MANAGEMENT DISCUSSION AND ANALYSIS
For the Three and Nine Months Ended January 31, 2015
Report Dated March 30, 2015

The following information, prepared as of March 30, 2015, should be read in conjunction with the unaudited condensed interim consolidated financial statements of Inca One Gold Corp. (formerly Inca One Resources Corp.) (the "Company" or "Inca One") for the three and nine months ended January 31, 2015 (the "January 31, 2015 Interim Financial Statements"). All financial amounts are expressed in Canadian Dollars, unless otherwise indicated.

The January 31, 2015 Interim Financial Statements have been prepared in conformity with International Accounting Standard ("IAS") 34, Interim Financial Reporting, using the same accounting policies as detailed in the Company's audited consolidated financial statements for the year ended April 30, 2014 as well as additional policies disclosed in the January 31, 2015 Interim Financial Statements, as applicable. The January 31, 2015 Interim Financial Statements do not include all the information required for complete annual financial statements in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") and therefore should be read together with the audited annual financial statements for the year ended April 30, 2014 and the related MD&A for the year then ended .

General Overview

Inca One was incorporated on November 9, 2005, and is a Canadian-based mineral exploration company, with a focus on mineral processing having acquired its first gold milling facility in Southern Peru during 2013. The Company's focus on mineral processing in Peru arose due to recent legislation by the Peruvian Government to institute a formalization process to regulate the activities of artisanal and small-scale miners while safeguarding the environment. The deadline for registering informal miners and their concessions expired on April 19, 2014.

As a mineral processing company since 2013 (fiscal 2014), the Company, through its Peruvian subsidiary, first acquired an existing small-scale Peruvian mineral processing plant (the "Chala Plant"), which the Company upgraded to approximately 25 tonnes per day ("TPD") capacity and conducted test milling. Upon achieving a sufficient level of throughput and greater insight into the mineral processing sector in Peru the Company successfully raised additional funds (see Financings below) to undertake a more significant capacity upgrade to 100 TPD which is now completed with two new 50 TPD capacity ball mills, additional leaching tanks, increased crushing capacity, and related infrastructure. Since late 2014, the Company has been sourcing high grade gold mill feed from legally recognized artisanal and small scale miners for processing. After a few months of resumed test milling, commissioning, and targets being met, management determined that effective February 1, 2015, the Chala Plant began commercial production. The Company also continues to actively evaluate new mineral projects and mineral processing facilities in Peru.

Inca One is listed for trading on the TSX Venture Exchange (the "TSX-V") under the symbol "IO" and on the Frankfurt Stock Exchange under the symbol "SU9.F".

Management Changes

Effective August 30, 2014, Ms. Sharon Muzzin resigned from her role of Chief Financial Officer ("CFO"), and effective September 1, 2014, Mr. Oliver Foeste was appointed CFO. Mr. Foeste is a Chartered Accountant with over 10 years of experience in financial reporting, corporate governance, and corporate restructuring, and is the Managing Partner of Invictus Accounting Group LLP, which provides accounting, advisory and tax services to publicly listed issuers and private clients. Mr. Foeste has been a director of Inca One since 2010.

Also during September 2014, Mr. Jamie Polar was appointed Vice President Development and Operations, Peru as an employee of the Company's wholly owned Peruvian subsidiary. Mr. Polar is a professional mechanical engineer and mining professional with over 20 years of experience managing operations in the mining and steel industry. In his most recent placement at Barrick Gold Corporation ("Barrick") as Operations General Manager, Mr. Polar was responsible for the operational and administrative management of the Pierina Mine in North Central Peru.

Chala Plant – Phase I - Acquisition and Initial Test Milling

On June 6, 2013, the Company entered into a Letter of Intent to acquire 100% of the Chala Plant in Southern Peru for USD$240,000. Of this amount, USD$150,000 has been paid and the remaining USD$90,000 will be payable once transfer of the fully permitted facility is complete. Transfer of formal title is subject to a number of conditions. Finder fees of USD$40,000 were paid in connection with the acquisition. Sourcing and technical advice fees of USD$118,000, inclusive of value added tax, were also paid with respect to the acquisition and refurbishment of the Chala Plant and achieving an mineral processing milestone of 250 tonnes in December 2013.

The Chala Plant was refurbished almost immediately after acquisition in calendar 2013 in order to achieve a processing capacity of 25 TPD and its first production of activated carbon was reported in November 2013. During the year ended April 30, 2014, the Company estimated a recovery of 347.97 ounces of gold and 144.50 ounces of silver from the harvest of activated carbon from the Chala Plant during the initial test milling phase.

In March 2014 an incident occurred at the Chala Plant during which certain Government officials caused some minor damage under the mistaken belief that the plant was not operating legally. The damage was subsequently repaired.

The aforementioned technical information was reviewed on behalf of the Company by Phu Van Bui, P.Geo., a director and a Qualified Person as defined in NI 43-101.

