

3 May 2024

Dear Shareholder,

Invitation to participate in Share Purchase Plan

On 26 April 2024, Lincoln Minerals Limited (ACN 050 117 023) (**LML** or **the Company**) announced its intention to offer shareholders the chance to participate in a share purchase plan to subscribe for additional fully paid ordinary shares (**Shares**) in the capital of the Company (**SPP** or the **Plan** or the **Offer**).

The Board of Directors is now pleased to make that offer to Eligible Shareholders (defined below) on the terms and conditions enclosed in this letter (**Terms and Conditions**).

Shareholders eligible to participate in the Plan

Participation under the Plan is optional and is available exclusively to shareholders of the Company who are registered as holders of Shares as at 7.00 (AEST) on 24 April 2024 (**Record Date**) and whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

Share Purchase Plan

The Plan entitles Eligible Shareholders, irrespective of the size of their shareholding in LML, to purchase Shares up to the value of \$30,000 at an issue price of \$0.007 per Share (**Price**). The Price represents a 12.3% discount to \$0.008 (being the volume weighted average market price (**VWAP**) of the Shares traded on ASX during the five trading days on which sales in the Shares were recorded before the day on which the Plan was announced).

Subject to shareholder approval at a general meeting expected to be held in June 2024, the Offer will include one (1) free-attaching unlisted option to acquire a Share for every two (2) Shares subscribed for under the Offer, exercisable at \$0.014 and expiring two (2) years after the date of issue (**Option**). The offer of Options is a separate offer which will be made under a prospectus and is subject to shareholder approval, meaning that the issue of the Options is not guaranteed.

The Plan is underwritten by Canaccord Genuity (Australia) Limited (ACN 075 071 466) (**Canaccord** or **Underwriter**) to a maximum amount of \$1,500,000. The Company reserves the right to accept oversubscriptions under the Plan at its absolute discretion. Any Shares

not subscribed for by Eligible Shareholders up to a maximum amount of \$1,500,000 (**Shortfall**) will be taken up by the Underwriter or its nominees under the terms of the underwriting agreement in place between the Company and the Underwriter.

The directors of the Company who are Eligible Shareholders may participate under the Plan subject to the Listing Rules.

An application form for the Plan (**Application Form**) is available online at www.computersharecas.com.au/lml.

Current activities

Details of the Company's current activities are set out in the announcements made by the Company to the ASX and are available from the ASX platform (ASX:LML), or the Company's website at <https://lincolnminerals.com.au/investors/asx-announcements/>.

The net funds raised under the Plan and the Placement (defined below) are expected to be used to:

- Progress Kookaburra Gully Graphite Project pre-feasibility study and related project workstreams,
- Undertake graphite product related test work and end product analysis,
- Develop relationships with potential graphite end users and/or strategic partners,
- Develop graphite, magnetite and uranium project strategic funding and/or partnering discussions,
- Engage with Government and Community stakeholders on Kookaburra Gully Project development.

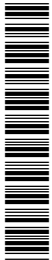
How much can you invest?

Eligible Shareholders may each apply for Shares up to a maximum value of \$30,000 and a minimum value of \$2,000 under the Plan.

How to accept the Offer

To apply for Shares under the Plan, please follow the instructions on your personalised Application Form which is available online at www.computersharecas.com.au/lml. Eligible Shareholders may participate by selecting only one of the following options to purchase Shares under the Plan:

Offer	Total amount payable	Number of Shares which may be purchased
Offer A	\$30,000	4,285,714
Offer B	\$25,000	3,571,429
Offer C	\$20,000	2,857,143
Offer D	\$15,000	2,142,857
Offer E	\$10,000	1,428,571
Offer F	\$5,000	714,286
Offer G	\$2,000	285,714



The number of Shares to which you are entitled will be calculated by dividing the subscription amount you have selected by the Price, rounded to nearest whole number.

All payments in accordance with the options set out in your Application Form (**Application**) must be received by the **Closing Date of 24 May 2024**. If the exact amount of money is not tendered with your Application, the Company reserves the right to either:

- (a) return your application monies and not issue any Shares to you; or
- (b) issue to you the number of Shares that would have been issued had you applied for the highest designated amount that is less than the amount of your payment and refund the excess application monies to you by cheque or electronic funds transfer as soon as possible, without interest.

The Company confirms that if the amount to be refunded is less than the issue price of one Share, it will not be refunded and will be retained by the Company. Once an Application has been made it cannot be revoked.

Multiple holdings

The maximum investment any Eligible Shareholder may apply for will remain \$30,000 even if an Eligible Shareholder receives more than one Offer (whether in respect of a joint holding or because the Eligible Shareholder has more than one holding under a separate account). It is the responsibility of the applicant to ensure that the aggregate of the application amount paid for the Shares the subject of the Application and any other Shares and interests in the class applied for by you under the Plan or any similar arrangement in the 12 months prior to the date of submission does not exceed \$30,000.

Custodians and Nominees

Eligible Shareholders who hold Shares as custodian or nominee (**Custodian**) for one or more persons on the Record Date (**Beneficiary**) may apply for Shares up to a maximum value of \$30,000 in respect of each Beneficiary who is resident in Australia or New Zealand, subject to providing a Custodian Certificate to the Company, as described in the Terms and Conditions. Please refer to the Terms and Conditions section of this document below for more details.

