

# LINCOLN MINERALS LIMITED

ACN 050 117 023

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## NOTICE OF ANNUAL GENERAL MEETING

### EXPLANATORY NOTES

### PROXY FORM

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**Date of Meeting**

28 November 2017

**Time of Meeting**

10:30 am (Adelaide time)

**Place of Meeting**

Grant Thornton  
Level 3, 170 Frome Street  
Adelaide, South Australia

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on 03 9600 0782.

**NOTICE OF 2017 ANNUAL GENERAL MEETING**

Members should refer to the accompanying Explanatory Notes for further information concerning agenda items set out below.

**ORDINARY BUSINESS**

**Financial Report**

To receive and consider the Company's Financial Report including the Directors' Declaration for the year ended 30 June 2017 and the accompanying Directors' Report and Auditor's Report. Members who have elected to receive a copy of the Company's Financial Report will find a copy of it enclosed with this Notice.

**Resolution 1 - Adoption of Remuneration Report**

To consider and, if thought fit, to pass with or without amendment, the following Resolution as a non-binding Ordinary Resolution:

*"That the Remuneration Report that forms part of the annual financial report of the Company for the year ended 30 June 2017 be adopted for the purpose of section 250R(2) of the Corporations Act."*

Note: Section 250R(3) of the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

**Resolution 2 - Re-election of Mr Eddie Pang as a Director of the Company**

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*"That Mr Eddie Pang, having retired automatically as a Director in accordance with ASX Listing Rule 14.5 and the Constitution of the Company, being eligible, and having offered himself for re-election, is re-elected as a Director of the Company."*

**SPECIAL BUSINESS**

**Resolution 3 - Share Placement Facility**

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the approval to issue up to 300,000,000 Shares within 3 months of the date of this Annual General Meeting as set out in the Notice of Meeting and Explanatory Notes."*

**Resolution 4 - Approval for 10% Additional Placement Capacity**

To consider and, if thought fit, pass the following Resolution as a Special Resolution:

*"That, for the purpose of ASX Listing Rule 7.1A, approval is given for the Company to have the additional capacity to issue Equity Securities totalling up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Notes."*

## **Voting exclusions and prohibitions**

### **Voting prohibition statement in relation to Resolution 1**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- b) the voter is the Chair and the appointment of the Chair as proxy:
  - i) does not specify the way the proxy is to vote on this Resolution; and
  - ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### **Voting exclusion in relation to Resolution 3**

The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities and any of their associates, if the Resolution is passed. However, the Company will not disregard any votes on this Resolution if it is cast by:

- (a) a person as proxy for a person who is entitled to vote (in accordance with the directions on the Proxy Form); or
- (b) the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

### **Voting exclusion in relation to Resolution 4 (10% Additional Placement Capacity)**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Special Resolution by any person who may participate in the proposed issue and any person who might obtain a benefit (except a benefit solely in the capacity of a holder of Shares) and any associate of such person, if the Resolution is passed. However, the Company need not disregard a vote if:

- a) it is cast by that person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board

Jaroslav (Jarek) Kopias  
Company Secretary  
Melbourne, 23 October 2017

## **IMPORTANT INFORMATION**

### **TIME AND PLACE OF MEETING**

Notice is hereby given that the Annual General Meeting of Shareholders of Lincoln Minerals Ltd ("Company") will be held at the offices of the Grant Thornton at Level 3, 170 Frome Street, Adelaide, South Australia on Tuesday 28 November 2017 at 10:30 am (Adelaide time).

Members should refer to the accompanying Explanatory Notes for further information concerning agenda items set out below.

Members are encouraged to exercise their right to fully participate in the Meeting by asking questions on any matters of interest or concern with the Company's operations, irrespective of whether those matters are the subject of an agenda item.

### **EXPLANATORY NOTES**

The Explanatory Notes accompanying this Notice of Meeting are incorporated in, comprises part of and should be read in conjunction with this Notice of Meeting.

Members are specifically referred to the Glossary in the Explanatory Notes which contains definitions of capitalised terms used both in this Notice of Meeting and the Explanatory Notes.

### **IMPORTANT INFORMATION CONCERNING PROXY VOTES ON RESOLUTION 1**

The Corporations Act places certain restrictions on the ability of Key Management Personnel and their closely related parties to vote on the Resolutions connected directly or indirectly with the remuneration of the Key Management Personnel.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Company's Chairman as their proxy (including an appointment by default) are encouraged to direct the Chairman as to how to vote on all Resolutions.