Chala Plant – Phase II - Expansion and Operations

In June 2014 the Company closed the first tranche of a $5,500,000 bond financing (see Financings below) for gross process of $2,700,000 which enabled the Company to begin expansion of the Chala Plant from 25 TPD capacity to 100 TPD capacity as well as provide working capital for mineral purchases and general operating purposes. During August 2014 and December 2014, the Company closed the second and third tranches, for gross proceeds of $1,400,000 and $1,400,000 respectively.

To oversee expansion the Company engaged an established Peruvian engineering firm to oversee the construction and plant expansion to 100 TPD capacity. Two new 50 TPD ball were installed and commissioned over that period and many other aspects of the plant were expanded and upgraded including the crushing and leaching systems, expansion of the camp, new scale and reception area, new lab and storage facilities, and expanded mineral stockpile area. By December 31, 2014 the construction was substantially complete. The Company conducted test milling and commissioning beginning November 2014, and with key operating parameters met management determined that at February 1, 2015 the Chala Plant had commenced commercial production.

Recent recovery highlights include:

- From early October 2014 through December 2, 2015 the Company recovered 157.0 ounces (4,865 grams) of gold, and 184 ounces (5,714 grams) of silver.
- From December 3, 2014 through January 7, 2015, the Company recovered 521.0 ounces (16,204 grams) of gold and 557.6 ounces (17,343 grams) of silver.
- From January 8, 2015 through February 18, 2015 the Company recovered 1,187.5 ounces (36,936 grams) of gold and 942.6 ounces (29,318 grams) of silver.

The Company focused on and expanded the mineral purchasing team to nine members in order to establish sufficient mill feed for the growing plant capacity. The mineral buying team is focused on establishing relationships and arranging mineral supply contracts with multiple legal miners providing mineral and mill feed with a gold grade target of 25 grams per tonne ("gpt") or greater. Over the last nine months, the Company has signed various multi-delivery letters of agreement ("LOA") to purchase mill feed for the Chala Plant. The Company's target is to have 1,500 tonnes per month under LOA's, or 50% of the total expected 3,000 tonnes per month to supply the expanded operating capacity. The balance of the mill feed is expected to come from ongoing spot purchases in the market.

As part of the formalization process the Chala Plant is currently in compliance and able to operate up to 100 TPD capacity. The Company has recently made significant progress on the various long-term licenses and permits required for the Chala Plant to operate at 100 TPD. The Company is also proceeding with the application of commercial permits to incrementally increase capacity up to 250 TPD. The Chala Plant currently sits on 21 hectares of land, and has ample room for plant expansion.

As at January 31, 2015, capitalized Chala Plant costs totaled $4,332,782 consisting of the USD$280,000 original purchase price and finder fee, USD$118,000 in sourcing and technical fees, and additional plant upgrade costs and capitalized pre-operating costs of $3,988,507 incurred during the test milling stage.

Inca One management believes that the Chala Plant will enable the Company to generate sufficient cash flows to achieve profitable operations and further expand its Peruvian operations.

The aforementioned technical information was reviewed on behalf of the Company by Phu Van Bui, P.Geo., a director and a Qualified Person as defined in NI 43-101.

The Corizona Project – Mineral Property Option

Pursuant to the underlying Mining Lease with Purchase Option Agreement ("Underlying Agreement") dated January 24, 2013, between Canadian Mining and the Peruvian owner of the mineral property, Sociedad Minera Corizona Limited Liability Lima ("SMRL"), Canadian Mining is entitled to conduct mining activity on, and holds an option to purchase, the Corizona Project until February 27, 2015.

During the nine months ended January 31, 2015 the Company determined that Canadian Mining was not adhering to the terms of the Underlying Agreement it held with SMRL and therefore the Company began to negotiate directly with SMRL to ensure the Company could continue to hold an interest in the Corizona Project. As of the date of this report a new agreement had not been finalized with SMRL. Therefore due to the uncertainty of successfully acquiring an option to purchase the Corizona property from SMRL, for accounting reasons a write-down of exploration and evaluation assets of $367,337 was recorded during the year ended April 30, 2014. A further $20,000 was recorded in the quarter ending January 31, 2015 to fully write-down the exploration and evaluation cost of the Corizona Project to $nil.

Effective February 28, 2015 the Company and Canadian Mining have no ongoing business relationships including the termination of the Joint Venture Agreement in 2014 (see below) and the expiry of the Company's option in the Corizona property on February 27, 2015.

On June 5, 2013, the Company committed to a three year renewable Joint Venture Agreement with Canadian Mining for purposes of further exploration, evaluation, development and operation of the Corizona Project. Pursuant to the terms of this agreement the joint venture was to be operated by Canadian Mining and the Company was to contribute all of the initial funding in exchange for an 80% share of the Corizona Project's net profits, if any. During calendar 2014 this agreement was terminated.

The Las Huaquillas Property

The Las Huaquillas Property is located in the Department of Cajamarca in northern Peru. It is easily accessible by road and is situated at a relatively low elevation of between 1,000 to 1,800 meters.

