



INCA ONE GOLD CORP. ANNOUNCES EQUITY FINANCING AND PROPOSED SHARE CONSOLIDATION

VANCOUVER, BC – July 8, 2016 - INCA ONE GOLD CORP. (TSX.V: IO) (“**Inca One**” or the “**Company**”) is pleased to announce that it is undertaking a non-brokered private placement for gross proceeds of up to \$4,000,000 (the “**Private Placement**” or “**Offering**”). Concurrent with the Private Placement, the Company will also conduct a five to one share consolidation of its common shares (the “**Consolidation**”).

Financing

Inca One will undertake, on a post-Consolidation basis, a non-brokered private placement of up to 16,000,000 units (the “**Units**”) of the Company at a subscription price of \$0.25 per Unit, for gross proceeds of up to \$4,000,000. Each Unit will be comprised of one common share (a “**Common Share**”) and one half of a transferable Common Share purchase warrant (a “**Warrant**”). Each whole Warrant will be exercisable to purchase an additional common share (a “**Warrant Share**”) of the Company at a post-Consolidation exercise price of \$0.40 for a period of 36 months from the closing date (“**Placement Closing Date**”). The Private Placement will feature an acceleration clause that will trigger the exercise of the Warrants in the event the closing price of Company's common shares on the TSX Venture Exchange (“**TSXV**”) is higher than \$0.60 post-Consolidation for a period of 15 consecutive trading days.

The proceeds from the Offering will be used for purchases of mineral, inventory supplies and materials, select debt repayments, and general working capital requirements. All securities issued in connection with the Private Placement will be subject to a statutory hold period of 4 months plus a day from the Placement Closing Date in accordance with applicable securities legislation.

In connection with the Offering the Company may pay a finder's fee to eligible finders up to 8% cash and 8% warrants of the gross proceeds received, as applicable. Closing of the Private Placement, is subject to the execution of definitive transaction documents and the approval of the TSXV. The Company will no longer be pursuing the convertible debenture offering announced on April 19, 2016.

The securities described herein have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States unless registered under the Act or unless an exemption from registration is available.

Debt Restructuring and Settlement

As a condition of the Private Placement, the Company will be finalizing the debt restructuring and settlement agreements as previously announced in the press release dated April 19, 2016. Certain amendments to the settlement terms will be enacted to reflect select adjustments to the capital structure arising from the Private Placement and Consolidation.



Share Consolidation

In connection with the Private Placement Inca One has received Board approval for the Consolidation of its issued and outstanding Common Shares on the basis of one post-consolidation share for every five pre-consolidation shares. The Consolidation is subject to the approval of the TSXV.

About Inca One

Inca One is a Canadian-based mineral processing company with a gold milling facility in Peru, servicing government-permitted, small-scale miners. As part of the terms of the original purchase agreement for the Chala, Peru processing facility, Inca One has an agreement between its wholly owned subsidiary, Chala One SAC, and the seller and initial permit applicant, to operate under the umbrella of formalization until the successful completion of all the environmental and operating permits. Peru, a highly mineral-rich country, is one of the world's top producers of gold, silver, copper and zinc, with substantial production coming from small scale miners who need government permitted milling facilities to process their mineral (such as the Company's Chala Plant).

On behalf of the Board,

Edward Kelly,
President and CEO
INCA ONE GOLD CORP.

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Statements 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. Actual results in each case could differ materially from those currently anticipated in such statements due to factors such as: (i) fluctuation of mineral prices; (ii) a change in market conditions; and (iii) the fact that the Company has limited operating



experience with its Chala plant and future operational results may not be accurately predicted based on this limited information to date. Except as required by law, the Company does not intend to update any changes to such statements. Inca One believes the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included herein should not be unduly relied upon.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state.