



British Columbia Securities Commission

Partial Revocation Order

New Inca Gold Ltd.

Section 171 of the *Securities Act*, R.S.B.C. 1996, c. 418

- ¶ 1 On February 25, 2002 the Executive Director ordered under section 164(1) of the *Securities Act*, R.S.B.C. 1996, c. 418 (the Order) that all trading in the securities of New Inca Gold Ltd. (New Inca) cease until it files the required records referred to in the Order.
- ¶ 2 New Inca has filed an application with the Executive Director to partially revoke the Order to allow New Inca to issue up to C\$400,000 of convertible debentures in order to complete a private placement.
- ¶ 3 New Inca has made the following representations:
1. New Inca was incorporated on October 7, 1996 under the laws of Bermuda and is engaged in the acquisition, exploration and development of mineral properties.
 2. New Inca is a reporting issuer in British Columbia, Alberta and Ontario.
 3. The Executive Director issued the Order because New Inca failed to file its annual financial statements for the year ended September 30, 2001. New Inca has since filed all of the required records referred to in the Order and has made all subsequent continuous disclosure filings required by securities legislation.
 4. New Inca has applied to the Executive Director for revocation of its Order. New Inca's application to partially revoke the Order is a component of the application for revocation of its Order.
 5. New Inca is also subject to a cease trade order issued by the Alberta Securities Commission (ASC) dated March 15, 2002 and by the Ontario Securities Commission (OSC) dated March 6, 2002. The OSC has revoked its cease trade order and New Inca has also applied to the ASC for revocation of its cease trade order.



6. The authorized capital of New Inca consists of 98,810,000 common shares of which 10,509,750 are issued and outstanding as of September 17, 2003.
 7. New Inca's common shares are listed for trading on the TSX Venture Exchange and continue to be subject to the Order.
 8. New Inca has agreed with unrelated parties to issue C\$400,000 of convertible debentures. The debentures will be convertible into common shares at the option of the holder at price equal to the greater of (a) the weighted average trading price for the period of 10 trading days immediately following reinstatement of trading and (b) \$0.10. As such, a maximum of 4,000,000 common shares will issuable under the terms of the debentures and will be subject to the Order.
 9. The funds raised on the issue of up to C\$400,000 of convertible debentures will be used to ensure that New Inca will be solvent when trading of its securities resumes and has sufficient working capital for the foreseeable future.
- ¶ 4 The Executive Director is satisfied that the following order is not prejudicial to the public interest.
- ¶ 5 Under section 171 of the Act, the Executive Director partially revokes the Order to permit New Inca to issue up to C\$400,000 of convertible debentures that are convertible into a maximum of 4,000,000 common shares under the terms of the debentures.
- ¶ 6 September 17, 2003

Angela Huxham
Director, Corporate Finance