On March 25, 2011 and later amended on January 18, 2012, the Company entered into a definitive letter agreement (the "Agreement") with Rial Minera SAC ("Rial") and its shareholders (collectively the "Optionors") pursuant to which the Company was granted an option to acquire all of the issued and outstanding shares of Rial (the "Rial Shares"). Rial is a private Peruvian company that owns a 100% interest in the Las Huaquillas gold-copper project (the "Las Huaquillas Project"). Pursuant to the Agreement, the Company could acquire 100% of the Rial Shares, by paying an aggregate of USD$5,000,000 to the Optionors; issuing 8,000,000 common shares of the Company; and incurring exploration expenditures of USD$10,000,000 over a period of four years.

As at January 31, 2015, the Company had paid USD$375,000 and issued 325,000 shares for acquisition costs payable pursuant to the terms of the Agreement. As further consideration for the acquisition, the Company entered into a finder fees agreement dated July 31, 2011 and later amended by a letter agreement dated January 19, 2012, to pay finder fees of USD$282,500 and to issue 400,000 common shares of the Company over a period of four years. As at January 31, 2015, the Company had issued 16,250 shares and paid USD$35,625 in cash pursuant to the terms of this finder fees agreement. During the year ended April 30, 2013, Minera staked an additional 16,700 hectares of land surrounding the Las Huaquillas Project, increasing the total continuous claim holdings in the area to approximately 20,300 hectares.

After entering into the two agreements the Company expended considerable time and expense to obtain the requisite drilling permits for the Las Huaquillas Project and in June 2013, these drill permits were received. The Company then worked on locating a joint venture partner or formalizing an amended agreement with the Optionors, but was unable to achieve either goal. As a result Management terminated the option in December 2013.

For financial reporting purposes, due to the absence of sufficient verifiable information to support a recoverable value of the Las Huaquillas Project and drilling permits thereon, this value has been deemed to be zero. Accordingly a write-down of exploration and evaluation assets of $2,452,330 was recorded during the year ended April 30, 2014. As at April 30, 2014 the Company held both the permits or Environmental Impact

Statement ("DIA"), allowing for a drilling program to be conducted with respect to the Las Huaquillas Project. During June 2014, the DIA expired after its one year anniversary. The Company was unable to renew the DIA as previously in December 2013 the Company had terminated the underlying concession agreement.

Future Outlook

The Company is moving forward with its business plan to focus on gold-bearing mineral processing facilities in Peru and believes that the Chala Plant operations may provide the necessary cash flow to achieve profitability in calendar 2015. The Company intends to use the funds and net profits from mineral processing operations at the Chala Plant, and additional fundraising (see Subsequent Events and Financings below) to execute its business plan and expand mineral processing operations, so that it can continue to achieve its long-term objectives.

Summary of Quarterly Information

The following table sets out selected quarterly financial data from the Company's unaudited quarterly condensed interim consolidated financial statements. There were no significant revenues reported in any of the periods reflected below.

Quarter ended	Working capital (deficiency)	Deferred exploration / development expenditures	Total assets	Net loss	Long term liabilities	Basic loss per share
	$	$	$	$	$	$
31-Jan-15	677,365	-	6,739,337	(1,980,269)	5,162,576	(0.03)
31-Oct-14	843,171	-	4,771,034	(747,715)	4,393,324	(0.01)
31-Jul-14	1,501,008	-	3,889,948	(699,670)	3,082,066	(0.01)
30-Apr-14	170,974	-	2,546,062	(848,541)	626,349	(0.02)
31-Jan-14	(114,588)	57,392	1,887,745	(347,680)	613,944	(0.01)
31-Oct-13	(114,144)	100,990	1,329,135	(2,727,506)	455,168	(0.06)
31-Jul-13	(160,863)	109,185	3,189,915	(345,914)	-	(0.01)
30-Apr-13	597,060	153,836	3,396,270	(219,812)	-	(0.01)

The significant increase in net loss in the three months ended January 31, 2015 is due to the GRIT share impairment, increase in pre-commercial mineral processing operations, and higher administrative and financing costs as follows:

- Due to the persistence reduction in market price, management determined that the GRIT shares were impaired resulting in the Company recognizing a cumulative unrealized loss of $990,835 including $916,730 fair market adjustments included in prior period other comprehensive income.
- The Company incurred higher consulting, management, and professional fees as a result of the increased resources required to manage the expanding mineral processing operations.
- The Company incurred higher financing costs as a result of the additional bond financings received and the related increase in interest expense.

The significant increase in the three months ended October 31, 2013 is due to the $2,452,330 full impairment of Las Haquillas. Other than the items referred to above, the Company's quarterly net losses remained relatively consistent through the quarters.

The increase in long term liabilities over fiscal 2015 is primarily due to funding from the $5.5 million bond financing, net of transaction costs.