If the Chairman of the Meeting is appointed, or taken to be appointed, as your proxy, you can direct the Chairman to vote for, against or abstain from voting on Resolution 1 by marking the box opposite the respective Resolution on the Proxy Form. You should direct the Chairman how to vote on this Resolution.

However, if the Chairman of the Meeting is your proxy and you do not direct the Chairman how to vote in respect of Resolution 1 on the Proxy Form, you will be deemed to have directed and expressly authorised the Chairman to vote your proxy in favour of the relevant Resolution(s). This express authorisation acknowledged that the Chairman may vote your proxy even if:

- (a) Resolution 1 is connected directly or indirectly with the remuneration of a member or members of the Key Management Personnel for the Company; and
- (b) the Chairman has an interest in the outcome of Resolution 1 and that votes cast by the Chairman for this Resolution, other than as authorised proxy holder, will be disregarded because of that interest.

### **PROXIES AND CORPORATE REPRESENTATIVES**

A Member who is entitled to vote at this Meeting may appoint a proxy who need not be a Member of the Company. For the convenience of Members a Proxy Form is enclosed. A Member who is entitled to cast more than one vote may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

In order to be valid the Proxy Form must be received by the Company at the address or facsimile number specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Annual General Meeting (i.e., by no later than 10:30am Adelaide time on Sunday 26 November 2017):

Lincoln Minerals Limited  
c/- Computershare Investor Services Pty Ltd  
GPO Box 242  
MELBOURNE, VIC 3001  
or facsimile: +61 3 9473 2555 or 1800 783 447

For Intermediary Online subscribers only (custodians), cast the Shareholder's vote online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com).

A Member who is a body corporate may appoint an individual as a representative to exercise all or any of the rights and privileges the body corporate may exercise at the Annual General Meeting pursuant to section 250D of the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the Meeting.

#### **DETERMINATION OF ENTITLEMENT TO ATTEND AND VOTE**

For the purpose of the Corporations Act, the Company has determined that all Shares of the Company that are quoted Shares at 10:30am Adelaide time on Sunday 26 November 2017 will be taken, for the purpose of the Annual General Meeting, to be held by the persons who held them at that time. Only those persons will be entitled to vote at the Annual General Meeting on 28 November 2017.

#### **QUESTIONS AND COMMENTS BY MEMBERS**

In accordance with the Corporations Act, the Chairman of the Annual General Meeting will allow a reasonable opportunity for Members at the Meeting to ask questions about, or make comments on, the management of the Company.

Similarly, the Chairman will allow a reasonable opportunity for Members at the Meeting to ask questions of a representative of the Company's Auditor, Grant Thornton, relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit.

Pursuant to the Corporations Act, Members may submit written questions to the Company's Auditor relevant to the content of the Auditor's report or the conduct of the audit of the annual financial report. If a Member wishes to submit such a question, please submit it to the Company no later than 5.00pm Melbourne time on 21 November 2017.

The Chairman of the Annual General Meeting will allow a reasonable opportunity at the Annual General Meeting for a representative of the Company's Auditor to answer any written questions submitted in accordance with the above procedure. If the Company's Auditor has prepared written answers to written questions, the Chairman may allow these to be tabled at the Meeting and such written answers will be available to Members as soon as practicable after the Meeting.

## ANNUAL GENERAL MEETING - EXPLANATORY NOTES

### Introduction

The Explanatory Notes accompanying this Notice of Annual General Meeting are incorporated in and comprise part of this Notice of Annual General Meeting, and should be read in conjunction with this Notice of Annual General Meeting.

These Explanatory Notes set out information in connection with the business to be considered at the Annual General Meeting of Shareholders of Lincoln Minerals Ltd ("Company") which will be held at the offices of the Company at the offices of the Grant Thornton at Level 3, 170 Frome Street, Adelaide, South Australia on Tuesday 28 November 2017 at 10:30 am (Adelaide time) ("AGM").

These Explanatory Notes should be read in conjunction with the accompanying Notice of Meeting and is a brief explanation of Resolutions 1 to 4. Resolutions 1 to 3 are Ordinary Resolutions whereas Resolution 4 is a Special Resolution. They are all separate Resolutions and in no way dependent on each other.

