

LINCOLN MINERALS LIMITED

ABN 50 050 117 023

NOTICE OF 2011 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Lincoln Minerals Limited ABN 50 050 117 023 (**Company**) will be held at Level 1, 28 Greenhill Road, Wayville, South Australia, on Wednesday 30 November 2011 at 11:30am.

ORDINARY BUSINESS

Consideration of Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the Company for the financial year ended 30 June 2011.

1. Re-election of Director

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

To elect as a Director of the Company Mr Richard V Ryan who retires by rotation and being eligible, offers himself for re-election.

2. Re-election of Director

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

To elect as a Director of the Company Mr Peter E Cox who retires by rotation and being eligible, offers himself for re-election.

3. Adoption of Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2011 be adopted."

Note

Section 250R of the *Corporations Act 2001 (Cth)* (**Corporations Act**) requires a resolution that the Remuneration Report be adopted and be put to a vote. The vote on the resolution is advisory only, and does not bind the Directors or the Company. However, recent changes to the Corporations Act require that if a resolution to adopt the Remuneration Report receives a 'no' vote of 25% or more at two consecutive Annual General Meetings, a resolution must be put to shareholders at the second Annual General Meeting as to whether an Extraordinary General Meeting should be held within 90 days to consider the election of the Directors. See the Explanatory Memorandum accompanying this Notice of Meeting for further information.

Voting exclusion

A vote must not be cast (in any capacity) on resolution 3 by or on behalf of a member of the Company's key management personnel (including the Directors), details of whose remuneration are included in Remuneration Report (**KMP**), and their closely related parties,

whether as a shareholder or as a proxy. However, a vote may be cast on resolution 3 by a KMP, or a closely related party of a KMP, if:

- (a) the vote is cast as a proxy;
- (b) the appointment is in writing and specifies how the proxy is to vote on resolution 3; and
- (c) the vote is not cast on behalf of a KMP or a closely related party of a KMP.

Undirected proxy voting by the Chairman of the meeting

In accordance with the voting exclusion set out above, the Chairman of the meeting is not permitted to vote undirected proxies on resolution 3. If you appoint the Chairman of the meeting as your proxy, and you do not provide a voting direction in respect of resolution 3 on the proxy form, you will be deemed to have directed the Chairman of the meeting to vote in favour of resolution 3. The Chairman of the meeting intends to vote all undirected proxies able to be voted in favour of this resolution.

SPECIAL BUSINESS

4. Approval of proposed issue of Performance Rights to Dr Allan John Parker, the Company's Managing Director

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

That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholders approve the issue to Dr Allan John Parker or his nominee of up to 1,086,750 Performance Rights on the terms and conditions as set out in the Explanatory Memorandum which is attached to, and forms part of this Notice of Meeting.

Voting Exclusion

The Company will disregard a vote cast in respect of Resolution 4 by:

- Dr Allan John Parker or an associate of Dr Allan John Parker.

However, the Company need not disregard a vote if:

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

A vote must not be cast on this resolution by a KMP, or a closely related party of a KMP, acting as a proxy, if their appointment does not specify the way the proxy is to vote on this resolution 4. This voting exclusion does not apply if the KMP is the chair of the meeting acting as proxy and their appointment expressly authorises the chair to exercise the proxy even though the resolution is connected with the remuneration of a member of the key management personnel for the Company.

Undirected proxy voting by the Chairman of the meeting

If you appoint the Chairman of the meeting as your proxy, and you do not provide a voting direction in respect of resolution 4 on the proxy form, you will be taken to have expressly authorised the Chairman of the meeting to exercise your proxy even though resolution 4 is connected with the remuneration of a member of the key management personnel for the Company. The Chairman of the meeting intends to vote all undirected proxies able to be voted in favour of this resolution.

Voting Entitlements

The Company has determined that, in accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company's shares quoted on ASX at 7:00 pm (Adelaide time) on Monday 28th November 2011, will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at the time. Accordingly, those persons are entitled to attend and vote at the meeting.

Proxies

A shareholder who is entitled to attend and vote at the Annual General Meeting may appoint up to two proxies to attend and vote on behalf of that shareholder. A proxy form is included with this Notice of Annual General Meeting. If you require an additional proxy form, please contact Computershare Investor Services Pty Limited, GPO Box 1903, Adelaide, SA 5001, Australia.

If a shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded.

A proxy need not be a shareholder of the Company.

To be effective, the Company must receive the completed proxy form and, if the form is signed by the shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 11:00am (Adelaide time) on Monday 28th November 2011.

The proxy's appointment and, if applicable, the authority appointing an attorney, must be sent by post or fax to the Company's office, as listed below:

Mail:	Fax:
Lincoln Minerals Limited c/- Computershare Investor Services Pty Ltd GPO Box 242, Melbourne, 3001 Australia	Lincoln Minerals Limited c/- Computershare Investor Services Pty Ltd Fax: +61 3 9473 2555 or 1800 783 447

Proxies given by corporate shareholders must be executed in accordance with their constitutions, or signed by a duly authorised officer or attorney.

Explanatory Memorandum attached to and forming part of the Notice of Annual General Meeting to be held on 30 November 2011

ORDINARY BUSINESS

Consideration of Reports

A copy of the Company's 2011 Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report will be presented to the meeting. Shareholders may access a copy of the Annual Report on Lincoln Minerals Limited's website at www.lincolnminerals.com.au.

Shareholders will be given a reasonable opportunity to ask questions about or make comments on the management of the Company. The Chairman will also give shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions 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.

Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, a resolution that the Remuneration Report for the financial year ended 30 June 2011 be adopted must be put to a vote of shareholders at the Annual General Meeting.

The vote on this resolution is advisory only and does not bind the Directors of the Company. Shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the Remuneration Report at the Annual General Meeting.

Although the Corporations Act provides that the vote on this resolution is advisory only and does not bind the Directors of the Company, recent changes to the Corporations Act which came into effect 1 July 2011 provide that if a resolution to adopt the Remuneration Report receives a 'no' vote against adoption of 25% or more at two consecutive Annual General Meetings, a resolution must be put to shareholders at the second Annual General Meeting as to whether an Extraordinary General Meeting should be held within 90 days (called a **spill meeting**) to consider the election of the Directors.

If that resolution is passed, the Directors (other than the Managing Director) who were Directors when the 25% 'no' vote was passed at the second Annual General Meeting will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting, those persons whose election or re-election as Directors is approved will be the Directors of the Company.

This 2011 Annual General Meeting is the first meeting at which the new laws apply. A 25% no vote at this Annual General Meeting will not result in a spill meeting but could result in such a meeting if there is a 25% or more no vote at the 2012 Annual General Meeting.

Recommendation

The Board unanimously recommends that shareholders vote in favour of this resolution, either by attending the meeting in person or by ticking the box marked “**For**” and submitting your proxy form in accordance with the instructions in the Notice of Meeting and the instructions contained in the proxy form.

The Chairman is not permitted to vote undirected proxies on this resolution. If you appoint the Chairman of the meeting as your proxy, and you do not provide a voting direction in respect of resolution 3 on the proxy form, you will be deemed to have directed the Chairman of the meeting to vote in favour of this resolution.

SPECIAL BUSINESS

1. Approval of proposed issue of Performance Rights to Allan John Parker, the Company’s Managing Director

ASX Listing Rule 10.14 requires shareholder approval for the issue of securities, or the acquisition of securities, by a director under an employee incentive scheme.

Accordingly, the Company is seeking shareholder approval for the issue of up to 1,086,750 Performance Rights to Dr Allan John Parker, the Company’s Managing Director, or his nominee, pursuant to ASX Listing Rule 10.14.

In essence the Board has sought to reward the Managing Director with an incentive with regard to the Company’s share price. The terms of the resolution provide for Dr Parker to receive the following Rights as at 30 June 2012:

<u>Company share price at 30 June 2012</u>	<u>Total number of Rights conferred</u>
15 cents per share:	271,688 rights
20 cents per share:	543,375 rights
25 cents per share:	815,063 rights
30 cents per share:	1,086,750 rights

The Rights entitle Dr Parker to accept the number of shares above for no cash consideration if the respective target share prices are reached. Based on the number of the Company’s issued shares as at the date of the Notice, the dilution effect on the total of 133,363,972 shares would be:

At 15 cents	0.2%
At 20 cents	0.4%
At 25 cents	0.61%
At 30 cents	0.81%

Upon entitlement to any of the above Rights, Dr Parker will have a period of 30 days to accept whereupon the Company will allot the shares and apply to ASX for their quotation.

Dr Parker currently receives annual salary of \$217,350 plus 9% superannuation. In addition Dr Parker holds 1,800,000 options (of a total of 2,000,000 options which were granted as incentive remuneration in 2007) exercisable at 20 cents per option at any time on or before 31 December 2011.

If Dr Parker were to cease employment with the Company before 30 June 2012 then any entitlement he may have to the Performance Rights the subject of this resolution would be forfeited.