Relationship of issue price with market price

On the last trading day immediately prior to the announcement date of the Offer, the closing price of the Shares traded on ASX was \$0.009. The market price of Shares in the Company may rise and fall between the date of the Offer and the date that any Shares are issued to you pursuant to your Application under the Offer.

By making an Application under the Offer and applying for Shares under the Plan, each Eligible Shareholder will be acknowledging that although the Price is at a discount, Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make an offer and the date of issue of Shares under that offer and that the value of the Shares received under the Plan may rise or fall accordingly.

The Board recommends that you obtain your own financial and taxation advice in relation to the Offer and consider price movements of Shares in the Company prior to making an Application under the Offer.

Additional information and important dates

The offer of Shares under the Plan is made in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC CI 2019/547**) and therefore does not require a prospectus for the purposes of Chapter 6D of the *Corporations Act 2001* (Cth) (**Corporations Act**).

The Offer cannot be transferred, and the Directors of the Company reserve the right in their absolute discretion to reject, or scale back, on an equitable basis, any Application. Shares issued under the Plan will be issued no more than five business days after the Closing Date of the Offer. Application for quotation on ASX of the Shares issued under the Offer will be made immediately following the issue of those Shares.

The maximum amount proposed to be raised under the Offer is \$1,500,000. The Company, however, reserves absolute discretion regarding the final amount raised under the Offer, subject to the ASX Listing Rules.

In the event of oversubscriptions by the Closing Date the Directors of the Company may, in their absolute discretion, scale-back applications on an equitable basis. Scale-back for Shares held by Custodians will be applied at the level of the underlying Beneficiary. The Directors of the Company may also, in their absolute discretion, decide to increase acceptances in the event of oversubscriptions.

If the Company rejects or scales-back an Application or purported Application, the Company will promptly return to the applicant the relevant application monies, without interest.

Foreign offer restrictions

This document may not be released or distributed in any country other than Australia and New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

New Zealand shareholders

The Shares offered under the Plan are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand and to whom the Offer is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (as amended)* (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013* (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Top Up Placement

Additionally, the Company has agreed to grant Canaccord the right to facilitate an offer of Shares to raise up to an additional \$1,500,000 through a placement (**Placement**). The issue price for Shares under the Placement will be the same as under the SPP. The Shares under the Placement will be issued utilising the Company's available capacity under ASX Listing Rules 7.1 and 7.1A. Subject to shareholder approval at a general meeting expected to be held in June 2024, the Placement will also include one (1) free-attaching Option to

acquire a Share for every two (2) Shares subscribed for on the same terms as the Options offered under the SPP. The offer of Options is a separate offer which will be made under a prospectus and is subject to shareholder approval, meaning that the issue of the Options is not guaranteed.

Underwriting

The SPP is underwritten to a maximum amount of \$1,500,000 (**Underwritten Amount**). The Company reserves the right to accept oversubscriptions under the SPP at its absolute discretion. The underwriting agreement between the Company and Canaccord contains customary conditions, warranties and undertakings and is subject to various termination events in favour of Canaccord.

In the event that Eligible Shareholders subscribe for an amount less than the Underwritten Amount (**Subscription Amount**), Shares to the value of the difference between the Subscription Amount and the Underwritten Amount will be placed to nominees or sub-underwriters of Canaccord (**Shortfall Shares**). The placement of any Shortfall Shares to nominees of Canaccord is subject to the Company having the capacity to do so under the ASX Listing Rules.

The Company will pay the Underwriter a 4% underwriting/selling fee and a 2% management fee on the gross total amount raised under the Plan and Placement (if any) as well as issuing the Underwriter 30,000,000 Options on the same terms as the Options offered under the SPP and Placement. The Company will be utilising available capacity under ASX Listing Rule 7.1 to issue Shares pursuant to the underwriting agreement and to conduct the Placement. If available capacity under ASX Listing Rule 7.1 is insufficient, then it will utilise capacity under ASX Listing Rule 7.1A.

Indicative Timetable

Record Date for Share Purchase Plan	7.00pm (AEST) on 24 April 2024
Announcement of Share Purchase Plan and lodgement of Appendix 3B	Pre-market, 26 April 2024
Lodgement of SPP Cleansing Notice	3 May 2024
Dispatch of Share Purchase Plan Offer Booklet to Eligible Shareholders and release Share Purchase Plan Offer Booklet on the ASX platform	3 May 2024
Opening Date for Share Purchase Plan	3 May 2024
Despatch of Notice of Meeting	6 May 2024
Closing Date for Share Purchase Plan	5.00pm (AEST) on 24 May 2024
Announcement of results of Share Purchase Plan and lodgement of Options Prospectus	28 May 2024
Issue of new Shares under the Share Purchase Plan and lodge Appendix 2A	31 May 2024 (before noon (Sydney time))
EGM to issue the Options	6 June 2024
Issue of Options	11 June 2024

Note: The above dates are indicative only. The Company may vary the dates and times of the Offer without notice. Accordingly, Eligible Shareholders are encouraged to submit their Applications as early as possible.

Should you wish to discuss any information contained in this document further, please do not hesitate to contact LML's Company Secretary, Andrew Metcalfe on +61 3 9867 7199 or by email at andrew.metcalfe@lincolnminerals.com.au.

Yours faithfully,

Jonathon Trewartha
Chief Executive Officer
Lincoln Minerals Limited