



## **Rights Issue Offer Document**

### **Lincoln Minerals Limited**

ABN 50 050 117 023

This is an offer to Eligible Shareholders to participate in a pro rata non-renounceable rights issue of 1 New Share for every 4 Existing Shares held at the Record Date at an Issue Price of \$0.032 per New Share to raise up to approximately \$2.95 million. The Offer is fully Underwritten to the value of \$2.95 million by Continental Group International Limited.

#### **Important Notice**

This Offer Document is not a Prospectus.

It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered under this Offer Document.

This document is important and requires your immediate attention.

It should be read in its entirety. If you do not understand its content or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser without delay.

This Offer opens on 21 November 2016 and closes at 5.00 p.m. Adelaide time on 7 December 2016.

Valid acceptances must be received before that time. Please read the instructions in this document and on the accompanying Entitlement and Acceptance Form regarding the acceptance of your Entitlement. Applications for New Shares by Eligible Shareholders can only be made by using or following the instructions on an Entitlement and Acceptance Form sent together with this Offer Document.

# Contents

Important dates .....	1
Key issues.....	2
Important information .....	4
This Offer Document is not a Prospectus .....	4
Professional advice .....	4
Foreign jurisdictions .....	4
No representations other than in this Offer .....	4
Future performance.....	4
Privacy .....	4
Defined terms and conditions.....	5
Letter from the Chairman .....	6
About the Company's priority projects .....	7
Kookaburra Gully Graphite Project .....	7
Graphite project upside .....	8
Other Projects .....	8
Section 1 - Details of the Offer .....	10
1.1 Description of the Offer .....	10
1.2 Ranking of New Shares.....	10
1.3 Opening and Closing Dates .....	10
1.4 Issue.....	10
1.5 Acceptance.....	10
1.6 Application Monies .....	10
1.7 Effect of the Offer on Control of the Company .....	10
1.8 Foreign Shareholders.....	11
1.9 Taxation.....	11
1.10 ASX official quotation of New Shares.....	11
1.11 CHESSE.....	11
1.12 Enquiries .....	11
Section 2 - Action required by Eligible Shareholders .....	12
2.1 What Eligible Shareholders may do .....	12
2.2 Taking up all of your Entitlement and applying for any additional New Shares (if any) .....	12
2.3 Taking up part or none of your Entitlement and allowing the balance to lapse .....	12
2.4 How do I accept all, or part, of my Entitlement, including application for additional New Shares.....	12
2.5 Acceptance of applications under the Offer.....	13
Section 3 - Purpose and effect of the Offer .....	13
3.1 Overview .....	13
3.2 Purpose of the Offer and use of proceeds.....	13
3.3 Impact on Lincoln Minerals capital structure .....	14
Section 4 - Risk factors .....	14
4.1 Overview .....	14

4.2	Specific risk factors .....	14
	Additional information.....	17
5.1	Expenses of the Offer.....	17
5.2	Disclosure.....	17
5.3	Underwriting by Continental Group International Limited .....	17
	Glossary.....	18
	Corporate Directory.....	19
	Appendix 1 – Underwriting agreement termination events.....	20

*Information in this document that relates to exploration activity and results was compiled by Dr A John Parker who is a Member of the Australasian Institute of Geoscientists. Dr Parker is Managing Director of Lincoln Minerals Limited and has sufficient experience relevant to the styles of mineralisation and to the activities which are being reported to qualify as a Competent Person as defined by the JORC code, 2012. Dr Parker consents to the release of the information compiled in this document in the form and context in which it appears.*

*Information extracted from previously published reports identified in this report is available to view on the Company's website [www.lincolnminerals.com.au](http://www.lincolnminerals.com.au). The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and, in the case of estimates of Mineral Resources, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcements.*

*\*\* It is emphasised that Exploration Target tonnage estimates given in this document are entirely conceptual in nature. There has been insufficient drilling in the immediate areas of these targets and it is uncertain if further exploration will result in the estimation of a Mineral Resource.*

## Important dates

### Indicative Timetable for Rights Issue

Event	Date
Announcement of Offer	Thurs 10 Nov 2016
Lodgement Date	Thurs 10 Nov 2016
- Offer Document lodged with ASX	
- Appendix 3B lodged with ASX	
Lodgement of cleansing notice with ASX	Thurs 10 Nov 2016
Despatch of Shareholder Notice	Mon 14 Nov 2016
Ex Date	Tues 15 Nov 2016
The date on which Existing Shares commence trading without the Entitlement to participate in the Offer	
Record Date	Wed 16 Nov 2016
- The date for determining Entitlements of Eligible Shareholders to participate in the Offer (7.00pm Sydney local time)	
Offer Document sent to Shareholders	Mon 21 Nov 2016
- Anticipated despatch of Offer Document and Entitlement and Acceptance Forms	
- Offer opens	
Closing Date	Wed 7 Dec 2016
The last day for receipt of Entitlement and Acceptance Forms (5.00pm Adelaide time)	
New Shares quoted on a deferred settlement basis	Thurs 8 Dec 2016
Under-subscription notification to ASX (if any)	Mon 12 Dec 2016
Issue Date	Wed 14 Dec 2016
Deferred settlement trading ends	
Expected commencement of normal trading in New Shares on ASX	Thurs 15 Dec 2016

The above dates and times are indicative only. All times and dates are a reference to Adelaide time unless otherwise stated. Lincoln Minerals reserves the right to vary any of the above dates and times, including closing the Offer early or extending it subject to the Corporations Act, ASX Listing Rules and other applicable laws.

#### Key Offer statistics

Issue Price per New Share	\$0.032
Total number of New Shares available under the Offer	92,096,737
Maximum total of Lincoln Minerals Shares on issue following the Rights Issue	460,483,686 *(if fully subscribed)
Maximum total proceeds of the Offer (before expenses of the Offer)	\$2,947,096

\* Based on Shares on issue at 9 November 2016 and subject to rounding up of entitlements.