Terms defined in the Notice of Annual General Meeting have the same meaning in these Explanatory Notes.

The Directors recommend members read these Explanatory Notes in full before making any decision in relation to the Resolutions to be considered at the AGM.

### Resolution 1: Remuneration Report

The Remuneration Report is set out in the Directors' Report within the 2017 Annual Report that is available on the Company's website at <http://www.lincolnminerals.com.au/asxreports.php>. The Remuneration Report sets out the Company's remuneration arrangements for Directors, including the Managing Director, and the Company's Key Management Personnel.

Pursuant to section 250R (2) of the Corporations Act, a Resolution that the Remuneration Report be adopted must be put to the vote at the Company's Annual General Meeting. The vote on the proposed Resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Under changes to the Corporations Act, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, then Members will be required to vote at the second of those AGMs on a Resolution ("Spill Resolution") that another meeting be held within 90 days at which all of the Company's Directors (except the Managing Director) must stand for re-election.

At the 2016 AGM, the Company's remuneration report for the financial year ended 30 June 2016 did not receive a "no" vote of 25 per cent or more, having been passed with more than 82% of the votes cast being cast in favour of the adoption of the remuneration report.

The Chairman of the Annual General Meeting will allow a reasonable opportunity for Members to ask questions about, or make comments on, the Remuneration Report.

The Directors believe that the Company's remuneration policies and structures are appropriate relative to the size of the Company and its business.

**Board Recommendation:** The Board, while noting that each Director has a personal interest in their own remuneration from the Company, recommends that Members vote in favour of Resolution 1.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the Remuneration Report.

### Proxy restrictions

If you elect to appoint a member of the Key Management Personnel or a Closely Related Party as a proxy, **then you must direct the proxy how they are to vote.** Undirected proxies granted to these persons will not be included in any vote on Resolution 1.

If you elect to appoint the Chairman of the Meeting as your proxy, you do not need to direct the Chairman how you wish him to exercise your vote on Resolution 1. However if you do not direct the Chairman how to vote, the proxy appointment expressly authorises the Chairman to exercise your proxy in accordance with Chairman's stated intention above to vote all undirected proxies in favour of Resolution 1, even though Resolution 1 is connected directly or indirectly with the remuneration of Key Management Personnel.

If your proxy is not a member of the Key Management Personnel or a Closely Related Party, then you do not need to direct your proxy how to vote.

## Resolution 2: Re-election of Mr Eddie Pang as a Director of the Company

### General

In accordance with the Company's constitution and ASX Listing Rule 14.5, one third of the directors shall retire from office by rotation at each annual general meeting and no director may hold office for more than 3 years. A retiring director is eligible for re-election.

Accordingly Mr Eddie Pang retires automatically as a Director of the Company and being eligible, offers himself for re-election. Brief biographical details of Mr Pang follow:

### Mr Eddie Pang (Non-executive Director)

Mr Pang has a first-class Bachelor of Science with Honours degree in Chemistry. He operates a trading business based in Shanghai supplying the Chinese market with Australian wine and dairy products, along with marketing and export of Chinese pharmaceutical products and chemicals to the United Arab Emirates, Lebanon, Iraq and Canada. Mr Pang has a number of private business interests in Australia, including vineyards and timber plantations. Mr Pang's extensive network of business associates in China (both national and private) and the Middle East will be an invaluable asset for Lincoln in its future capital raising and product marketing.

Mr Pang has been a Director of the Company since 1 December 2013 and the Board considers Mr Pang to be an independent Director.

**Board Recommendation:** The Directors (other than Mr Pang) recommend that Shareholders vote in favour of Resolution 2.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the re-election of Mr Pang.

## Resolution 3: Share Placement Facility

The Company seeks Shareholder approval, for the purposes of Listing Rule 7.1, for a Share placement facility to allow the issue of up to a maximum 300,000,000 new Shares on the terms described in this Resolution 3.

The Company seeks to have the flexibility to issue Shares and to allow this number of Shares not to be included in the 15% calculation under ASX Listing Rule 7.1. This will enable the Company to have the flexibility to issue Shares during the 3 months after the Annual General Meeting without the requirement to obtain prior Shareholder approval.

The Shares will be issued at a minimum price that is at least 80% of the volume weighted average market price for securities in that class. The average will be calculated over the last 5 days on which sales in the securities were recorded before the day on which the issue will be made, or, if there is a prospectus relating to the issue, over the 5 days on which sales of Shares are recorded before the date of the prospectus.

