Compensation Committee members. All members are or have held senior executive roles within public companies, and therefore have a good understanding of compensation programs. They also have good financial understanding which allows them to assess the costs versus benefits of compensation plans. The members combined experience in the resource sector provides them with the understanding of the Company's success factors and risks, which is very important when determining metrics for measuring success.

### SUMMARY COMPENSATION TABLE

Set out below is a summary of compensation paid or accrued during the Company's three most recently completed financial years to the Company's NEOs.

#### Summary Compensation Table

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) <sup>(1)</sup>	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Edward Kelly <sup>(2)</sup> <i>CEO and President</i>	2017	180,000	Nil	93,028	Nil	Nil	Nil	268,091 <sup>(3)</sup>	541,119
	2016	160,000	Nil	170,410	Nil	Nil	Nil	34,652 <sup>(4)</sup>	365,062
	2015	146,000	Nil	55,802	50,000	Nil	Nil	Nil	251,802
Oliver Foeste <sup>(5)</sup> <i>CFO</i>	2017	150,000	Nil	93,028	Nil	Nil	Nil	456,262 <sup>(6)</sup>	699,290
	2016	130,000	Nil	52,033	Nil	Nil	Nil	109,308 <sup>(7)</sup>	291,342
	2015	66,167 <sup>(7)</sup>	Nil	32,094	32,000	Nil	Nil	57,110 <sup>(8)</sup>	187,371

Notes:

- (1) The fair value of option-based awards is determined by the Black-Scholes Option Pricing Model with the following assumptions:

	2017	2016	2015
Risk-free interest rate:	0.94%	1.03%	1.96%
Expected dividend yield:	Nil	Nil	Nil
Expected volatility:	67%	92%	155%
Expected life of option:	2 years	3 years	5 years

The Company has chosen the Black-Scholes methodology to calculate the grant date fair value of option-based awards as it is the methodology used in the Company's financial statements.

- (2) Fees for Mr. Kelly's services were charged by EKelly Investments Ltd. which he controlled.
- (3) During the fiscal year ended April 30, 2017, Mr. Kelly received other compensation of \$268,091 of which \$250,000 was a bonus for successfully restructuring the Company's debt. Mr. Kelly invested the proceeds from this bonus in the Company's September 2016 private placement (1,000,000 shares at \$0.25).
- (4) During the fiscal year ended April 30, 2016, Mr. Kelly received \$34,652 for other services than CEO services.
- (5) Fees for Mr. Foeste's services were paid to a company controlled by Mr. Foeste.
- (6) During the fiscal year ended April 30, 2017, \$456,262 was paid to a company controlled by Mr. Foeste, for office rent, accounting and tax services, none of which were directly provided by him, except for \$250,000 which was a bonus for successfully restructuring the Company's debt. Mr. Foeste invested the proceeds from this bonus in the Company's September 2016 private placement (1,000,000 shares at \$0.25).
- (7) During the fiscal year ended April 30, 2016, \$109,308 was paid to a company controlled by Mr. Foeste for office rent, accounting and tax services, none of which were directly provided by him.
- (8) During the fiscal year ended April 30, 2015, \$57,710 was paid to a company controlled by Mr. Foeste for accounting and tax services, none of which were directly provided by him.

## INCENTIVE PLAN AWARDS

### Outstanding Share-Based Awards and Option-Based Awards

The Company does not have any share-based awards held by a NEO. The following table sets forth the outstanding option-based awards held by the NEOs of the Company at the end of the most recently completed financial year:

#### Outstanding Share-Based Awards and Option-Based Awards

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Edward Kelly <i>CEO and President</i>	12,857	3.01	July 11, 2021	Nil	N/A	N/A
	320,500	0.25	September 21, 2018	Nil	N/A	N/A
	187,143	1.75	May 5, 2018	Nil	N/A	N/A
Oliver Foeste <i>CFO</i>	14,286	3.01	July 11, 2021	Nil	N/A	N/A
	10,571	1.05	Oct 30, 2017	Nil	N/A	N/A
	35,714	1.05	August 29, 2019	Nil	N/A	N/A
	57,143	1.75	May 5, 2018	Nil	N/A	N/A
	700,000	0.25	September 21, 2018	Nil	N/A	N/A
	250,000	0.30	October 12, 2018	Nil	N/A	N/A