## Key issues

Question	Answer	Where to find more information – section(s)
Who is the issuer?	Lincoln Minerals Limited	
What is the Offer?	Non-renounceable pro rata rights issue to raise approximately \$2.95 million (before expenses of the Offer).	Section 1.1
Terms of the Offer	<p>1 New Share for each 4 Existing Shares at an Issue Price of \$0.032 (3.2 cents) per New Share</p> <p>As the issue is non-renounceable, Eligible Shareholders do not have the right to sell their Entitlements. Eligible Shareholders have the opportunity to subscribe for all, part or none of their Entitlement to New Shares. Eligible Shareholders may apply for a greater number of Shares than their Entitlement. The Directors reserve the right to issue any Shortfall Shares, at their discretion, subject to any requirements in the ASX Listing Rules.</p>	Section 1.1
Use of net proceeds	<p>To provide funding in support of:</p> <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;</li> <li>• Water well drilling and bulk sample trenching at the Kookaburra Gully graphite deposit;</li> <li>• Pilot plant testing of the Company's Kookaburra Gully graphite deposit;</li> <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>	

Question	Answer	Where to find more information – section(s)
Who can invest?	Eligible Shareholders of Lincoln Minerals as at 7.00 pm Sydney local time on the Record Date (16 November 2016).	Section 1.1
What are the potential significant risks?	<p>The significant risks specific to an investment in Lincoln Minerals include:</p> <ul style="list-style-type: none"> <li>• inherent risks in exploration;</li> <li>• inherent risks in obtaining Government approvals;</li> <li>• fluctuations of commodity prices; and</li> <li>• other risks as set out in Section 4.</li> </ul> <p>If you do not take up all of your Entitlement, your shareholding in Lincoln Minerals will be diluted with respect to your right to future earnings and net assets of Lincoln Minerals.</p>	Section 4
What are the expenses payable by Lincoln Minerals?	The maximum total expenses of the Offer are expected to be approximately \$251,916 (inclusive of GST where applicable), assuming the Offer is Underwritten to the full extent.	Section 5.1
How can further information be obtained?	If you require advice as to whether to accept your Entitlement, you should read the continuous disclosure announcements on Lincoln Minerals' website or seek professional advice from your legal, investment or other professional advisor.	
Are there any Broker Handling Fees?	No.	
Offer Date	This Offer is dated 10 November 2016.	
How do I apply for New Shares?	<p>Return your Entitlement and Acceptance Form and cheque before 5.00pm Adelaide time on 7 December 2016 to:</p> <p>By mail:  Lincoln Minerals Limited  C/- Computershare Investor Services Pty Ltd  GPO Box 2987  ADELAIDE SA 5001</p> <p>Alternatively, payment can be made by BPAY®:  By following the instructions set out on the Entitlement and Acceptance Form.</p>	Section 2.4 and 2.5

## Important information

### This Offer Document is not a Prospectus

It does **not** contain all of the information that an investor would find in a prospectus or which may be required to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered by this Offer Document. It has not been and will not be lodged with ASIC. Neither ASIC nor ASX or their respective officers takes any responsibility for the content of this Offer Document or for the merits of the investment to which this Offer relates.

As an Eligible Shareholder of Lincoln Minerals this Offer Document is important and requires your immediate attention.

You should read the entire Offer before deciding whether to invest in the New Shares. Please carefully read the instructions on the accompanying Entitlement and Acceptance Form regarding the acceptance of your Entitlement under the Offer. If you have any questions regarding your Entitlement or the Offer, please contact your legal, investment or other professional adviser.

### Professional advice

The information in this Offer Document is not financial product advice and does not take into account your investment objectives, financial situation or particular needs. It is important that you read this Offer in its entirety before deciding whether to take up your Entitlement to New Shares. In particular, you should consider the risk factors that could affect the performance of Lincoln Minerals, some of which are outlined in Section 4. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues) and seek professional guidance before deciding whether to take up your Entitlement. If you have any questions you should seek professional advice from your legal, investment or other professional adviser.

### Foreign jurisdictions

The distribution of this Offer in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Offer outside Australia and New Zealand should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Lincoln Minerals has decided that it is unreasonable to make the Offer to Shareholders who have a registered address in a country outside of Australia and New Zealand, having regard to the number of shareholders in such places, the number and value of the New Shares that would be offered and the substantial costs of complying with the legal and regulatory requirements in those jurisdictions.

Accordingly, this Offer does not constitute an offer or invitation in any place outside Australia and New Zealand where, or to any person to whom, it would be unlawful to make such an offer or invitation. No action has been taken to register or qualify the New Shares or to otherwise permit an offering of the New Shares outside Australia and New Zealand. Residents of other jurisdictions should consider doing so using Australian domiciled entities, including nominee companies affiliated with Australian broking firms.

### No representations other than in this Offer

No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this Offer Document. Any information or representation not contained in this Offer Document may not be relied on as having been authorised by Lincoln Minerals or the Directors.

### Future performance

Except as required by law, and only to the extent so required, none of Lincoln Minerals, its Directors or any other person warrants or guarantees the future performance of Lincoln Minerals or any return on any investment made pursuant to this Offer.

### Privacy

By filling out the Entitlement and Acceptance Form to apply for New Shares, you are providing information to Lincoln Minerals (directly and/or via the Share Registry) that may constitute personal information for the purposes of the Privacy Act 1988 (Cth). Lincoln Minerals (and the Share Registry on its behalf) collects, holds

and uses personal information provided on an Entitlement and Acceptance Form in order to assess your application and administer your holding of Shares.

If you do not provide the information requested in the Entitlement and Acceptance Form, Lincoln Minerals and the Share Registry may not be able to process or accept the form.

Access to your personal information may be provided to Lincoln Minerals' agents and service providers on the basis that they deal with such information in accordance with this privacy disclosure statement. You have a right to request access to the personal information that Lincoln Minerals holds about you subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to Lincoln Minerals registered office at:

Lincoln Minerals Limited  
Suite 4, Level 7, 350 Collins Street  
Melbourne, Victoria 3000

### **Defined terms and conditions**

Certain terms and abbreviations used in this Offer Document are defined in the Glossary.

References to Australian dollars or \$ are references to the lawful currency of Australia. Any discrepancies between the totals and the sum of all the individual components in the tables contained in this Offer Document are due to rounding.



## Letter from the Chairman

Dear Shareholder,

On behalf of your Directors of Lincoln Minerals Limited, I am pleased to offer you the opportunity to participate in the pro rata non-renounceable rights issue which was announced by Lincoln Minerals on 10 November 2016 (**Rights Issue**).

Each Shareholder eligible to participate in the Rights Issue will be entitled to subscribe for one New Share in the capital of the Company for every four existing Ordinary Shares registered in their name at 7.00 pm Sydney local time on 16 November 2016 (the **Record Date**).

The 1 for 4 pro rata non-renounceable rights issue to Shareholders will raise approximately \$2.95 million (before costs) through the issue of up to 92,096,737 new fully paid ordinary shares

The New Shares will be issued at a cost of 3.2 cents per Share, being the minimum price in the Underwriting Agreement.

Lincoln Minerals is in an exciting phase where it is aiming to progress its flagship Kookaburra Gully graphite project from exploration to development. The Company is excited about the Kookaburra Gully graphite deposit because it ranks within the Top 10 Global graphite deposits based on graphite grade. A Mineral Lease ML6460 for Kookaburra Gully was granted by the SA Government on 3 June 2016.