Results of Operations

Three months ended January 31, 2015 compared with the three months ended January 31, 2014

During the three months ended January 31, 2015 (the "current quarter"), the Company reported a net loss of $1,980,269 compared to a net loss of $347,680 during the three months ended January 31, 2014 (the "comparable prior quarter"), representing an increase in loss of $1,642,589 after normalizing for the $990,835 impairment of the GRIT shares. This increase in expense is detailed below:

Consulting and management fees in the current quarter increased by $149,535 to $259,005 compared to $109,470 in the comparable prior quarter. The increase was as a result of expansion of the management team and their fees including hiring the VP Operations and Development Peru.

Office, rent, and administration expenses in the current quarter increased by $45,519 to $69,105 compared to $23,586 in the comparable prior quarter. The increase was as a result of higher accounting and administration related expenses including additional staff in both the Peruvian and Canadian offices and the related increase in office requirements.

Professional fees in the current quarter increased by $51,305 to $105,657 compared to $54,352 in the comparable prior quarter due to increased accounting and legal services incurred as a result of an increasing number and complexity of transactions and contracts entered into from both financings and Chala Plant operations and expansion.

Transfer agent and shareholder information expense increased in the current quarter by $100,636 to $145,945 compared to $45,309 in the comparable prior quarter primarily due to the increased use of financing and investor relations expertise in both Canada and Europe.

Travel, advertising, and promotion expenses increased in the current quarter by $35,744 to $80,173 from $44,429 in the comparable prior quarter due to an increase in business and investor relations related travel.

Finance and other costs increased in the current quarter by $172,502 to $211,815 compared to $39,313 in the comparable prior quarter primarily due to interest on the bond financing which was not in place in the prior fiscal year.

Nine months ended January 31, 2015 compared with the nine months ended January 31, 2014

During the nine months ended January 31, 2015 (the "current period"), the Company reported a net loss of $3,427,654 compared to a net loss of $3,421,101 during the nine months ended January 31, 2014 (the "comparative period"), representing an insignificant increase in loss of $6,553. After adjusting for the $2,452,330 write-down of Las Huaquillas in the comparative period, and the $990,835 impairment of the GRIT shares in the current period, the remaining difference of $1,468,048 can be explained as follows:

Consulting and management fees in the current period increased by $267,918 to $438,613 compared to $170,695 in the comparative period. The increase was as a result of expansion of the management team and their fees including hiring the VP Operations and Development, Peru.

Office, rent, and administration expenses in the current period increased by $53,757 to $145,757 compared to $91,999 in the comparative period. The increase was as a result of higher accounting and administration related expenses including additional staff in both the Peruvian and Canadian offices and the related increase in office requirements.

Professional fees in the current period increased by $109,350 to $278,953 compared to $169,601 in the comparative period due to increased accounting and legal services incurred as a result of an increasing number and complexity of transactions and contracts entered into from both financings and Chala Plant operations and expansion.

During the current period, the Company recorded share-based payments of $350,172 compared to $105,658 during the comparative period. 2,550,000 stock options were granted during the nine months ended January 31, 2015 while 1,150,000 stock options were granted during the nine months ended January 31, 2014. There were differences in the black scholes assumptions resulting in higher cost per option issued in the current period.

Transfer agent and shareholder information expense increased in the current period by $178,884 to $383,806 compared to $204,992 in the comparative period primarily due to the increased use of financing and investor relations expertise in both Canada and Europe.

Travel, advertising, and promotion expenses increased in the current period by $53,351 to $198,497 from $145,146 in the comparative period, due to an increase in business and investor relations related travel.

Finance and other costs increased in the current period by $370,196 to $427,942 compared to $57,745 in the comparative period primarily due to of interest on the bond financing which were not in place in the prior fiscal year.

Liquidity and Capital Resources

As at January 31, 2015 the Company has financed its operations and met its capital requirements primarily through the debt financings including long-term debentures, convertible debentures, and promissory notes. During the nine months ended January 31, 2015 the Company produced in excess of 35 kg of gold which generated a total of $1,400,415 in sales. As at January 31, 2015, the Company had cash and cash equivalents of $435,747 representing an increase of $357,037 compared with cash and cash equivalents of $78,710 at April 30, 2014.

The Company reported working capital of $677,365 at January 31, 2015 as compared to working capital of $170,974 as at April 30, 2014, representing an increase in working capital of $506,391 primarily from the proceeds received from the bond financing, offset by the investment in the Chala Plant and its inventory, increased general, administrative, and finance expenditures, and a decrease in the fair value of marketable securities.

Marketable securities consist of 733,007 shares in Global Resources Investment Trust PLC ("GRIT) which were acquired on February 28, 2014 in exchange for the issue of 12,000,000 common shares in the Company. The fair value of the shares in GRIT at acquisition was determined based on a value of $0.11 per share for the 12,000,000 common shares issued by the Company. As of January 31, 2015 the GRIT shares were recorded at a fair value of $329,165 (April 30, 2014 – $847,448) based on the GRIT share trading price of CAD$0.449 (GBP £0.235). Management determined that the GRIT share were fully impaired as of January 31, 2015, representing a loss of $990,835 in net income. While the Company will seek to maximize the proceeds the ultimate sale of GRIT share there is no assurance as to the timing of disposition or the amount that will be realized.