Note:

- (1) "In-the-Money Options" means the excess of the market value of the Company's shares on April 30, 2017 over the exercise price of the options. The market value of the Company's common shares on April 30, 2017 was \$0.15. No value has been given to unexercised options that were out of-the money on April 30, 2017. "

### Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed financial year by each NEO:

#### Value Vested or Earned for Incentive Plan Awards During the Most Recently Completed Financial Year

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Edward Kelly <i>CEO and President</i>	93,028	N/A	Nil
Oliver Foeste <i>CFO</i>	93,028	N/A	Nil

### Narrative Discussion

The following information is intended as a brief description of the Company’s stock option plan (the “**Stock Option Plan**”) and is qualified in its entirety by the full text of the Stock Option Plan, which will be available for review at the Meeting.

1. The maximum aggregate number of shares that may be issued upon the exercise of stock options granted under the Stock Option Plan shall not exceed 10% of the issued and outstanding share capital of the Company, the exercise price of which, as determined by the Board in its sole discretion, shall not be less than the last closing price of the Company’s shares traded through the facilities of the TSX Venture Exchange (the “**Exchange**”) prior to the announcement of the option grant, less any discount permitted by the Exchange, or such other price as may be required or permitted by the Exchange, or if the shares are no longer listed for trading on the Exchange, then such other exchange or quotation system on which the shares are listed or quoted for trading.
2. The Board shall not grant options to any one person in any 12 month period which will, when exercised, exceed 5% of the issued and outstanding shares of the Company or to any one consultant or to those persons employed by the Company who perform investor relations services which will, when exercised, exceed 2% of the issued and outstanding shares of the Company.
3. Upon expiry of an option, or in the event an option is otherwise terminated for any reason, the number of shares in respect of the expired or terminated option shall again be available for the purposes of the Stock Option Plan. All options granted under the Stock Option Plan may not have an expiry date exceeding ten years from the date on which the Board grants and announces the granting of the option.
4. If the option holder ceases to be a director, officer, employee or consultant of the Company (other than by reason of death) then the option granted shall expire on a date stipulated by the Board at the time of grant and, in any event, must terminate within 30 days after the date on which the option holder ceases to be a director, officer, employee or consultant, subject to the terms and conditions set out in the Stock Option Plan.

The Board retains the discretion to impose vesting periods on any options granted. In accordance with the policies of the Exchange, stock options granted to consultants performing investor relations services must vest in stages over a minimum of 12 months with no more than one-quarter of the stock options vesting in any three month period.

### PENSION BENEFITS

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

### TERMINATION AND CHANGE OF CONTROL BENEFITS

The Company and a company controlled by Edward Kelly entered into a consulting agreement dated September 15, 2011 as amended (the “**Kelly Agreement**”). Under the Kelly Agreement, the Company has engaged Mr. Kelly as President & CEO of the Company and per Board resolution has agreed to pay Mr. Kelly an annual service fee of \$180,000, plus discretionary bonuses and grants of stock options as made from time to time at the discretion of the Board. Relating to the Kelly Agreement, the Company has also provided Mr. Kelly a termination agreement whereby: (a) the Company may terminate Mr. Kelly’s engagement for just cause upon the payment of half of his annual fees in a lump sum; or (b) the Company may terminate Mr. Kelly’s engagement without cause upon the payment of two times his annual fees in a lump sum.