It is intended that the net proceeds from the Rights Issue will be used to provide funding for the following purposes:

- 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;
- Pilot plant testing of the Company's Kookaburra Gully graphite deposit;
- Detailed design and engineering of a graphite processing plant for the Kookaburra Gully graphite project;
- Establishing international markets and customers for graphite products from Kookaburra Gully;
- Reconnaissance and resource definition drilling of the Kookaburra Gully Extended graphite exploration targets;
- Ongoing exploration for graphite in the Uley-Gum Flat area on southern Eyre Peninsula;
- 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 Tumbly Bay-Cummins area on southern Eyre Peninsula;
- Acquisition of new assets or investments (including expenses associated with such acquisition) as the board determines appropriate; and
- Working capital purposes.

The Rights Issue will be fully Underwritten to the full \$2,947,096.

I recommend you seek independent investment advice from your stockbroker, accountant or other professional advisor before making any investment decision.

The Board of Lincoln Minerals looks forward to your participation in the Rights Issue.

Yours faithfully

Yubo Jin  
Chairman

## About the Company's priority projects

### Kookaburra Gully Graphite Project

The Kookaburra Gully graphite project on South Australia's Eyre Peninsula is an exciting world class flake graphite deposit within the top 10 global graphite resources based on grade (excluding the small but extremely high grade Sri Lankan vein deposits).

A Mineral Lease for a proposed mine at Kookaburra Gully, ML 6460, was granted to Australian Graphite Pty Ltd, a wholly-owned subsidiary of Lincoln Minerals, by the South Australian Government for a period of 21 years commencing on 3 June 2016.

The grant of ML 6460 is the key pivot point and milestone to ensure delivery of Lincoln's transformation from project explorer and developer to an emerging graphite producer, in an industry at the forefront of the growing global green energy market. It is also the de-risking step-change awaited by our potential project financiers and off-take customers to now elevate mine construction financing and operating negotiations to a level where commercial transaction outcomes can be achieved.

Now that the Mineral Lease has been granted, Kookaburra Gully's Program for Environment Protection and Rehabilitation (PEPR) can be finalised. Numerous geotechnical studies were completed at the proposed mine site earlier this year and further detailed engineering studies are in progress. Once the PEPR is approved, Lincoln will be in a position to commit to and commence project development at Kookaburra Gully.

The shallow but high grade resource for the Kookaburra Gully flake graphite deposit, located 35 kilometres northwest of Port Lincoln, extends to at least 125m depth, remains open at depth and along strike, and hosts total Indicated and Inferred Mineral Resources of 2.20 million tonnes grading 15.1% Total Graphitic Carbon (TGC). It also abuts the Lincoln-owned and historic Koppio graphite mine which, as a second potential source for the Kookaburra Gully mine, adds an Inferred Mineral Resource of 1.85 million tonnes at a grade of 9.8% TGC into the overall project's mining potential (see *Lincoln Minerals Limited 2016 Annual Report, 30 September 2016, Resources Statement*).

Mineral Resource Classification	Cutoff Grade (% TGC)	Tonnage (Mt)	Average Grade (% TGC)	Contained Graphite (tonnes)
<b>Kookaburra Gully</b>				
High-grade Core (Domain 1) - Indicated	5%	1.45	13.74	199,193
High-grade Core (Domain 1) – Inferred	5%	0.73	16.17	117,964
<b>Koppio</b>				
High-grade Core – Inferred	5%	1.85	9.76	180,733
TOTAL (>5% TGC)		4.04	12.35	497,890

*Mt = million tonnes TGC = Total Graphitic Carbon*

*NB tonnages may not add up exactly as shown due to rounding of significant figures*

Lincoln is targeting an output of up to 40,000 tonnes per annum of high grade graphite concentrate from Kookaburra Gully for an initial mine life of at least 7 years (see *Lincoln Minerals Limited 2016 Annual Report, 30 September 2016*).

Ongoing detailed metallurgical testing of drill and trench graphite samples has indicated that a highly sought after premium flake graphite product can be produced from Kookaburra Gully at grades of 93%-98% TGC with standard flotation and no chemical leaching. The tests produced flake graphite concentrates with up to 25% premium coarse flake after a simple 4 to 5 stage flotation process and grades up to 99.95% TGC with additional simple chemical purification (see *Lincoln Minerals Limited 2016 Annual Report, 30 September 2016*).

	Drill Core LMC9		Trench D	
Depth below ground level	40-119 m		2-5 m	
Depth AHD (above sea level)	81-133 m		152-155 m	
Graphite recovery	90+%		86.6%	
Total Concentrate Grade	95.04% TGC		92.2% TGC	
Screened concentrate	Assay TGC%	Dist'n %	Assay TGC%	Dist'n %
+300 µm	97.3	0.1	93.4	1.1
+177 µm, -300 µm	97.3	3.7	93.4	6.4
+150 µm, -177 µm	97.7	4.9	93.4	4.5
+106 µm, -150 µm	97.3	10.1	94.0	11.0
+75 µm, -106 µm	97.4	13.7	94.1	16.7
+20 µm, -75 µm	93.9	67.4	94.2	49.1
-20 µm			79.8	11.1

*Metallurgical test results for diamond drill core sample LMC9 and trench sample D*

Lincoln Minerals is currently undertaking further lock-cycle metallurgical testing on larger samples and is looking at a number of options for pilot plant testing of graphite ore from Kookaburra Gully. These include laboratory-based processing of 2-3 tonne bulk samples, off-site pilot plant processing of 25-200 tonne bulk samples at an existing local or overseas graphite processing plant, and off-site pilot processing of much larger bulk samples >1,000 tonnes. Trial graphite production will facilitate project development and early product assessment by potential domestic and international customers.

Over the last few months, Lincoln Minerals has been undertaking a series of geotechnical, groundwater, engineering, power supply, water supply, transport route and environmental studies in preparation of the PEPR for the proposed Kookaburra Gully mine. It is aiming to complete a PEPR draft early in 2017 with the aim of securing all Government approvals by mid-2017 so that, subject to finance, proposed development of a mine and processing plant at Kookaburra Gully can commence in the second half of 2017.

### **Graphite project upside**

The Kookaburra Gully Mineral Resources represent 500m of a 4.5km long airborne electromagnetic (EM) target, the remainder of which has not yet been drilled. Modelling of that EM survey, based on the Kookaburra Gully and Koppio Mineral Resources, has identified conceptual graphite Exploration Targets (\*\*) for Kookaburra Gully Extended totalling 23 million to 44 million tonnes at a potential grade of 10-15% TGC (*refer LML 2016 Annual Report, 30 September 2016*). \*\* It is emphasised that Exploration Target tonnage estimates are entirely conceptual in nature. There has been insufficient or no drilling in the immediate areas of these targets and it is uncertain if further exploration will result in the estimation of a Mineral Resource.

An exploration PEPR has been prepared and submitted to the SA Government for reconnaissance and resource definition drilling over Kookaburra Gully Extended. It is proposed to drill the exploration targets early in 2017 after the harvest.