During the nine months ended January 31, 2015 the Company continued the process of acquiring, refurbishing, and expanding the Chala Plant which resumed test milling in November 2014. The Company expects that a growing revenue stream will be generated from the Chala Plant operations. As of January 31, 2015 $1,400,415 has been generated received from the proceeds of gold sales during the pre-commercial production period.

Management intends to finance operating costs and plant expansion over the next year with its current working capital, funds recently raised subsequent to January 31, 2015 and gold sales net of related operation costs. Long term debt included the bond financing, convertible debentures, and promissory notes payable. The Company is not otherwise subject to any capital requirements imposed by a regulator.

Capital Expenditures

During the nine months ended January 31, 2015, the Company incurred costs of $nil (2014 – $150,823) with respect to its Corizona Project, $nil (2014 – $59,352) for Las Huaquillas exploration and evaluation expenditures, and $2,690,990 (2014 – $502,163) in property, plant and equipment expenditures, primarily for the expansion, and pre-commercial production / test milling operations of the Chala Plant.

Financings

Convertible Debentures

On May 23, 2014, the Company closed a convertible debenture financing for gross proceeds of $325,000. The debentures bear interest at a rate of 10% per annum, calculated and paid quarterly in arrears, 25% of which shall be convertible into shares during the first year of the debenture term. Also during the first year of the debenture term a maximum of 25% of the principal may, at the option of the holder, be converted into common shares of the Company at a price of $0.125 per common share. The debentures mature on May 23, 2019 and are redeemable by the Company at any time after May 23, 2017. They are secured by a security interest in all of the Company's present and after acquired property pursuant to a security agreement. Professional fees of $18,297 were incurred in connection with the debenture offering. On December 1, 2014, $81,250 of the convertible debentures were converted to 650,000 common shares of the Company.

On October 30, 2013 the Company closed $275,000 of convertible debentures, which had similar terms as the above noted debenture other than the fact that only 20% of the principal, at the option of the holder, be converted into common shares of the Company at a price of $0.10 per common share. On October 30, 2014, $55,000 of these convertible debentures were converted to 550,000 common shares of the Company.

Bond Financing

On June 3, 2014, the Company closed the first tranche of a bond financing for gross proceeds of $2,700,000. The first tranche bond bears interest at 10% per annum, calculated and payable quarterly in arrears commencing no later than December 3, 2014. The bond principal of $2,700,000 is repayable in increments of $170,454 on each of June 3, 2016, September 3, 2016, December 3, 2016 and March 3, 2017, with the remainder due June 3, 2017. In addition a finder fee of $216,000 and professional fees of $12,476 were paid in cash and 1,440,000 finder's warrants were issued in connection with the financing. The warrants are exercisable at $0.15 for 3 years

On August 29, 2014, the Company closed the second tranche of this financing after the gross proceeds of $1,400,000 were received. The second tranche bond bears interest at 10% per annum, calculated and payable quarterly in arrears commencing no later than February 19, 2015. In addition professional fees of $3,779 and finder's fees of $112,000 were paid in cash and 746,667 finder's warrants were issued in connection with the second tranche bond. The warrants are exercisable at $0.15 for 3 years, and $60,586 arising from the issue of these compensation warrants was charged against the bond amount payable and credited to warrant reserve.

On November 20, 2014, the Company received the third and final tranche gross proceeds of $1,400,000. The third tranche bond bears interest at 10% per annum, calculated and payable quarterly in arrears commencing no later than April 25, 2015. In addition professional fees of $1,439 and finder's fees of $112,000 were paid in cash and 746,667 finder's warrants were issued in connection with the third tranche bond. The warrants are exercisable at $0.15 for 3 years, and $71,398 arising from the issue of these compensation warrants was charged against the bond amount payable and credited to warrant reserve.

The bond is secured by a security interest in all of the Company's present and after acquired property pursuant to an underlying Security Agreement but ranks secondary to any prior ranking security held by holders of the promissory notes and debentures. Pursuant to the terms of the bond financing agreement the Company has granted the right of first refusal for future debt and equity financings subject to certain restrictions as outlined in those agreements.

In connection with the financing the Company and the purchaser have entered into a financing fee agreement whereby the Company will pay a financing fee equal to 3.5% of the net revenues from the Chala plant as defined by the agreement. All or a portion of the financing fee can be repurchased by the Company on either December 31, 2024 or December 31, 2029 in exchange for the cash payment of USD$1,500,000 or a corresponding pro-rata portion thereof and otherwise the fee will continue to be payable until December 31, 2034.

Share Issuances

On October 30, 2014, 550,000 common shares were issued pursuant to conversion of $55,000 of the convertible debentures, and on November 20, 2014, 650,000 common shares were issued pursuant to conversion of $81,250 of the convertible notes (see Note 10 and 12 of the January 31, 2015 Interim Financial Statements for more information).