The names of the proposed allottees are not known and the quantity of the Shares to be issued to each allottee is not known. The Company intends (but without limitation) that the Shares will be issued to qualified clients of member firms of ASX or sophisticated or professional investors, at the discretion of the Board.

The funds raised will be used to further the Company's graphite projects, particularly a definitive or bankable feasibility study combined with detailed engineering design and development of the Kookaburra Gully Graphite Project. Funds would also be used for ongoing exploration for graphite, iron and base metals at Gum Flat on southern Eyre Peninsula, manganese, iron, silver and base metals at Uno and Eurilla on northern Eyre Peninsula, copper at Minbrie, and magnetite at Nantuma near Warrambo on central Eyre Peninsula, acquisition of new projects and for working capital purposes.

The securities will rank equally in all respects with all other Shares on issue as at the date of their issue.

The allotment will occur between the date of this Annual General Meeting and 28 February 2018 – being 3 months after approval. The allotment may occur at one time or progressively as best assessed by the Company. No Shares approved under this Resolution 3 will be issued after 28 February 2018 or such later date permitted by any ASX waiver or modification of the Listing Rules.

If Shareholders approve this Resolution 3, then the Company will have the flexibility to issue more securities during the 3 month period after the Annual General Meeting if an opportunity arises which the Board believes is in the best interests of the Company. For the purpose of Listing Rule 7.1, the issue of these Shares would not make up part of the 15% limit and would enable that proportion of the 15% limit to be used for a future issue of equity securities.

**Board Recommendation:** The Directors recommend that Shareholders vote in favour of Resolution 3.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the Share Placement Facility.

## SPECIAL RESOLUTION

### Resolution 4: Approval for 10% Additional Placement Capacity

#### Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued Share capital through placements over a 12 month period after the Annual General Meeting at which approval of the issue is obtained (**10% Placement Facility**). This 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1 and allows the Company to issue up to 25% of its issued capital in total.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity at the date of this Notice of Meeting and must remain compliant with the requirements of Listing Rule 7.1A at the date of the Meeting to be able to utilise the additional capacity to issue Equity Securities under that Listing Rule.

The Company is now seeking Shareholder approval by way of a Special Resolution which requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

#### Number of Shares

The formula for calculating the maximum amount of securities to be issued under the 10% Placement Facility is calculated as follows:

$$(A \times D) - E$$

**A** is the number of Shares on issue 12 months before the date of issue:

- plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid ordinary Shares that became fully paid in the 12 months;
- plus the number of Shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4 (excluding an issue of Shares under the Company's 15% placement capacity without Shareholder approval);
- less the number Shares cancelled in the 12 months.

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under this Listing Rule 7.1A.2 in the 12 months before the date of the issue and not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

The ability to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

A number of scenarios showing potential issues under Listing Rule 7.1A are detailed in **Table 1**.

#### Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Additional Placement Capacity as follows:

##### 1. Minimum issue price

For the purpose of Listing Rule 7.1A.3, the issue price of Shares under this 10% Additional Placement Capacity will be no less than 75% of the VWAP for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- i) the date on which the price at which the securities are to be issued is agreed; or
- ii) if the securities are not issued within 5 trading days of the date in paragraph i), the date on which the securities are issued.

##### 2. Risk of economic and voting dilution

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Additional Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in **Table 1** below (in the case of unlisted options, only if the unlisted options are exercised).

There is a risk that:

- i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting in which the approval under rule 7.1A is given; and

- ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

**Table 1** also shows:

- i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future meeting of Shareholders; and
- ii) two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

**TABLE 1**

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.0205 50% decrease in issue price	\$0.041 Issue Price	\$0.082 100% increase in issue price
Current Variable A	10% voting dilution	46,048,368 Shares	46,048,368 Shares	46,048,368 Shares
460,483,686 Shares	Funds raised	\$944,000	\$1,888,000	\$3,776,000
<b>50% increase in current Variable A</b>	10% voting dilution	69,072,552 Shares	69,072,552 Shares	69,072,552 Shares
690,725,529 Shares	Funds raised	\$1,416,000	\$2,832,000	\$5,664,000
<b>100% increase in current Variable A</b>	10% voting dilution	92,096,737 Shares	92,096,737 Shares	92,096,737 Shares
920,967,372 Shares	Funds raised	\$1,888,000	\$3,776,000	\$7,552,000

**Table 1** has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Additional Placement Capacity.
- No unlisted options (including any unlisted options issued under the 10% Additional Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- **Table 1** does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Additional Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- **Table 1** shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The funds raised have been rounded to the nearest thousand dollars.
- The issue of Equity Securities under the 10% Additional Placement Capacity consists only of Shares. If the issue of Equity Securities includes listed options, it is assumed that those listed options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The issue price is based on the average share price of the Company, based on the closing market price, over the previous 12 month period ending on 21 September 2017 – the date prior to this notice.

### 3. Timing

The date by which the Equity Securities may be issued is the earlier of:

- i) 12 months after the date of this Annual General Meeting; and
- ii) the date of approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

The approval will cease to be valid in the event that holders of the Company's Shares approve a transaction under ASX Listing Rule 11.1.2 or ASX Listing Rule 11.2.

#### 4. Purposes for which Equity Securities may be issued

The Company may seek to issue the Equity Securities for the following purposes:

- i) Non-cash consideration for the acquisition new resources, assets or investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- ii) Cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued exploration or development expenditure on the Company's current assets and/or general working capital.

The Company will comply with disclosure obligations under Listing Rule 7.1A.4 and 3.10.5A upon issue of any Equity Securities under the 10% Additional Placement Capacity.

#### 5. Allocation policy

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Additional Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to, but not limited to, the following factors:

- i) The purpose of the issue;
- ii) the methods of raising funds that are available to the Company, but not limited to, rights issues or other issues in which existing security holders can participate;
- iii) the effect of the issue in the Equity Securities on control of the Company;
- iv) the financial situation and solvency of the Company;
- v) prevailing market conditions; and
- vi) advice from corporate, financial and broking advisors (if applicable).

The allottees under the 10% Additional Placement Capacity have not been determined as at the date of this Notice, but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

#### 6. Previously obtained approval under rule 7.1A

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at the 2015 AGM on 8 November 2016.

**Table 2** shows the total number of Equity Securities issued in the 12 months preceding the date of the Meeting and the percentage those issue represent of the total Equity Securities on issue at the commencement of that 12 month period.

**TABLE 2**

Equity Securities issued in the prior 12 month period	92,096,737 ordinary Shares
Percentage previous issues represent of total number of Equity Securities on issue at commencement of the 12 month period	25%

The Company provides the details of all issues of Equity Securities by the Company during the 12 months preceding the date of the Meeting in **Table 3** as required under Listing Rule 7.3A.6(b):

**TABLE 3**

Date of Appendix 3B, number and class of Equity Securities and summary of key terms	Names of persons who received securities or basis on which those persons was determined	Issue Price of Equity Securities and discount to market price <sup>1</sup> on the trading day prior to issue	If issued for cash – the total consideration, the amount of cash that has been spent, what it was spent on and the intended use of the remaining funds.  If issued for non-cash – a description of the consideration and the current value of the consideration.
14 Dec 2016 61,362,211 Shares <sup>2</sup>	Participants in the Company's rights issue. No related party participation other than rights issue entitlement.	3.2 cents per Share. Discount of approx. 6% to the market price of 8 Dec 2016.	\$1,936,591 cash raised and expended entirely on: <ul style="list-style-type: none"> <li>- completion of detailed mine planning, a Program for Environment Protection and Rehabilitation (PEPR) and Government approvals for the Kookaburra Gully graphite project on South Australia's Eyre Peninsula, Water well drilling and bulk sample trenching at the Kookaburra Gully graphite deposit;</li> <li>- pilot plant testing of the Company's Kookaburra</li> </ul>