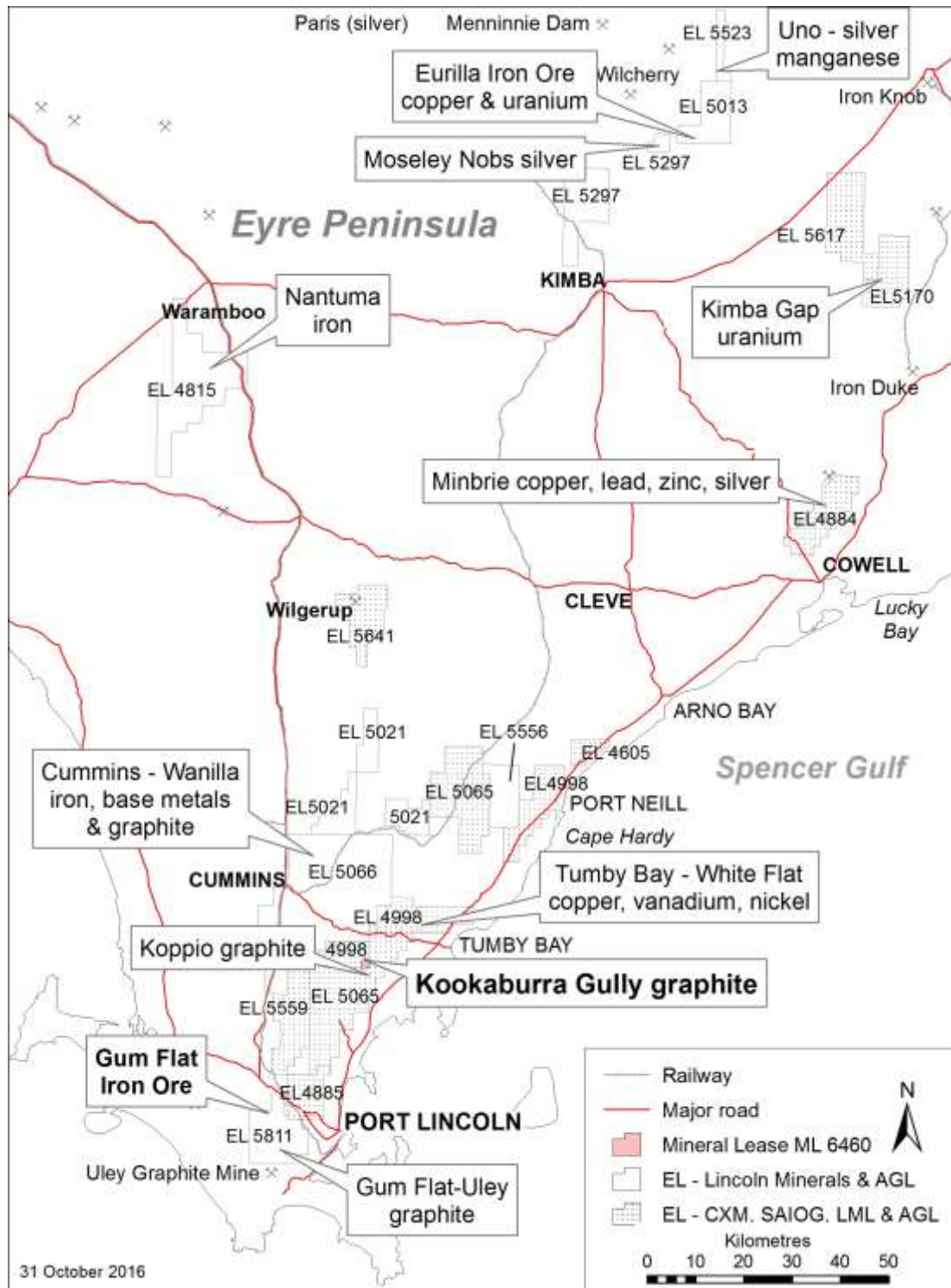
The Company is also considering options for graphite exploration in the Uley-Gum Flat area. Graphite was intersected in drilling near the Barns hematite-magnetite deposit on its Gum Flat tenement and the Uley Graphite Mine is located only a few kilometres south of the Gum Flat tenement boundary.

The combination of a Global Top 10 Mineral Resource, good metallurgy and changing global graphite market conditions are positive indicators for Lincoln Minerals' graphite projects.

### **Other Projects**

Lincoln Minerals needs to maintain an active exploration program to meet statutory requirements and progress other projects and opportunities on its other tenements in South Australia.

The exploration program on other tenements is focussing on copper, silver, manganese and uranium at Eurilla and copper and base metals in the Minbrie-Tumby Bay areas.



Lincoln Minerals' exploration licenses as at 31 October 2016 (NB on Centrex Metals/SAIOG ELs, Lincoln and its wholly owned subsidiary Australian Graphite Limited have the rights to all metals and minerals other than iron)

Exploration Licence data based on the Department of State Development, the Government of South Australia, Geoscientific Data, Sourced on 31 October 2016

## Section 1 - Details of the Offer

### 1.1 Description of the Offer

The Offer consists of a total of 92,096,737 New Shares offered by Lincoln Minerals by way of a pro rata non-renounceable rights issue to raise approximately \$2.95 million (before expenses of the Offer).

The Offer is explained in more detail in this Section 1.

The Offer is fully Underwritten to \$2,947,096. Refer Section 5.

If you are an Eligible Shareholder, you are being offered an Entitlement to acquire 1 New Share for every 4 Existing Shares held as at the Record Date.

The Issue Price per New Share is \$0.032 (3.2 cents).

Your Entitlement to New Shares is rounded up to the nearest whole number. For rounding purposes, holdings in the same name are aggregated for the calculation of Entitlements. Lincoln Minerals reserves the right to aggregate holdings where it believes holdings have been split in order to take advantage of this rounding. Lincoln Minerals also reserves the right to aggregate holdings held by associated Eligible Shareholders for the purpose of calculating Entitlements.

The Entitlements are non-renounceable, meaning you do not have the right to sell your Entitlement. You have the opportunity to subscribe for all, part or none of your Entitlement to New Shares.

### 1.2 Ranking of New Shares

The New Shares will be fully paid and rank equally in all respects with Existing Shares.

### 1.3 Opening and Closing Dates

The Company will accept Entitlement and Acceptance Forms from 21 November 2016 (**Opening Date**) until 5.00pm Adelaide time on 7 December 2016 (**Closing Date**) or such later date as the Directors in their absolute discretion shall determine, subject to the requirements of the ASX Listing Rules.

### 1.4 Issue

Lincoln Minerals expects to issue all New Shares on 14 December 2016.

The allotment of New Shares to Applicants is expected to occur in accordance with the timetable on page 1. It is the responsibility of Applicants to determine their allocation prior to trading in New Shares. Applicants who sell New Shares before they receive their new holding statements following the issue of New Shares to them will do so at their own risk.

### 1.5 Acceptance

Lodgement of a completed Entitlement and Acceptance Form creates a legally binding contract between the Applicant and the Company for the number of New Shares applied for and is not revocable. The Entitlement and Acceptance Form does not need to be signed to be a binding acceptance of New Shares. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as valid. If payment is made by BPAY® the Entitlement and Acceptance Form is not required to be completed as the payment of the application money is deemed to be acceptance by the Shareholder. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

### 1.6 Application Monies

Until the time of issue of New Shares, Lincoln Minerals will hold all Application Monies in relation to those New Shares in a purpose specific bank account. Interest earned on any Application Monies (whether or not allotment takes place) will remain the property of Lincoln Minerals.

### 1.7 Effect of the Offer on Control of the Company

It is a general rule under section 606 of the Corporations Act that a person cannot acquire a relevant interest in issued voting shares in a company if because of the transaction in relation to securities, a person's voting power in the company increases from 20% or below to more than 20%.

There are exceptions to that prohibition, including an acquisition pursuant to a rights issue (if the conditions of item 10 of section 611 of the Corporations Act are satisfied). That exception extends to an Underwriter or Sub-Underwriter.

The Company reserves the right to reject or scale back any application for Shortfall Shares which it considers may result in a breach of section 606. The Company expressly disclaims any responsibility for monitoring such

applications or ensuring that Applicants to the Rights Issue do not breach section 606 as a result of participation in the Offer.

### **1.8 Foreign Shareholders**

This Offer is made only to Shareholders with a registered address in Australia or New Zealand.

Lincoln Minerals is of the view that it is unreasonable to make the Offer to other overseas Shareholders (ie. those without registered addresses in Australia or New Zealand) (**Foreign Shareholders**) having regard to:

- the number of Foreign Shareholders;
- the number and value of New Shares that would be offered to Foreign Shareholders; and
- the cost of complying with overseas legal requirements.

This Offer does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. Lincoln Minerals is not required to make offers under this Offer Document to Foreign Shareholders. Where this Offer Document has been dispatched to Shareholders domiciled outside Australia or New Zealand and where the country's securities code and/or legislation prohibits or restricts in any way the making of the offers contemplated by this Offer, this Offer Document is provided for information purposes only.

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up Entitlements under the Offer does not breach regulations in the relevant overseas jurisdiction.

Return of a duly completed Entitlement and Acceptance Form will be taken by Lincoln Minerals to constitute a representation that there has been no breach of such regulations.

### **1.9 Taxation**

The taxation consequences of investing in the New Shares will depend on your particular circumstances. It is your responsibility to make your own enquiries concerning the taxation consequences of an investment in Lincoln Minerals. If you are in doubt as to the consequences of an investment, you should consult with your taxation or other professional adviser before investing.

### **1.10 ASX official quotation of New Shares**

The Company will apply to ASX for official quotation of the New Shares. If ASX does not grant permission for official quotation of the New Shares, all Application Monies will be returned, without interest, as soon as practicable.

### **1.11 CHESS**

The Company participates in the Clearing House Electronic Sub-register System (**CHESS**) operated by ASX Settlement Pty Ltd (**ASTC**), a wholly owned subsidiary of ASX, in accordance with the ASX Listing Rules and ASTC Settlement Rules.

Under CHESS, the Company will not issue certificates to Applicants. Instead, Applicants will receive a statement on their holdings in the Company of New Shares.

If the Applicant is broker sponsored, the ASTC will send them a CHESS statement.

The CHESS statement will set out the number of New Shares issued under this Offer Document, provide the details of a Shareholder's holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the New Shares.

If you are registered on the issuer sponsored sub-register, your statement will be dispatched by the Share Registry and will contain the number of New Shares issued to you under this Offer Document and your security reference number.

A CHESS statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may apply for additional statements.

### **1.12 Enquiries**

If you require advice as to whether to accept your Entitlement, you should seek professional advice from your legal, investment or other professional adviser.

## Section 2 - Action required by Eligible Shareholders

### 2.1 What Eligible Shareholders may do

The number of New Shares to which Eligible Shareholders are entitled (your Entitlement) is shown on the accompanying Entitlement and Acceptance Form. You may apply for additional New Shares in the event of a shortfall by completing the appropriate box on your Entitlement and Acceptance Form. However, the Directors will have sole and absolute discretion to accept or reject in whole or in part any application for additional New Shares so applied for.

If you take up your full Entitlement under the Offer, you will not have your shareholding in Lincoln Minerals diluted.

As an Eligible Shareholder, you may:

- take up all of your Entitlement and apply for additional New Shares (if any);
- take up part of your Entitlement and allow the balance to lapse (refer Section 2.3);
- allow all your Entitlement to lapse (refer 2.3).

Foreign Shareholders may not take any of the steps set out in Sections 2.2 to 2.5.

### 2.2 Taking up all of your Entitlement and applying for any additional New Shares (if any)

If you wish to take up all of your Entitlement (and apply for any additional New Shares), complete the accompanying Entitlement and Acceptance Form for New Shares (and any additional New Shares) in accordance with the instructions set out in that form – and follow the steps set out in Section 2.4. The Directors reserve the right to issue the shortfall (if any) at their discretion.

### 2.3 Taking up part or none of your Entitlement and allowing the balance to lapse

If you wish to take up part of your Entitlement and allow the balance to lapse, complete the accompanying Entitlement and Acceptance Form for the number of New Shares you wish to take up and follow the steps required in accordance with Section 2.4. If you take no further action, the balance of your Entitlement will lapse. Your Entitlement is non-renounceable, which means that Eligible Shareholders who do not wish to accept some or all of their Entitlement cannot sell or trade all or part of their Entitlement. If you do not take up your full Entitlement, your shareholding in Lincoln Minerals will be diluted with respect to your right to future earnings and net assets of Lincoln Minerals and all other Shareholder entitlements, eg voting rights.

### 2.4 How do I accept all, or part, of my Entitlement, including application for additional New Shares.

You may accept all or part of your Entitlement and apply for additional New Shares by following the instructions set out below.

You should read this Offer Document in its entirety before deciding to complete and lodge your Entitlement and Acceptance Form.

#### (a) Payment by Cheque

The relevant Entitlement and Acceptance Form must be accompanied by the Application Money which is payable by a cheque in Australian dollars drawn on an Australian branch of an Australian bank for the Issue Price of the New Shares for which application is made. All cheques must be made payable to 'Lincoln Minerals Limited – Offer Account' and crossed 'Not Negotiable'. Do not forward cash or money orders. Receipts for Application Monies will not be issued.

Completed Entitlement and Acceptance Forms and accompanying cheques must be returned to the following address and received no later than 5.00pm Adelaide time on 7 December 2016.

By mail:

Lincoln Minerals Limited  
c/o Computershare Investor Services Pty Limited  
GPO Box 2987  
ADELAIDE SA 5001

A reply paid envelope is enclosed for your convenience. If mailed in Australia, no postage stamp is required.