During the nine months ended January 31, 2015, the following common shares were also issued:

- 175,000 common shares were issued for proceeds of $35,000 on the exercise of 175,000 warrants at $0.20 per share. Subsequent to period end the Company issued 786,000 common shares on the exercise of 786,000 warrants at $0.20 per share.

- 2,000,000 common shares were issued for proceeds of $290,350 on the exercise of 260,000 stock options at $0.125 per share, 210,000 stock options at $0.135 per share, and 1,530,000 stock options at $0.15 per share. Subsequent to period end the Company issued 300,000 common shares on the exercise of 100,000 stock options at $0.125 per share, and 200,000 stock options at $0.15 per share.

- 151,040 common shares were issued for services to a key Peruvian employee pursuant to his employment agreement. Subsequent to period end the Company issued 129,200 common shares for services as required under this agreement.

Subsequent Events

(a) Debenture Financing

Subsequent to January 1, 2015 the Company closed a non-brokered private placement of debentures (the "Debenture Financing") for gross proceeds of USD$1,600,000 including a USD$100,000 over-subscription. Pursuant to the closing of the Debenture Financing, as previously announced, the Company issued 64 units (the "Units"), with each Unit comprising one non-convertible debenture (the "Debentures") in the principal amount of USD$25,000, and 25,000 non-transferable warrants (the "Warrants"). Each Warrant will be exercisable into one common share of the Company at a price of CAD$0.25 until a date that is 12 months from the respective closing date of the Debenture Financing. The holders of the Debentures will be entitled to receive interest at the rate of 14% per annum, calculated and paid quarterly in arrears. The term of the Debentures is 12 months. A finder's fee of 8% of the gross proceeds of the Debenture Financing will be payable in cash by the Company to SC Strategy Consult AG (the "Finder"). The Company will also issue to the Finder that number of finder's warrants equal to 8% of the proceeds of the Debenture Financing, divided by the exercise price of CAD$0.25 (each a "Finder Warrant"). Each Finder Warrant will be exercisable into one common share of the Company at a price of CAD$0.25 until a date that is 18 months from the closing date of the Debenture Financing.

(b) Convertible Loan

Subsequent to January 31, 2015, the Company negotiated the terms of a convertible loan with a group of lenders led by Promerita Financial Corp. ("Promerita") for gross proceeds of USD$1,500,000 (the "Convertible Loan"). The Convertible Loan will bear interest at a rate of 15% per annum and will be drawn down in three tranches over the next three months of USD$600,000, USD$500,000, and USD$400,000, respectively, with the third tranche at the option of the Company. Each tranche of the Convertible Loan will have a 12-month term and will be subject to a 12-month renewal option, subject to certain conditions. Each will be secured by a pledge of the inventory and related assets of the Company's subsidiary, Chala One S.A.C. The Company will pay an arrangement fee of 5% of the proceeds of the Convertible Loan to Promerita for its role in arranging the Convertible Loan. In certain circumstances, up to 40% of the outstanding indebtedness under the Convertible Loan will be convertible into common shares of Inca One ("Common Shares") at the option of the Lenders at a conversion price of CAD$0.25. The conversion amount will be based on a fixed foreign exchange rate which will result in maximum of 2,987,800 Common Shares issuable upon conversion.

(c) Stock Options and Warrants

Subsequent to January 31, 2015, 1,086,000 common shares were issued on the exercise of 300,000 stock options and 786,000 warrants. Please see Note 12 (c) of the January 31, 2015 Interim Financial Statements for more detail.

(d) Share Based Payments

Subsequent to January 31, 2015, 129,200 common shares were issued for services to a key Peruvian employee as part of their employment agreement. Please see Note 12 (c) of the January 31, 2015 Interim Financial Statements for more detail.

Summary of Outstanding Share Data

As at the date of this MD&A, the Company had 68,186,714 common shares issued and the following options and warrants outstanding:

Stock Options:

Options	Exercise Price	Expiry Date	Vesting Provisions
#	$		#
150,000	0.25	February 9, 2017	Vested
250,000	0.15	October 5, 2017	Vested
470,000	0.15	October 30, 2017	Vested
325,000	0.15	May 30, 2018	Vested
200,000	0.15	October 31, 2018	Vested
1,100,000	0.15	June 4, 2019	Vested
450,000	0.15	August 29, 2019	Vested
75,000	0.22	September 23, 2020	Vested
10,000	0.50	May 13, 2021	Vested
595,000	0.43	July 11, 2021	Vested
3,625,000			

Warrants:

Number of Warrants	Exercise Price	Expiry Date
#	$	
9,164,800	0.20	April 5, 2016
1,600,000	0.25	March 18, 2016
653,875	0.25	August 18, 2016
1,440,000	0.15	May 20, 2017
746,667	0.15	August 29, 2017
746,667	0.15	November 20, 2017
14,352,009		

Transactions with Related Parties

(a) Related Party Transactions

The Company's related parties consist of the Company's directors, officers, former officer and companies associated with these individuals including the following:

- EKelly Investments Ltd., a company owned by Edward Kelly, the Company's President (also a director).
- Invictus Accounting Group LLP, a company controlled by Oliver Foeste, the Company's CFO effective September 1, 2014 (also a director).
- Rapid Time Networks Inc., a company owned by both George Moen, the Company's Chief Operating Officer and Mark Wright, the Company`s VP Operations & New Projects.
- Sisyphus Ventures Limited, a company owned by Mark Wright, the Company`s VP Operations & New Projects.
- Malaspina Consultants Inc., a company owned by Robert McMorran, a director, and in which Sharon Muzzin, the Company's previous CFO (until August 31, 2014) is an associate.
- McCullough O'Connor Irwin LLP, a company in which James Harris, the Company's Corporate Secretary, was counsel through December 2014.

The following expenditures were charged by related parties for the three and nine months ended January 31, 2015 and 2014:

	Three months ended January 31, 2015	Three months ended January 31, 2014	Nine months ended January 31, 2015	Nine months ended January 31, 2014
	$	$	$	$
Accounting fees (1)	15,944	30,683	74,954	59,379
Consulting and management fees (2)	169,035	34,000	278,109	58,000
Director fees (3)	36,000	-	36,000	-
Finance costs (4)	19,080	8,583	36,943	8,583
Legal fees (5)	-	19,958	50,472	28,845
	240,059	93,224	476,478	154,807

(1) Fees include amounts paid for accounting, paralegal and CFO services paid to Invictus Accounting Group LLP and Malaspina Consultants Inc.
(2) The amount includes consulting and management fees paid to EKelly Investments Ltd., Invictus Accounting Group Inc., Rapid Time Networks Inc., and Sisyphus Ventures Limited.
(3) The amount includes fees paid to directors of the Company.
(4) The amount includes interest incurred on promissory notes and convertible debentures.
(5) The amount includes legal fees paid to McCullough O'Connor Irwin LLP.

(b) Compensation of Key Management Personnel

The Company's key management personnel has authority and responsibility for planning, directing and controlling the activities of the Company and includes the Directors, President, CFO, and COO. Compensation in respect of services provided by key management consists of consulting and management fees paid to companies controlled by the President, CFO, and COO, accounting fees paid to companies controlled by a director or the CFO, and by the issue of options.

	Three months ended January 31, 2015	Three months ended January 31, 2014	Nine months ended January 31, 2015	Nine months ended January 31, 2014
	$	$	$	$
Management, accounting and CFO fees	210,979	64,683	379,063	117,379
Share-based payments	-	-	209,962	32,367
	210,979	64,683	589,025	149,746

There was no other compensation paid or payable to key management for employee services.

(c) Related Party Balances

All related party balances payable, including for business expense reimbursements, advances to the Company, annual bonuses as approved by the board of directors, and for services rendered as at January 31, 2015 are non-interest bearing and payable on demand and are comprised of $141,473 (April 30, 2014 – $101,526) payable to the President or company controlled by the President, 82,670 (April 30, 2014 –

$nil) payable to the CFO or a company controlled by the CFO, $169,609 (April 30, 2014 – $70,111) payable to the COO or company controlled by the COO, $44,138 (April 30, 2014 – $nil) payable to the VP Operations & New Projects or a company controlled by the VP Operations & New Projects, and $67,255 (April 30, 2014 – $57,739) payable to a company controlled by a director.

Commitments

The Company has a consulting agreement with a company controlled by the President of the Company whereby it has committed to pay fixed monthly management fees of $10,000, and whereby additional fees may be payable if certain conditions exist upon eventual termination of the contract.

Financial Instruments

As at January 31, 2015, the Company's financial instruments consist of cash and cash equivalents, other receivables, marketable securities, accounts payable and accrued liabilities, promissory notes payable, and bond payable. Cash and cash equivalents and other receivables are designated as loans and receivables, which are measured at amortized cost. Marketable securities are designated as available-for-sale, which are measured at fair value through other comprehensive income or loss. Accounts payable and accrued liabilities, promissory notes payable, and bond payable are designated as other financial liabilities, which are measured at amortized cost.

Cash and cash equivalents are held as cash deposits or investments in guaranteed investment certificates ("GICS") at banks within Canada. The GICs when held are immediately redeemable and their fixed terms do not exceed one year. The Company also holds cash at respected Peruvian banks. The Company does not invest in asset-backed commercial paper and does not expect any credit losses.

A portion of the Company's financial assets and liabilities is denominated in foreign currencies giving rise to risks from changes in foreign exchange rates. The Company holds cash in Canadian, United States and Peruvian currencies as required by forecasted expenditures. The Company's main risk is associated with the fluctuations in the US dollar and the Peruvian New Sol ("Sol"). The Company has determined that an effect of a 10% increase or decrease in the US dollar and Sol against the Canadian dollar as at January 31, 2015 would result in an insignificant change to the comprehensive loss for the three and nine months ended January 31, 2015. At January 31, 2015, the Company had no hedging agreements in place with respect to foreign exchange rates.

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they come due. The Company's approach to managing liquidity is to ensure, as best as possible, that it will have sufficient cash to meet its liabilities when due, under both normal and stressed conditions.

The Company has $5,991,428 of short and long term debt as well with annual interest rates ranging from 10% to 20% and varying maturity and principal and interest payment dates. Management believes that as at January 31, 2015 the Company is exposed to significant credit and interest risks arising from these financial instruments.

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet arrangements.

Critical Accounting Policies and Estimates

The preparation of the Company's consolidated financial statements requires management to make certain critical accounting estimates and to exercise judgment that affect the accounting policies and the reported amounts of assets, liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. The areas involving a higher degree of judgment or complexity where assumptions and estimates are significant to the consolidated financial statements include the going concern assumption, the economic recoverability and probability of future economic benefits of exploration and evaluation assets, exploration and evaluation assets title, the commencement of commercial production, the functional currency, the valuation of marketable securities, convertible debentures and share-based compensation, decommissioning liabilities, and deferred taxes. A more in depth description of these areas is provided in the accompanying consolidated financial statements.

Risks and Uncertainties

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks.

Operational risks include: the Company may not be able to find and develop resources economically, the Company cannot guarantee title to its properties, the Company may have difficulty in marketing production and services, the Company must manage changing governmental laws and regulations, the Company may have difficulty in hiring and retaining skilled employees and contractors, environmental hazards (including discharge of pollutants or hazardous chemicals), industrial accidents and occupational and health hazards, mechanical failures, the unavailability of materials and equipment, pit slope failures, unusual or unexpected rock formations, poor or unexpected geological or metallurgical conditions, poor or inadequate ventilation, failure of mine communication systems, poor water condition, interruptions to gas and electricity supplies, human error and adverse weather conditions, there is no assurance that the Company will acquire additional mineral properties and any acquisitions may expose the Company to new risks, and the mining industry is intensely competitive for the acquisition of new properties, access to capital and hiring of skilled personnel. The Company continuously monitors and responds to changes in these factors and seeks to adhere to all regulations governing its operations.

Financial risks include commodity prices, interest rates and fluctuating foreign exchange rates, all of which are beyond the Company's control. Additional financial risks are the Company's ability to raise capital to continue funding its operations.

Regulatory risks include the possible delays in getting regulatory approval to, and permits for, the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings, the introduction of ever more complex reporting requirements the cost of which the Company must meet in order to maintain its exchange listing.

Cautionary Note Regarding Forward-Looking Information

This MD&A contains forward-looking statements. All statements, other than statements of historical fact, constitute "forward-looking statements" and include any information that addresses activities, events or developments that the Company believes, expects or anticipates will or may occur in the future including the Company's strategy, plans or future financial or operating performance and other statements that express management's expectations or estimates of future performance.

Forward-looking statements are generally identifiable by the use of the words "may", "will", "should", "continue", "expect", "anticipate", "estimate", "believe", "intend", "plan" or "project" or the negative of these words or other variations on these words or comparable terminology. All such forward-looking information and statements are based on certain assumptions and analyses made by the Company's management in light of their experience and perception of historical trends, current conditions and expected future developments, as well as other factors management believes are appropriate in the circumstances. These statements, however, are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed, implied by or projected in the forward-looking information or statements. Important factors that could cause actual results to differ from these forward-looking statements include but are not limited to: risks related to the exploration and potential development of the Company's projects, risks related to international operations, the actual results of current exploration activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, future prices of minerals, as well as those factors discussed in the sections relating to risk factors of the Company set out in this MD&A.

There can be no assurance that any forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, the reader should not place any undue reliance on forward-looking information or statements. Except as required by law, the Company does not intend to revise or update these forward-looking statements after their date of issue, or to revise them to reflect the occurrence of future unanticipated events.

Disclosure Controls and Procedures

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited condensed interim consolidated financial statements and this accompanying MD&A for the three and nine months ended January 31, 2015 (together the "Interim Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Interim Filings on SEDAR at www.sedar.com.

Additional Disclosures for Venture Issuers without Significant Revenue

As the Company has not had significant revenue from operations in any of its last three financial periods, the following is a breakdown of the material costs incurred during the three and nine months ended January 31, 2015 and 2014:

	Three months ended January 31,		Nine months ended January 31,	
	2015	2014	2015	2014
	$	$	$	$
Deferred exploration expenditures	-	57,392	-	267,567
Inventory expenditures	1,071,311	342,539	1,097,854	416,886
Administrative expense	687,775	305,973	1,904,829	909,681

The capital expenditures incurred to acquire and refurbish the Chala Plant have also been identified previously in this document. Operating expenses are provided by category of major expense items in the Condensed Interim Consolidated Statements of Loss and Comprehensive Loss included in the January 31, 2015 Interim Financial Statements. Additional disclosures pertaining to the Company's news releases and other information are available on the SEDAR website at www.sedar.com.