The Company and a company controlled by Oliver Foeste entered into a consulting agreement dated August 11, 2015 (the “**Foeste Agreement**”). Under the Foeste Agreement, the Company has engaged Mr. Foeste as CFO of the Company, and per Board resolution agreed to pay Mr. Foeste an annual service fee of \$150,000, plus discretionary bonuses and grants of stock options as made from time to time at the discretion of the Board. Relating to the Foeste Agreement, the Company has also provided Mr. Foeste a termination agreement whereby: (a) the Company may terminate Mr. Foeste’s engagement for just cause upon the payment of half of his annual fees in a lump sum; of (b) the Company may terminate Mr. Foeste’s engagement without cause upon the payment of two times his annual fees in a lump sum.

The following table discloses the estimated amounts payable to the NEOs under a number of termination or change-of-control circumstances that exceed the amounts generally payable under any termination scenario other than for cause. Amounts disclosed in the table assume that a change of control occurred and/or the NEO’s employment was terminated on April 30, 2017:

	<b>Edward Kelly President and CEO</b>	<b>Oliver Foeste CFO</b>
Termination by the Company	\$90,000	\$75,000
Termination in Connection with a Change of Control	\$360,000	\$300,000

### DIRECTOR COMPENSATION

Other than compensation paid to the NEOs, and except as noted below, no compensation was paid to directors in their capacity as directors of the Company or its subsidiaries, in their capacity as members of a committee of the Board or of a committee of the Board of Directors of its subsidiaries, or as consultants or experts, during the Company’s most recently completed financial year.

Set out below is a summary of compensation paid or accrued during the Company's most recently completed financial year to the Company's directors, other than the NEOs previously disclosed:

**Director Compensation Table**

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards <sup>(1)</sup> (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Brian Antenbring <sup>(2)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Bruce Bragagnolo	11,984	Nil	22,167	Nil	Nil	Nil	34,151
Richard Mundie <sup>(3)</sup>	3,956	Nil	Nil	Nil	Nil	Nil	3,956
Phu Bui <sup>(4)</sup> Van	Nil	Nil	16,417	Nil	Nil	Nil	16,417

Notes:

(1) *The fair value of option-based awards is determined by the Black-Scholes Option Pricing Model with the following assumptions:*

*Risk-free interest rate: 0.94%*

*Expected dividend yield: Nil*

*Expected volatility: 67%*

*Expected life of option: 2 years*

*The Company has chosen the Black-Scholes methodology to calculate the grant date fair value of option-based awards as it is the methodology used in the Company's financial statements.*

(2) *Effective January 19, 2017, Mr. Antenbring resigned as a director of the Board.*

(3) *Effective August 15, 2017, Mr. Mundie resigned as a director of the Board.*

(4) *Effective January 19, 2017, Mr. Van Bui resigned as a director of the Board.*

**Outstanding Share-Based Awards and Option-Based Awards**

The Company does not have any share-based awards held by a director. The following table sets forth details of all awards granted to directors of the Company which are outstanding at the end of the most recently completed financial year.

**Outstanding Share-Based Awards and  
Option-Based Awards**

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Brian Antenbring <sup>(2)</sup>	Nil	Nil	Nil	Nil	N/A	N/A
Bruce Bragagnolo	160,000 65,000	0.25 0.30	September 21, 2018 October 12, 2018	Nil	N/A	N/A
Richard Mundie <sup>(3)</sup>	Nil	Nil	Nil	Nil	N/A	N/A
Phu Van Bui <sup>(4)</sup>	100,000	0.25	September 21, 2018	Nil	N/A	N/A

*Notes:*

- (1) *In-the-Money Options*” means the excess of the market value of the Company’s shares on April 30, 2017 over the exercise price of the options. The market value of the Company’s common shares on April 30, 2017 was \$0.60. No value has been given to unexercised options that were out-of-the money on April 30, 2016.
- (2) *Effective January 19, 2017, Mr. Antenbring resigned as a director of the Board.*
- (3) *Effective August 15, 2017, Mr. Mundie resigned as a director of the Board.*
- (4) *Effective January 19, 2017, Mr. Van Bui resigned as a director of the Board.*

**Incentive Plan Awards – Value Vested or Earned During the Year**

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed financial year by each director:

**Value Vested or Earned for Incentive Plan Awards During the Most  
Recently Completed Financial Year**

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Brian Antenbring <sup>(1)</sup>	Nil	N/A	Nil
Bruce Bragagnolo	22,167	N/A	Nil
Richard Mundie <sup>(2)</sup>	Nil	N/A	Nil
Phu Van Bui <sup>(3)</sup>	16,417	N/A	Nil

*Notes:*

- (1) *Effective January 19, 2017, Mr. Antenbring resigned as a director of the Board.*
- (2) *Effective August 15, 2017, Mr. Richard Mundie resigned as a director of the Board.*
- (3) *Effective January 19, 2017, Mr. Phu Van Bui resigned as a director of the Board.*

### **EQUITY COMPENSATION PLAN INFORMATION**

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans, as at the end of the most recently completed financial year:

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)</b>
Equity compensation plans approved by the securityholders	3,312,500	\$0.45	2,619,140
Equity compensation plans not approved by the securityholders	N/A	N/A	N/A
<b>Total</b>	3,312,500	\$0.45	2,619,140

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

None of the current or former directors, executive officers, employees of the Company, the proposed nominees for election to the Board, or their respective associates or affiliates, are or have been indebted to the Company since the beginning of the most recently completed financial year of the Company.

### **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

No director or executive officer of the Company or any proposed nominee of Management of the Company for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company's last financial year in matters to be acted upon at the Meeting, other than the election of directors and the confirmation of the Stock Option Plan.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

None of the persons who were directors or executive officers of the Company or a subsidiary at any time during the Company's last completed financial year, the proposed nominees for election to the Board, any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding common shares of the Company, nor the associates or affiliates of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction or proposed transaction which has materially affected or would materially affect the Company.

## **APPOINTMENT OF AUDITOR**

Management intends to nominate Grant Thornton LLP, Chartered Accountants (“Grant Thornton”) of Vancouver, British Columbia, for re-appointment as auditor of the Company. Forms of proxies given pursuant to this solicitation will, on any poll, be voted as directed and, if there is no direction, for the re-appointment of Grant Thornton LLP, Chartered Accountants, as the auditor of the Company to hold office for the ensuing year with remuneration to be fixed by the directors.

## **MANAGEMENT CONTRACTS**

Other than as disclosed elsewhere in this Circular, no Management functions of the Company are to any substantial degree performed by a person or company other than the directors, NEOs or other senior executives of the Company.

## **CORPORATE GOVERNANCE DISCLOSURE**

National Instrument 58-101, *Disclosure of Corporate Governance Practices*, requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “**Guidelines**”) adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Board and senior management of the Company consider good corporate governance to be an integral part of the effective and efficient operation of Canadian corporations. The Company’s approach to corporate governance is set out below in accordance with Form 58-101F2.

### **Board of Directors**

Management is nominating four individuals to the Company’s Board, all of whom are current directors of the Company.

The Guidelines suggest that the Board of Directors of every reporting issuer should be constituted with a majority of individuals who qualify as “independent” directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect “material relationship” with the Company. The “material relationship” is defined as a relationship which could, in the view of the Company’s Board, reasonably interfere with the exercise of a director’s independent judgement. All of the current members of the Board are considered “independent” within the meaning of NI 52-110, except for Edward Kelly, who is the President and CEO of the Company.

The Board has approved a Mandate for the Board of Directors, which is available on SEDAR or on the Company’s website, [www.incaone.com](http://www.incaone.com), which outlines the principal duties and responsibilities of the Board. The role of the Board is to represent the shareholders of the Company, enhance and maximize shareholder value and conduct the business and affairs of the Company ethically and in accordance with the highest standards of corporate governance. The Board is ultimately accountable and responsible for providing independent, effective leadership in supervising the management of the business and affairs of the Company, and providing the strategic direction of the Company.

The Board exercises its independent supervision over management by its policies that (a) periodic meetings of the Board be held to obtain an update on significant corporate activities and plans; and (b) all material transactions of the Company are subject to prior approval of the Board. The Board shall meet not less than four times during each year. The Board will also meet at any other time at the call of the President, or subject to the Articles of the Company, of any director.

## **Directors**

The Board's practice is to recruit for the Board, only persons with extensive business experience. Prospective new Board members are provided a reasonably detailed level of background information, verbal and documentary, on the Company's affairs and plans prior to obtaining their consent to act as a director.

The Board is willing to provide training courses to the directors as needed, to ensure that the Board is complying with current legislative and business requirements.

## **Ethical Business Conduct**

The Board has adopted a written Code of Business Conduct and Ethics (the "**Code**") for its directors, officers, employees and consultants, which may be obtained on SEDAR or on the Company's website, [www.incaone.com](http://www.incaone.com).

The Corporate Governance and Nominating Committee is responsible for assisting the Board in dealing with conflict of interest issues as contemplated by the Code, reviewing and updating the Code periodically, ensuring that management has established a system to enforce the Code and reviewing management's monitoring of the Company's compliance with the Code.

Under the Code, members of the Board are required to disclose any conflict of interest or potential conflict of interest to the entire Board as well as any committee on which they serve. Directors are to excuse themselves from participation in any decision of the Board or a committee thereof in any matter in which there is a conflict of interest or potential conflict of interest. However, if the Board determines that a potential conflict of interest cannot be cured, the individual will be asked to resign from their position with the Company.

Directors are also required to comply with the relevant provisions of the *Business Corporations Act* (British Columbia) regarding conflicts of interest.

The Board is also committed to best practices in making timely and accurate disclosure of all material information and providing fair and equal access to material information. The Board has adopted a written Corporate Disclosure Policy and an Insider Trading Policy to ensure that the Company and its directors, officers, employees and consultants satisfy the legal and ethical obligations related to the proper and effective disclosure of corporate information and the trading of securities with that information. Both of these Policies are available on SEDAR or on the Company's website, [www.incaone.com](http://www.incaone.com).

## **Standing Committees & Corporate Governance and Nominating Committee**

The Board has three standing committees, namely the Audit Committee, information for which is set out in Schedule "A" attached to this circular, the Compensation Committee, information for which is set out above under "Executive Compensation", and the Corporate Governance and Nominating Committee, information for which is set out below. The Mandates for the Compensation Committee and the Corporate Governance and Nominating Committee are available on SEDAR or on the Company's website, [www.incaone.com](http://www.incaone.com).

The purpose of the Corporate Governance and Nominating Committee is to assist the Board in fulfilling its oversight responsibilities by (a) developing and recommending to the Board corporate governance guidelines for the Company and making recommendations to the Board with respect to corporate governance practices; (b) reviewing the performance of the Board, Board members, Board committees

and management; and (c) identifying individuals qualified to become Board and Board committee members and recommending such nominees to the Board for appointment or election.

The current members of the Corporate Governance and Nominating Committee are Rodney Stevens and Adrian Morger.

### **Conclusion**

The Board believes its corporate governance practices are appropriate and effective for the Company, given its size and operations. The Company's corporate governance practices allow the Company to operate efficiently, with checks and balances that control and monitor Management and corporate functions without excessive administration burden.

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

### **Confirming Stock Option Plan**

Shareholders are being asked to confirm approval of the Company's Stock Option Plan which was last approved by the shareholders at the Company's annual general meeting held on October 30, 2016. There have been no changes to the Stock Option Plan since it was last approved by the shareholders. The Stock Option Plan is subject to annual re-approval by shareholders and annual filing with the Exchange.

The following information is intended as a brief description of the Stock Option Plan and is qualified in its entirety by the full text of the Stock Option Plan, which will be available for review at the Meeting.

1. The maximum aggregate number of shares that may be issued upon the exercise of stock options granted under the Stock Option Plan shall not exceed 10% of the issued and outstanding share capital of the Company, the exercise price of which, as determined by the Board in its sole discretion, shall not be less than the last closing price of the Company's shares traded through the facilities of the Exchange prior to the announcement of the option grant, less any discount permitted by the Exchange, or such other price as may be required or permitted by the Exchange, or if the shares are no longer listed for trading on the Exchange, then such other exchange or quotation system on which the shares are listed or quoted for trading.
2. The Board shall not grant options to any one person in any 12 month period which will, when exercised, exceed 5% of the issued and outstanding shares of the Company or to any one consultant or to those persons employed by the Company who perform investor relations services which will, when exercised, exceed 2% of the issued and outstanding shares of the Company.
3. Upon expiry of an option, or in the event an option is otherwise terminated for any reason, the number of shares in respect of the expired or terminated option shall again be available for the purposes of the Stock Option Plan. All options granted under the Stock Option Plan may not have an expiry date exceeding ten years from the date on which the Board grants and announces the granting of the option.
4. If the option holder ceases to be a director, officer, employee or consultant of the Company (other than by reason of death) then the option granted shall expire on a date stipulated by the Board at the time of grant and, in any event, must terminate within 30 days after the date on which the option holder ceases to be a director, officer, employee or consultant, subject to the terms and conditions set out in the Stock Option Plan.

The Board retains the discretion to impose vesting periods on any options granted. In accordance with the policies of the Exchange, stock options granted to consultants performing investor relations services must vest in stages over a minimum of 12 months with no more than one-quarter of the stock options vesting in any three month period.

In accordance with the policies of the Exchange, a plan with a rolling 10% maximum must be confirmed by shareholders at each annual general meeting.

Accordingly, at the Meeting, the shareholders will be asked to pass the following resolution:

**“IT IS RESOLVED THAT the Stock Option Plan is hereby approved and confirmed.”**

### **General Matters**

It is not known whether any other matters will come before the Meeting other than those set forth above and in the Notice of Meeting, but if any other matters do arise, the person named in the Proxy intends to vote on any poll, in accordance with his or her best judgement, exercising discretionary authority with respect to amendments or variations of matters set forth in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment of the Meeting.

### **ADDITIONAL INFORMATION**

Additional information relating to the Company may be found on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information about the Company is provided in the Company’s comparative annual financial statements to April 30, 2017 a copy of which, together with Management’s Discussion and Analysis thereon, can be found on the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com). Additional financial information concerning the Company may be obtained by any securityholder of the Company free of charge by contacting the Company, at 604-568-4877.

### **BOARD APPROVAL**

The contents of this Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Vancouver, British Columbia, the 13<sup>th</sup> day of November, 2017.

### **ON BEHALF OF THE BOARD**

*“Edward Kelly”*

Edward Kelly  
Chief Executive Officer and President

## INCA ONE GOLD CORP.

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### Schedule "A" Audit Committee Charter and National Instrument 52-110 Disclosure

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#### ITEM 1: AUDIT COMMITTEE CHARTER

##### MANDATE

The primary function of the audit committee (the "**Committee**") of Inca One Gold Corp. (the "**Company**") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting, and the Company's auditing, accounting and financial reporting processes. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
- Review and appraise the performance of the Company's external auditors (the "Auditor").
- Provide an open avenue of communication among the Company's auditors, management and the Board of Directors.

##### COMPOSITION, PROCEDURES AND ORGANIZATION

The Committee shall consist of at least three members. Each member must be a director of the Company. A majority of the members of the Committee shall not be executive officers or employees of the Company or of an affiliate of the Company. At least one (1) member of the Committee shall be financially literate. All members of the Committee who are not financially literate will work towards becoming financially literate to obtain working familiarity with basic finance and accounting practices. For the purposes of this Charter, the term "financially literate" means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements.

The members of the Committee shall be appointed by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership. The Chair shall be financially literate.

The Board of Directors may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

## MEETINGS OF THE COMMITTEE

Meetings of the Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly. Unless all members are present and waive notice, or those absent waive notice before or after a meeting, the Chairman will give the Committee members 24 hours' advance notice of each meeting and the matters to be discussed at such meeting. Notice may be given personally, by telephone, by facsimile or e-mail.

The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company's annual financial statements and, if the Committee determines it to be necessary or appropriate, at any other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board of Directors or the shareholders of the Company.

At each meeting of the Committee, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company. A member may participate in a meeting of the Committee in person or by telephone if all members participating in the meeting, whether in person or by telephone or other communications medium other than telephone are able to communicate with each other and if all members who wish to participate in the meeting agree to such participation.

The Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Company's financial statements.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities.

## RESPONSIBILITIES AND DUTIES

To fulfil its responsibilities and duties, the Committee shall:

1. Review the Company's financial statements, including any certification, report, opinion, or review rendered by the Auditor, MD&A and any annual and interim earnings press releases before the Company publicly discloses such information.
2. Review and satisfy itself that adequate procedures are in place and review the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assess the adequacy of those procedures.
3. Be directly responsible for overseeing the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit review services for the Company.
4. Require the Auditor to report directly to the Committee.
5. Review annually the performance of the Auditor who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.

6. Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor.
7. Take, or recommend that the Board of Directors take, appropriate action to oversee the independence of the Auditor.
8. Recommend to the Board of Directors the external auditor to be nominated at the annual general meeting for appointment as the Auditor for the ensuing year and the compensation for the Auditors, or, if applicable, the replacement of the Auditor.
9. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditors of the Company.
10. Review with management and the Auditor the audit plan for the annual financial statements.
11. Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services provided by the Auditor. The pre-approval requirement is waived with respect to the provision of non-audit services if:
  - a. the aggregate amount of all such non-audit services that were not pre-approved is reasonably expected to constitute not more than 5% of the total amount of fees paid by the Company and its subsidiary entities to the Auditor during the fiscal year in which the non-audit services are provided;
  - b. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
  - c. such services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more members of the Committee to whom authority to grant such approvals has been delegated by the Committee.

The Committee may delegate to one or more independent members of the Committee the authority to pre-approve non-audit services in satisfaction of the pre-approval requirement set forth in this section provided the pre-approval of non-audit services by any member to whom authority has been delegated must be presented to the Committee at its first scheduled meeting following such pre-approval.

12. In consultation with the Auditor, review with management the integrity of the Company's financial reporting process, both internal and external.
13. Consider the Auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
14. Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the Auditor and management.
15. Review significant judgments made by management in the preparation of the financial statements and the view of the Auditor as to the appropriateness of such judgments.

16. Following completion of the annual audit, review separately with management and the Auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of the work or access to required information.
17. Review any significant disagreement among management and the Auditor in connection with the preparation of the financial statements.
18. Review with the Auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented.
19. Discuss with the Auditor the Auditor's perception of the Company's financial and accounting personnel, any material recommendations which the Auditor may have, the level of co-operation which the Auditor received during the course of their review and the adequacy of their access to records, data or other requested information.
20. Maintain, review and update the procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, as set forth in Annex A attached to this Charter.
21. Perform such other duties as may be assigned to it by the Board of Directors from time to time or as may be required by applicable regulatory authorities or legislation.
22. Report regularly and on a timely basis to the Board of Directors on the matters coming before the Committee.
23. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.

#### AUTHORITY

The Committee is authorized to:

- seek any information it requires from any employee of the Company in order to perform its duties;
- engage, at the Company's expense, independent legal counsel or other professional advisors in any matter within the scope of the role and duties of the Committee under this Charter;
- set and pay compensation for any advisors engaged by the Committee; and
- communicate directly with the internal and external auditors of the Company.

This Charter supersedes and replaces all prior charters and other terms of reference pertaining to the Committee.

#### ITEM 2: COMPOSITION OF THE AUDIT COMMITTEE

The current members of the Committee are Bruce Bragagnolo, Adrian Morger, and Edward Kelly.

National Instrument 52-110 *Audit Committees*, (“**NI 52-110**”) provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with the Company, which could, in the view of the Company’s Board, reasonably interfere with the exercise of the member’s independent judgment. Of the Company’s current audit committee members, each of Bruce Bragnolo and Adrian Morger is “independent” within the meaning of NI 52-110.

NI 52-110 provides that an individual is “financially literate” if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements. All of the members of the Audit Committee are “financially literate” as that term is defined.

#### ITEM 3: RELEVANT EDUCATION AND EXPERIENCE

Certain of the Audit Committee members’ education and experience is relevant to the performance of their responsibilities as audit committee members. In particular, Bruce Bragnolo has been the CEO of TSX listed public companies for many years and is very experienced in dealing with financial matters concerning such companies.

#### ITEM 4: AUDIT COMMITTEE OVERSIGHT

At no time since the commencement of the Company’s most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Company’s Board of Directors.

#### ITEM 5: RELIANCE ON CERTAIN EXEMPTIONS

Since the effective date of the Instrument, the Company has not relied on the exemptions contained in sections 2.4 or 8 of the Instrument. Section 2.4 provides an exemption from the requirement that an audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of the Instrument, in whole or in part.

#### ITEM 6: PRE-APPROVAL OF POLICIES AND PROCEDURES

Formal policies and procedures for the engagement of non-audit services have not been formulated or adopted by the Committee. Subject to the requirements of the Instrument, the engagement of non-audit services is considered by the Company’s Board of Directors, and where applicable by the Committee, on a case by case basis.

ITEM 7: EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)

The aggregate fees charged to the Company by the external auditor in each of the last two fiscal years are as follows:

	<b>2017</b>	<b>2016</b>
Audit fees for the years ended	76,100	78,635
Audit related fees	Nil	Nil
Tax fees	Nil	Nil
All other fees (non-tax)	1,752	5,149
<b>TOTAL FEES</b>	<b>77,852</b>	<b>83,784</b>

ITEM 8: EXEMPTION

In respect of the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of the Instrument with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of the Instrument.

## ANNEX A

### PROCEDURES FOR THE SUBMISSION OF COMPLAINTS AND CONCERNS REGARDING ACCOUNTING, INTERNAL ACCOUNTING CONTROLS OR AUDITING MATTERS

1. Inca One Gold Corp. (the “**Company**”) has designated its Audit Committee of its Board of Directors (the “**Committee**”) to be responsible for administering these procedures for the receipt, retention, and treatment of complaints received by the Company or the Committee directly regarding accounting, internal accounting controls, or auditing matters.
2. Any employee of the Company may on a confidential and anonymous basis submit concerns regarding questionable accounting controls or auditing matters to the Committee by setting forth such concerns in a letter addressed directly to the Committee with a legend on the envelope such as “Confidential” or “To be opened by Committee only”. If an employee would like to discuss the matter directly with a member of the Committee, the employee should include a return telephone number in his or her submission to the Committee at which he or she can be contacted. All submissions by letter to the Committee can be sent to:

INCA ONE GOLD CORP.  
c/o 1120 – 1090 West Pender Street  
Vancouver, BC V6E 2N7

3. Any complaints received by the Company that are submitted as set forth herein will be forwarded directly to the Committee and will be treated as confidential if so indicated.
4. At each meeting of the Committee, or any special meetings called by the Chairperson of the Committee, the members of the Committee will review and consider any complaints or concerns submitted by employees as set forth herein and take any action it deems necessary in order to respond thereto.

All complaints and concerns submitted as set forth herein will be retained by the Committee for a period of seven (7) years.