Your completed Entitlement and Acceptance Form together with your Application Money must be received by Computershare by no later than 5.00pm Adelaide time 7 December 2016.

**(b) Payment by BPAY®**

A BPAY® option is also available. If you are accepting all or part of your Entitlement and payment is being made by BPAY®, you are not required to return the Entitlement and Acceptance Form. Your BPAY® payment must be received by no later than 5.00pm Adelaide time 7 December 2016.

If using the BPAY® payment option, you must contact your bank, credit union or building society to make payment from your cheque or savings account. Refer to the Entitlement and Acceptance Form for the Biller Code and Customer Reference Number. Shareholders who have multiple holdings will have multiple Customer Reference Numbers. Payment will only be accepted in Australian dollars drawn on an Australian bank.

**2.5 Acceptance of applications under the Offer**

Completing and lodging an Entitlement and Acceptance Form for the Offer or making a payment by BPAY® is an offer by you to Lincoln Minerals to subscribe for the number of New Shares so applied for at the Issue Price on the terms and conditions set out in this Offer Document and the Entitlement and Acceptance Form.

An application may be accepted in respect of the full amount applied for without further notice to the relevant Eligible Shareholder. Acceptance of an application will give rise to a binding contract with acceptance to take place upon quotation of the New Shares on ASX.

No stamp duty, brokerage or commission is payable by Applicants.

## **Section 3 - Purpose and effect of the Offer**

### **3.1 Overview**

The Directors are proceeding with this Rights Issue for the purposes referred to in Section 3.2.

If the Rights Issue is fully subscribed:

- the New Shares issued pursuant to the Rights Issue will constitute approximately 20% of the total number of issued Shares immediately after the allotment of the New Shares; and
- the maximum total number of Shares on issue after the Issue will be 460,483,686.

The Rights Issue will provide Lincoln Minerals with net proceeds of up to approximately \$2,947,096 before issue expenses of up to approximately \$251,916 (inclusive of GST as applicable). Please refer to Section 3.3 for further information regarding the impact of the Rights Issue on the capital structure.

### **3.2 Purpose of the Offer and use of proceeds**

The purpose of the Offer is to raise additional equity funding to enable Lincoln Minerals to meet its anticipated costs of exploration and development projects in South Australia. To provide funding in support of:

- 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;
- Pilot plant testing of the Company's Kookaburra Gully graphite deposit;
- Detailed design and engineering of a graphite processing plant for the Kookaburra Gully graphite project;
- Establishing international markets and customers for graphite products from Kookaburra Gully;
- Reconnaissance and resource definition drilling of the Kookaburra Gully Extended graphite exploration targets;
- Ongoing exploration for graphite in the Uley-Gum Flat area on southern Eyre Peninsula;
- 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;
- Acquisition of new assets or investments (including expenses associated with such acquisition) as the board determines appropriate; and
- Working capital purposes.



### 3.3 Impact on Lincoln Minerals capital structure

The table in this section shows the current structure of Lincoln Minerals and the capital structure on completion of the Rights Issue:

Shares	Number of securities
Existing Shares as at 9 November 2016	368,386,949
New Shares assuming full subscription	92,096,737*
Total Shares assuming full subscription	460,483,686

\* Subject to rounding up of acceptances.

## Section 4 - Risk factors

### 4.1 Overview

There are a number of factors, both specific to Lincoln Minerals and of a general nature, which may affect the future operating and financial performance of Lincoln Minerals and the outcome of an investment in Lincoln Minerals.

There can be no guarantees that Lincoln Minerals will achieve its stated objectives, that forecasts will be met or that forward looking statements will be realised.

This section describes certain, but not all, risks associated with an investment in Lincoln Minerals. Prior to making an investment decision, prospective investors should carefully consider the following risk factors, as well as the other information contained in this Offer Document, in the Company's announcements on ASX, or of which they are otherwise aware.

### 4.2 Specific risk factors

#### (a) Share Market

Share market conditions may affect the listed Shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- economic conditions and general economic outlook;
- changes in Australian and international stock markets;
- interest rates and inflation rates;
- currency fluctuations;
- commodity price fluctuation;
- changes in investor sentiment towards particular market sectors;
- taxation, government and monetary policies;
- the demand for, and supply of, capital; and
- war, terrorism or other hostilities.

#### (b) Commodity Price Volatility

Commodity prices inherently fluctuate and are affected by numerous factors beyond the control of the Company, including world demand for particular commodities, forward selling by producers and the level of production costs in major commodity producing regions. Moreover, commodity prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, a commodity.

#### (c) Foreign Currency Risks

Commodities are principally sold throughout the world in USD. As a result, any significant and/or sustained fluctuations in the exchange rate between the Australian and US currencies and/or adverse movements in commodity prices could have a material adverse affect on the Company's operations, financial position (including revenue and profitability) and performance.

#### (d) Economic Factors

Factors such as inflation, currency fluctuation, interest rates, supply and demand and industrial disruption have an impact on operating costs, commodity prices and stock market prices. The Company's future possible

profitability and the market price of its quoted Shares can be affected by these factors, which are beyond the control of the Company and its Directors.

**(e) Government Policy**

Changes in Government, monetary policies, taxation and other laws and actions (including such matters as access to lands and infrastructure, and compliance with environmental regulations) can have a significant influence on the outlook for companies and the returns to investors.

**(f) Exploration**

Exploration, by its nature, contains elements of significant risk. Ultimate success depends on the discovery and delineation of economically recoverable mineral resources, establishment of an efficient exploratory operation and obtaining of necessary government, statutory and other approvals. The exploration activities of the Company may be affected by a number of factors including, but not limited to, geological conditions, seasonal weather patterns, technical difficulties and failures, availability of the necessary drilling rigs, technical equipment and appropriately skilled and experienced technicians, adverse changes in government policy or legislation and access to the required level of funding.

There can be no assurance that the Company's exploration activities, or any other projects, tenements or databases that the Company may acquire in the future, will result in the discovery of any significant mineral resource. Even if a significant mineral resource is identified, there can be no guarantee that it can be economically exploited.

**(g) Operational Risk**

Exploration activities may be curtailed, delayed or cancelled as a result of weather conditions, mechanical difficulties, shortages or delays in the delivery of rigs and/or other equipment.

The occurrence of any of these risks could result in legal proceedings being instituted against the Company and substantial losses to the Company due to injury or loss of life, damage to or destruction of property, natural resources, or equipment, pollution or other environmental damage, clean-up responsibilities, regulatory investigation, and penalties or suspension of operations. Damages occurring to third parties as a result of such risks may give rise to claims against the Company.

**(h) Tenure and Access**

There is no guarantee that current or future applications, conversions or renewals of the mineral tenements in which the Company has an interest or potential interest will be approved. Tenement applications may result in a requirement for the Company to commence negotiations with the relevant landholders and/or indigenous representative bodies to gain access to the underlying land. There is no guarantee that such negotiations will be successful.