Date of Appendix 3B, number and class of Equity Securities and summary of key terms	Names of persons who received securities or basis on which those persons was determined	Issue Price of Equity Securities and discount to market price <sup>1</sup> on the trading day prior to issue	If issued for cash – the total consideration, the amount of cash that has been spent, what it was spent on and the intended use of the remaining funds.  If issued for non-cash – a description of the consideration and the current value of the consideration.
			<p>Gully graphite deposit;</p> <ul style="list-style-type: none"> <li>- detailed design and engineering of a graphite processing plant for the Kookaburra Gully graphite project;</li> <li>- establishing international markets and customers for graphite products from Kookaburra Gully;</li> <li>- reconnaissance and resource definition drilling of the Kookaburra Gully Extended graphite exploration targets;</li> <li>- ongoing exploration for graphite in the Uley-Gum Flat area on southern Eyre Peninsula;</li> <li>- ongoing exploration for manganese, copper, silver and other base metals at Uno and Eurilla on northern Eyre Peninsula, at Minbrie on central Eyre Peninsula, and in the Tumby Bay-Cummins area on southern Eyre Peninsula;</li> <li>- acquisition of new assets or investments (including expenses associated with such acquisition) as the board determines appropriate; and</li> <li>- working capital purposes.</li> </ul>
22 Dec 2016 30,734,526 Shares <sup>2</sup>	Underwriters of the Company's rights issue. No related party participation.	3.2 cents per Share. Discount of approx. 11% to the market price of 21 Dec 2016.	\$983,505 cash raised and expended entirely on rights issue use of funds listed above.

1 The closing price on the trading platform, excluding special crossings, overnight sales and exchange traded option exercises.

2 Fully paid ordinary Shares.

**Board Recommendation:** The Directors recommend that Shareholders vote in favour of Resolution 4.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the 10% Additional Placement Capacity.

## Glossary

In the Notice of Annual General Meeting and Explanatory Notes:

**10% Additional Placement Capacity** means the Shares which may be issued under Listing Rule 7.1A if approval is given.

**Annual Report** means the Annual Report of the Company for the year ended 30 June 2017.

**ASX** means ASX Limited (ABN 98 008 624 691).

**Board** means the board of directors of Lincoln.

**Closely Related Party** means, in relation to a member of the Key Management Personnel:

- a) a spouse or child of the member; or
- b) a child of the member's spouse; or
- c) a dependant of the member or of the member's spouse; or
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- e) a company the member controls; or
- f) a person prescribed by the Corporations Regulations.

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Corporations Regulations** means the *Corporations Regulations 2001* (Cth).

**Director** means a director of the Company.

**Equity Securities** has the same meaning as in the Listing Rules.

**Key Management Personnel** has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director, whether executive or otherwise, of the Company) as disclosed in the Remuneration Report.

**Lincoln or the Company** means Lincoln Minerals Limited (ABN 50 050 117 023).

**Listing Rules** means the listing rules of ASX.

**Meeting or Annual General Meeting or AGM** means the Annual General Meeting of Shareholders to be held at the offices of Grant Thornton at Level 3, 170 Frome Street, Adelaide, South Australia on Tuesday 28 November 2017 at 10:30 am (Adelaide time).

**Member or Shareholder** means a person registered as a holder of a Share.

**Notice** means this Notice of Annual General Meeting.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

**Proxy Form** means the proxy appointment form accompanying the Notice.

**Remuneration Report** means the section of the directors' report of Lincoln that is included in the Annual Report.

**Resolution** means a resolution referred to in this Notice.

**Share** means a fully paid ordinary share in the capital of the Company.

**Special Resolution** means a resolution passed by more than 75% of the votes at a general meeting of Shareholders.

**Spill Resolution** means, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's, then the Members will be required to vote at the second of those AGM's on a resolution ("Spill resolution") that another meeting be held within 90 days at which all of the directors (except the Managing Director) must stand for re-election.



**Lodge your vote:**



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**

(within Australia) 1300 365 998  
(outside Australia) +61 3 9415 4611

**Proxy Form**

**XX**

**For your vote to be effective it must be received by 10:30 am (Adelaide time) on Sunday 26 November 2017**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

**Signing Instructions**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔

	<p>View your securityholder information, 24 hours a day, 7 days a week:</p>
<p><b><a href="http://www.investorcentre.com">www.investorcentre.com</a></b></p>	
<p><input checked="" type="checkbox"/> <b>Review your securityholding</b></p> <p><input checked="" type="checkbox"/> <b>Update your securityholding</b></p>	<p><b>Your secure access information is:</b></p>
<p> <b>PLEASE NOTE:</b> For security reasons it is important that you keep your SRN/HIN confidential.</p>	

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Lincoln Minerals Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Lincoln Minerals Limited to be held at the **Offices of Grant Thornton, Level 3, 170 Frome Street, Adelaide, South Australia on Tuesday, 28 November 2017 at 10:30 am (Adelaide time)** and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 1** by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

### ORDINARY BUSINESS

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Eddie Pang as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### SPECIAL BUSINESS

3 Share Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval for 10% Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /