



LINCOLN MINERALS LIMITED

ABN 50 050 117 023

Notice of Annual General Meeting

Notice is hereby given that the 2007 Annual General Meeting of members of Lincoln Minerals Limited (“the Company”) will be held at 12.00 pm on 16 November 2007 at the Bradman Room, Adelaide Oval Function Centre, Adelaide Oval, North Adelaide, South Australia, to consider the following business as set as overleaf.

If you wish to discuss any aspects of this document with the Company please contact Peter Cox Company Secretary on telephone (08) 8274 0243. Please advise us via email at info@lincolnminerals.com.au or contacting Danielle Brophy on 08 8274 0244 if you will be attending to assist with catering requirements.

Ordinary Business

1. Annual Report and Accounts

To receive and consider the Annual Financial Report for the year ended 30 June 2007 together with the Directors' Report, Directors' Declaration and Auditor's Report thereon.

2. Remuneration Report

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

Resolution 1

“That the Company's Remuneration Report for the year ended 30 June 2007 be adopted.”

Please note that the Remuneration Report is set out in the Directors' Report in the Annual Report. The vote on this resolution is advisory only and does not bind the Directors of the Company.

3. Election of Directors

Both Messrs Richard V Ryan and Peter E Cox were appointed as Directors of the Company during the year. In accordance with the Company's constitution they vacate their offices at this Meeting, and, being eligible, submit themselves for election by the members

Resolution 2

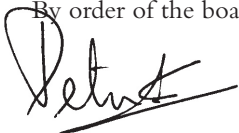
That Mr Richard V Ryan who was appointed as a Director during the year and who retires from office at this meeting be elected as a Director of the Company with immediate effect.

Resolution 3

That Mr Peter E Cox who was appointed as a Director during the year and who retires from office at this meeting be elected as a Director of the Company with immediate effect.

Dated this 9th day of October, 2007

By order of the board



Peter E Cox
Company Secretary

Notes:

Proxies

A member entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote for the member at the Meeting. A proxy need not be a member. If the member is entitled to cast 2 or more votes at the Meeting the member may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and the appointment does not specify the proportion or number of the members votes each proxy may exercise, each proxy may exercise half of the votes. A form of proxy accompanies this Notice.

In accordance with section 250BA of the Corporations Act, the Company specifies the following information for the purposes of receipt of proxy appointments:

Lincoln Minerals Limited
28 Greenhill Road, Wayville SA 5034
Facsimile number: +61 08 8274 0242

Voting Entitlement

Lincoln Minerals Limited (as convenor of the Meeting) has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of members as at 7.00pm Sydney time on the 14th day of November 2007.

This means that any Shareholder registered at 7.00pm Sydney time on 14th November 2007 is entitled to attend and vote at the Meeting.



2007 ANNUAL GENERAL MEETING - APPOINTMENT OF PROXY

I/We

of

being a member/members of Lincoln Minerals Limited and entitled to attend and vote hereby appoint

.....

or failing him/her

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 at the Annual General Meeting of Lincoln Minerals Limited to be held at 12.00pm on 16 November 2007 and at any adjournment thereof, and to vote for me/us on my/our behalf in respect of all/the following

.....

of my/our shares in the following manner:

The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

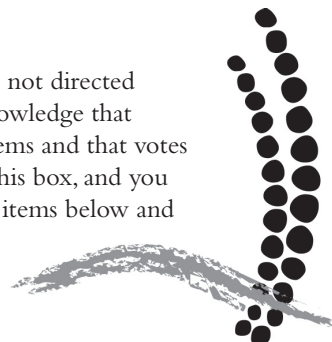
(please mark to indicate your directions)

		For	Against	Abstain
Resolution 1	Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of RV Ryan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of PE Cox	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated this day of 2007.

Signature of Member/s

If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on the items below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of those items and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy on how to vote, the Chairman of the Meeting will not cast your votes on the items below and your votes will not be counted in computing the required majority if a poll is cast on these items.



How to Complete the Proxy Form

1. Appointment of Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

2. Votes on Items of Business

You may direct your proxy on how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

3. Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by copying the form.

To appoint a second Proxy you must

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) Return both forms together.

4. Signing Instructions

You must sign this form as follows in the space provided:

Individual: where the holding is in one name, the holder must sign.

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

Power of Attorney: to sign under Power of Attorney, you must attach a certified copy of the Power of Attorney to this form when you return it.

Companies: Companies must sign in accordance with the Corporations Act and/or their constitution.

If a representative of a corporate securityholder or proxy is to attend the meeting the appropriate 'Certificate of Appointment of Corporate Representative' should be produced prior to admission.

Lodgement of Proxy - This Proxy Form (and any Power of Attorney under which it is signed) must be received by the Company at its Registered Office 28 Greenhill Road Wayville, SA 5034 or by facsimile +61 8 8274 0242, no later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