Tenements are subject to a number of State-specific legislative conditions including payment of rent and meeting minimum annual expenditure commitments. The renewal of the term of a granted tenement is also subject to the discretion of the relevant Minister and may trigger native title negotiation rights. The inability to meet these conditions or triggering negotiation procedures in relation to any of the tenements comprising the Company's projects could affect the standing of a tenement or restrict its ability to be renewed, thereby adversely affecting the operations, financial position and performance of the Company.

**(i) Environmental**

The Company's Australian projects are subject to South Australian and Commonwealth laws and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mineral projects, the Company's projects are expected to have a variety of environmental impacts. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws, but may still be subject to accidents or other unforeseen events which compromise its environmental performance and have financial implications.

**(j) Native Title and Aboriginal Heritage and Sacred Sites**

These matters can affect access to exploration areas and the conduct of exploration and development activities in Australia.

**(k) Financing**

The future capital requirements of the Company will depend on many factors including the results of the proposed exploration programmes. An inability to obtain additional funding (if required) would have a material adverse affect on the Company's business and the price of its Shares.

**(l) Insurance**

Insurance of all risks associated with mineral exploration and production is not always available and, where available, the cost can be high. The Company will have in place insurances considered appropriate for the Company's needs having regard to the cost of obtaining insurance and the Company's available funds. The Company may not be insured against all possible losses, whether because of the unavailability of cover or because the premiums may be excessive relative to the benefits that would accrue and the Company's available funds.

**(m) Reliance on Strategic Partners**

The Company has existing relationships, and may develop relationships in the future, with a range of strategic partners. Should the relationships with strategic partners deteriorate, or further suitable strategic partners not be identified, there is a risk that adverse effects to the profitability and growth prospects of the Company may result.

**(n) Resource Estimates**

Resource estimates are based on knowledge, experience and industry practice. Estimates are a necessary practice, and though valid when originally calculated, may change significantly and cease to be accurate when new information becomes available through additional fieldwork and analysis. Resource estimates are by their nature imprecise and to an extent depend on interpretation, which may result in inaccuracies. This may cause changes to exploration, development and mining plans which may adversely affect the Company's operations.

**(o) Regulatory Approvals**

The Company will require government regulatory approvals for its operations and must comply with those approvals and other applicable laws, regulations and policies. This may from time to time affect timing and scope of work to be undertaken and the cost of undertaking that work.

Any proposed tenements of the Company which may be under application, can be the subject of delays. This may require the Company to focus its exploration activities on granted tenements. Although the Company is not aware of any reason why applications will not be promptly granted (unless otherwise stated in this Offer Document), the application process is subject to the exercise of discretions and hence there is the risk of adverse outcomes.

**(p) Reliance on Key Executives**

The success of the Company is dependent upon retaining its current experienced personnel. Although key executives have fixed term employment contracts (subject to contractual or statutory termination rights), the continued involvement of certain key Directors, employees and consultants cannot be assured.

**(q) Access to Infrastructure**

The Company will require access to transportation infrastructure (road, rail and ports). Failure to obtain appropriate access or obtaining such access on prohibitive terms, will adversely affect the prospects of the Company.

## Additional information

### 5.1 Expenses of the Offer

Expenses connected with the Offer will be borne by Lincoln Minerals. The approximate expenses of the Offer (including GST where applicable) including underwriting fees, legal fees, share registry fees, printing fees and other general costs are estimated to be up to approximately \$251,916.

### 5.2 Disclosure

This Offer Document contains an Offer to subscribe for continuously quoted securities (as defined in the Corporations Act) of Lincoln Minerals and has been prepared in accordance with section 708AA of the Corporations Act. In broad terms, section 708AA relates to rights issues by certain companies that do not require the provision of a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Document is significantly less than that required in a prospectus. Eligible Shareholders should therefore rely upon their own knowledge of Lincoln Minerals, refer to disclosures already made by it to ASX, and refer to their professional adviser before deciding to accept the Offer.

### 5.3 Underwriting by Continental Group International Limited

The Rights Issue is fully Underwritten to the extent of \$2,947,096 (**Underwritten Amount**) by Continental Group International Limited (**Continental**).

Essential provisions of the Underwriting Agreement include:

- The number of Underwritten Shares is 92,096,737.
- The Underwriter is entitled to an underwriting fee equal to a 1% management fee and a 5% underwriting fee both based of the value of the Underwritten Shares (i.e. up to \$176,826 + GST if applicable).
- The Underwriter can terminate the Underwriting Agreement on the occurrence of certain events, in which case the Underwriter is relieved of its obligation to underwrite the Offer. Those events are summarised in Appendix 1.
- The Underwriting Agreement also contains a number of indemnities, representations and warranties from Lincoln Minerals to the Underwriter that are considered standard for an agreement of its type.

The Underwriting Agreement includes provision for the Underwriter to enter into a Sub-Underwriting Agreement(s) with other unrelated parties that are not existing Shareholders of Lincoln Minerals. The terms of the Sub-Underwriting Agreement(s) remain confidential, but it is a condition of the Underwriting Agreement that neither the Underwriter's nor the Sub-Underwriter's holdings will not exceed 20% of the Share capital of Lincoln following the issue.

As of 9 November 2016, the Underwriter is not a substantial Shareholder of the Lincoln Minerals. Assuming that the Underwriter takes up all of its pro-rata Entitlement as a Shareholder and is required to Underwrite the Offer to the maximum amount, the effect on its shareholding and control in the Company will be as set out in the table below. The maximum shareholding may be reduced by Entitlements and additional Shares taken up by other Shareholders under the Offer.

	As at 9 November 2016			Immediately after Shortfall Shares are issued		
	Shareholding	Option Holding	% of Shares	Maximum Shareholding	Option Holding	Maximum % of Shares
Continental Group International Limited	0	0	0%	92,096,737	0	20.00%

## Glossary

**ABN** means Australian Business Number.

**Applicant** means an Eligible Shareholder who submits an Entitlement and Acceptance Form.

**Application Money** means the monies received from persons applying for Shares pursuant to the terms of the Offer.

**ASIC** means the Australian Securities and Investments Commission.

**ASTC** means ASX Settlement Pty Ltd (ABN 49 008 504 532)

**ASTC Settlement Rules** means the operating rules of the ASTC and, to the extent they are applicable, the operating rules of the ASX and the operating rules of the Australian Clearing House Pty Ltd.

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

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

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

**Business Day** means a day on which ASX is open for trading in terms of the operating rules of the ASX markets and clearing and settlement facilities.

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

**Closing Date** means 7 December 2016.

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

**Directors** means the directors of Lincoln Minerals Limited as set out in the Corporate Directory.

**Eligible Shareholder** means a person who is a Shareholder on the Record Date who is not a Foreign Shareholder.

**Entitlement** means the non-renounceable right of an Eligible Shareholder to subscribe for New Shares under the Offer.

**Entitlement and Acceptance Form** means the personalised form attached to or accompanying this Offer.

**Existing Shares** means Shares on issue on the Record Date for the Offer.

**Foreign Shareholder** means a Shareholder described in Section 1.8.

**GST** means goods and services tax.

**Issue Price** means the issue price of \$0.032 per New Share.

**New Shares** means the Shares offered under this Offer.

**Offer** means the offer of Entitlements to New Shares under this Offer.

**Offer Document** means this document and any supplementary or replacement offer document.

**Record Date** means the date for determining Entitlements under the Offer, being 7.00pm. Sydney local time on 16 November 2016.

**Rights Issue** means the issue of New Shares upon receipt of valid acceptances under this Offer.

**Shareholder** means a holder of Shares.

**Share Registry** means Computershare Investor Services Pty Limited.

**Shares** means ordinary shares in Lincoln Minerals Limited.

**Shortfall Shares** means any New Shares not taken up by Eligible Shareholders pursuant to their Entitlements.

**Underwriter** means Continental Group International Limited.

**Underwriting Agreement** means the underwriting agreement entered into between the Company and the Underwriter on 9 November 2016.

**Underwritten Amount** has the meaning given in Section 5.3.

**USD** means dollars of the currency of the United States of America.

**\$** and **AU\$** means Australian dollars.

## **Corporate Directory**

### **Directors**

Yubo Jin, Non-executive Director - Chairman  
James T Zhang, Non-executive Director - Vice Chairman  
Dr A John Parker, Managing Director  
Eddie LY Pang, Non-executive Director

### **Company Secretary**

Jaroslav (Jarek) Kopias

### **Registered office**

Suite 4, Level 7, 350 Collins Street  
Melbourne, Victoria 3000  
Phone: (61 3) 9600 0782  
Facsimile: (61 3) 9600 0783

### **Auditor**

Grant Thornton  
Level 1, 67 Greenhill Road  
Wayville, South Australia 5000

### **Lawyers**

Jones Harley Toole  
Level 10, 400 King William Street  
Adelaide, South Australia 5000

### **Share Registry**

Computershare Investor Services Pty Limited  
Level 5, 115 Grenfell Street  
Adelaide, South Australia 5000  
Phone: 1300 365 998 (within Australia)  
+61 3 9415 4611 (outside Australia)

### **Website address**

[www.lincolnminerals.com.au](http://www.lincolnminerals.com.au)

### **ASX code**

LML

## Appendix 1 – Underwriting agreement termination events

Following is a list of events which can give the Underwriter the right to terminate the Underwriting Agreement.

(No Certificate): the Issuer does not furnish the Certificate or any statement in the Certificate is or becomes false or misleading in a material respect;

(No ASX Approval): ASX approval for Quotation has not been granted by the date the Shortfall Notice is due to be issued to the Underwriter or, the approval is qualified or conditional, (other than being conditional upon issue) or, at any time up to the date advised by ASX when the quoted Shares will be listed, having been granted, is subsequently withdrawn, withheld or qualified;

(Rights Issue Offer Document): the Issuer does not lodge the Rights Issue Offer Document on the Lodgement Date, the Underwriter is not satisfied with the form of the Rights Issue Offer Document by the Lodgement date, or the Rights Issue Offer Document or the Issue is withdrawn by the Issuer;

(Application for Rights Issue Offer Order): ASIC applies for an order under section 1324B of the Act against the Issuer or any of its Directors or officers in relation to any aspect of the Issue;

(Injunction): ASIC or any other person applies for an injunction order under section 1324 or an order under section 1325 of the Act in relation to any aspect of the Issue;

(Indictable Offence): a Director of the Issuer or any of its Related Body Corporate is charged with an indictable offence or is the subject to a court proceeding which makes an adverse finding as to the conduct, honesty or ability to manage a corporation or is found to have misused their position as an officer of a corporation;

(Investigation): any person is appointed under any legislation in respect of companies to investigate the affairs of the Issuer or any of its Related Body Corporate;

(Security): the Issuer gives security in favour of any person who is not a security holder at the date of this Agreement except in the normal course of the business of the Issuer in procuring licences and leases, or conducting exploration on existing held tenements;

(Authorisation): any authorisation which is material to anything referred to in the Rights Issue Offer Document is repealed, revoked or terminated or expires, or is modified or amended in a manner that is unacceptable to the Underwriter;

(Adverse Events): any of the following events occur:

- (Material Contract): a material contract (as identified in the Rights Issue Offer Document) of the Issuer is terminated or amended or found void or voidable;
- (Default): a material default or breach by the Issuer under this Agreement of any term, condition, covenant or undertaking;
- (Incorrect or untrue representation): any representation, warranty or undertaking given by the Issuer in this Agreement is or becomes untrue or incorrect;
- (Contravention of constitution or Act): a material contravention by a Relevant Company of any provision of its constitution, the Corporations Act, the Listing Rules or any other applicable legislation or any policy or requirement of ASIC or ASX;
- (Misleading information): any information supplied at any time by the Issuer or any person on its behalf to the Underwriter in respect of any aspect of the Issue or the affairs of any Relevant Company is or becomes misleading or deceptive or likely to mislead or deceive;
- (Default Occurrence): a Default Occurrence occurs, other than as disclosed in the Rights Issue Offer Document;
- (Suspension of debt payments): the Issuer suspends payment of its debts generally;
- (Event of Insolvency): an Event of Insolvency occurs in respect of a Relevant Company;
- (Suspension): removal of the Shares from the official list of the ASX or trading in the Shares is suspended for longer than 24 hours;
- (Judgment against a Relevant Company): a judgment is obtained against a Relevant Company and is not set aside or satisfied within 7 days;
- (Litigation): litigation, arbitration, administrative or industrial proceedings are after the date of this Agreement commenced against any Relevant Company;
- (Board and senior management composition): there is a change in the composition of the Board or a change in the senior management of the Issuer before completion without the prior written consent of the Underwriter;
- (Change in shareholdings): a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to a Relevant Company;
- (Timetable): there is a delay in any specified date in the Timetable which is greater than 15 Business Days;
- (Hostilities): there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of this Agreement involving one or more of Australia or New Zealand or a terrorist act is

perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries anywhere in the world;

- (Force Majeure): an event of Force Majeure affecting the Issuer's business or any obligation under the Agreement lasting in excess of 7 days occurs;
- (Certain resolutions passed): a Relevant Company passes or takes any steps to pass a resolution under section 254N, section 257A or section 260B of the Corporations Act or a resolution to amend its constitution without the prior written consent of the Underwriter;
- (Capital Structure): any Relevant Company alters its capital structure in any manner not contemplated by the Rights Issue Offer Document;
- (Market Conditions): a suspension or material limitation in trading generally on ASX occurs or any material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia.