LINCOLN MINERALS LIMITED

ACN 050 117 023

FINANCIAL REPORT FOR THE YEAR ENDED 30 JUNE 2024

Level 14, 333 Collins Street
Melbourne Victoria 3000

info@lincolnminerals.com.au
www.lincolnminerals.com.au

CORPORATE REGISTER

Directors:
Ruiyu (Yoyo) Zhang – non-executive Chair
Julian Babarczy – non-executive Director
Hon. Ryan Smith – independent non-executive Director
John C Lam – independent non-executive Director

Secretary:
Andrew Metcalfe
Ph. +61 3 9867 7199
E. andrew.metcalfe@lincolnminerals.com.au

Registered Office:
Level 14, 333 Collins Street, Melbourne VIC 3000

Principal Place of Business:
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Ph. +61 0414 989 107
E. Investors@lincolnminerals.com.au
E. community@lincolnminerals.com.au

Share Registry:
Computershare Investor Services Pty Limited
Ph. 1300 556 161 (within Australia) or +61 3 9415 4000 (outside Australia)
Level 5, 115 Grenfell Street
Adelaide SA 5000 Australia
www.computershare.com.au

Auditors:
Grant Thornton
Level 3 170 Frome Street
Adelaide SA 5000

Stock Exchange Listing:
Australian Stock Exchange (ASX)
ASX Code: LML

2024 AGM:
20 November 2024

Level 14, 333 Collins Street
Melbourne Victoria 3000
info@lincolnminerals.com.au
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DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2024

The Directors present their report together with the consolidated financial report of Lincoln Minerals Limited (the Company) and its subsidiary companies (the Group) for the financial year ended 30 June 2024 together with the Auditor's report for the financial year end 30 June 2024.

DIRECTORS

The Directors of the Company at any time during or since the end of the financial year are:

Name and qualifications	*Experience and other directorships*
Ruiyu Zhang Non-executive Chair (appointed 30 July 2021 to 3 February 2023; continued as Non-executive Director to 24 July 2023; reappointed non-executive Chair 25 July 2023)	Ms Zhang is a qualified accountant and has an extensive business network in Australia as well as in mainland China. Ms Zhang resigned from the chair on 03 February 2023 and was reappointed as non-executive chair on 25 July 2023.
Hon Ryan Smith Non-executive Director, independent (appointed 25 July 2023)	Mr Smith combines 18 years working in the corporate sector managing financial risk with his 16 years' experience as a Member of the Victorian Parliament. He served as a Minister in the Coalition government, as a Shadow Minister and on a number of Parliamentary Committees. Mr Smith brings significant experience in areas of governance and risk mitigation.
John Lam Non-executive Director, independent (appointed 1 September 2023)	Mr Lam has substantial experience in the banking and investment industries. From 1991 to 2005, he held senior positions at Hong Kong Bank of Canada (HSBC Bank Canada), HSBC California, and Hang Seng Bank Limited. Mr Lam subsequently worked at Dah Sing Bank, Limited from September 2005 to February 2012, with his last position as an executive director head of retail banking. Afterward, Mr Lam acted as the vice chairman and executive director of Nan Fung Property Holdings Limited from 2013 to 2021.
Julian Babarczy Non-executive Director, independent (appointed 1 December 2023)	Mr Babarczy has over 20 years of finance and investment industry experience, including positions in investment portfolio management, company management, and directorship. Almost two-thirds of his career has been spent as a fund manager responsible for investments in both listed and unlisted companies, with the majority of his investments in the natural resources sector.
Catherine Norman Non-executive Chair (appointed 03 February 2023; resigned 24 July 2023) Interim CEO (23 March 2023 to 24 July 2023)	Ms Norman has a wealth of experience and knowledge in the resources industry overseeing exploration and development, project financing, joint venture and asset transactions. Cath has held executive and board positions in Australia, Europe, Africa and the Middle East over a 35-year career and has a proven track record of leadership and strategic vision. Cath holds a BSc in Geophysics.
Jason Foley Non-executive Director, independent (appointed 29 July 2022, resigned 31 August 2023)	Mr Foley draws on 20+ years of deep expertise in mining and resources with top-200 ASX companies. He is a trusted advisor to CEOs and Boards across ASX-listed, Private Equity and SMEs in Australasia.

No other director has been a director of a listed company in the past three years

INTEREST IN SHARES

At the date of this report, the continuing directors' interests in shares were as follows:

Continuing Director	**Number of shares held** (directly or indirectly)
Ruiyu Zhang	12,333,333
Julian Babarczy	320,000,000
Hon Ryan Smith	1,000,000
John C Lam	Nil

DIRECTORS' MEETINGS

The number of Directors' meetings held, and numbers of meetings attended by each of the Directors of the Company during the financial year were:

	Number of Board meetings held	*Number of Board meetings attended*	*Number of Audit committee meetings held*	*Number of Audit Committee meetings attended*	*Number of Remuneration committee meetings held*	*Number of Remuneration Committee meetings attended*
Ruiyu (Yoyo) Zhang	8	8	2	2	N/A	N/A
Jason Foley[1]	3	3	1	1	N/A	N/A
John Lam[2]	4	4	N/A	N/A	1	1
Julian Babarczy[3]	4	4	1	1	1	1
Ryan Smith[4]	5	5	2	2	1	1
Cath Norman[5]	2	2	N/A	N/A	N/A	N/A

[1] Resigned 31 August 2023

[2] Appointed 1 September 2023

[3] Appointed 1 December 2023

[4] Appointed 25 July 2023

[5] Resigned 24 July 2023

COMPANY SECRETARY

Mr Andrew Metcalfe was appointed Company Secretary in June 2021 and CFO on 1 March 2023. He holds a Bachelor of Business Degree, is a CPA, a Fellow of the Governance Institute of Australia, Graduate member of AICD, and is also Company Secretary of a number of ASX listed and unlisted companies.

OPERATING AND FINANCIAL REVIEW

Lincoln Minerals Limited is an ASX-listed and South Australian-focused mineral exploration and development company looking to deliver a graphite mining production following the achievement of development and commercialisation milestones for its primary graphite assets on Eyre Peninsula, a proven mining jurisdiction in South Australia. The Company also owns and is advancing a pool of additional assets across magnetite and uranium all located on Eyre Peninsula. During the year the Company continued to evaluate and maintain its exploration licences in South Australia.

The Group made a loss after tax of $2,690,210 (2023: $3,610,043). Exploration and evaluation expenses of $1,119,771 (2023: $578,438) were expensed in the year. Interest income was $2,616 (2023: $75).

Cash at 30 June 2024 was $2,573,340 (2023: $1,162,293).

The loss was primarily due to continuing exploration activities on the Group's Eyre Peninsular tenements plus costs associated with several corporate actions including the holding of two general meetings, preparation of corporate action documentation to raise capital and issue securities.

Significant changes in entity's state of affairs during the year

1. Changes to the board

On 24 July 2023, Catherine Norman resigned as a director of LML.

On 25 July 2023, Hon Ryan Smith was appointed as a non-executive director.

On 31 August 2023, Jason Foley resigned as a director of LML.

On 1 September 2023, John Lam was appointed as a non-executive director.

On 1 December 2023, Julian Babarczy was appointed as a non-executive director.

2. Changes in Executive

On 3 November 2023, Mr Jonathon Trewartha was appointed as the CEO of the Company. On 25 November 2023, Mr Sam Barden resigned as Acting CEO.

3. Takeover offer

On 10 August 2022 the Company received a takeover offer by way of a Bidders Statement from Quantum Graphite Limited to acquire all shares in the company on the basis of 1 share offered in Quantum Graphite Limited ("QGL") for 9 shares held in Lincoln Minerals Limited.

On 14 July 2023, QGL withdrew their bid.

4. Issue of Securities

On 13 November 2023, the Company completed a share placement to raise $1.7 million before costs (total securities issued was 283,333,443 shares at $0.006 per share).

On 4 June 2024, the Company successfully completed its underwritten share purchase plan raising $1.5 million before costs (total securities issued was 214,285,698 shares at $0.007 per share).

On 7 June 2024, the Company successfully completed its top up placement raising $930,000 before costs (total securities issued was 132,857,143 shares at $0.007 per share).

The Company also issued 203,571,452 free attaching options to applicants under the share purchase plan and top up placement, exercisable at $0.014 per share and expiring 27 June 2026.

Proceeds from the placement and share purchase plan allow the Group to continue the exploration activities on Graphite, Uranium and Green Iron on the Group's Eyre Peninsular tenements plus undertake and complete various studies including a pre-feasibility study.

5. Exploration and evaluation assets

On 3 August 2022, the Company received a letter from the Department of Energy and Mining of South Australia (the "Department") concerning EL5922, EL5971, EL6024, EL6441, EL6448 and EL6638 (formerly 5811) referred to as "Southern Eyre Peninsula Project (AEA019-001)" (the "SEP Project"). The SEP Project is in addition to ML6460 (Kookaburra Gully) which lease runs until 2 June 2037.

In its letter, the Department stated that it supported an extension of the SEP Project for another 2-year period subject to the following:

a. Successful relisting of Lincoln in the ASX.

b. Receipt of a valid expenditure return for the current AEA period no later than 60 days after the AEA period end date.
c. Future expenditure commitment to be carried forward and be added to the expenditure commitment for the new AEA, and that failure to meet the new combined expenditure may result in cancellation of the exploration licences; and
d. Meeting minimum expenditure requirements by 31 December 2024.

The Group continues to undertake active exploration activities across all its tenements and provides the Department with regular updates and annual tenement reports on the progress of exploration and expenditure incurred and regularly reviews its forecast expenditure against tenements to ensure to meet the minimum expenditure requirements set by the Department.

6. **Exploration program**

In December 2023 and January 2024, the Company undertook exploration drilling on prospects identified from electromagnetic surveying on the Kookaburra Gully Extension region and drilling at the Kookaburra Gully Graphite Deposit.

SIGNIFICANT EVENTS AFTER REPORTING DATE

The Directors are not aware of any matter or circumstance that has arisen since the end of the year that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS

In the reporting period, the Group was principally engaged in undertaking an exploration program at the Kookaburra Gully Project tenements and raising capital to support ongoing exploration operations.

DIVIDENDS

No dividends were paid, and the directors have not recommended the payment of a dividend (2023: Nil).

ENVIRONMENTAL REGULATION

The Group is subject to environmental regulation in respect of the exploration and mining tenements granted to it and the mining legislation of the states in which the mining tenements are held. The Directors are satisfied that no breaches of the environmental conditions of these licences have occurred as they are continually monitoring the Group's operations. No notices of any such breaches have been received from any authority.

ENVIRONMENT AND SOCIAL POLICY

Environment

The Group is aware of its corporate responsibility to impact as little as possible on the environment and, as necessary, to undertake exploration programs, mining operations and/or rehabilitate sites in line with detailed procedures and guidelines published by the South Australian Government.

The Group continues to develop policies to monitor performance and improve operational procedures to best environmental practice and minimise the impacts of exploration activities wherever possible.

Social

The Board and Management are committed to a working environment that provides equality to all and that respects the rights, cultural beliefs and relevant concerns of all landholders and communities that have a legitimate interest in land upon which we propose to undertake exploration and development.

This will involve ongoing communication with relevant local residents, farmers, pastoral property owners, Aboriginal groups and local authorities.

CORPORATE GOVERNANCE

The Board has adopted the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations – 4th Edition" (ASX Recommendations). The Board continually monitors and reviews its existing and required policies, charters and procedures with a view to ensuring its compliance with the ASX Recommendations to the extent deemed appropriate for the size of the Company and its development status.

A summary of the Company's ongoing corporate governance practices is set out annually in the Company's Corporate Governance Statement and can be found on the Company's website at:
http://www.lincolnminerals.com.au/corpgovernance.php

REMUNERATION REPORT - AUDITED

Key management personnel (KMP) have authority and responsibility for planning, directing and controlling the activities of the Group. This report outlines the remuneration arrangements in place for KMP of Lincoln Minerals Limited during the reporting period.

Key Management Personnel comprise:

Directors

C Norman	Non-executive Chairman – appointed 3 February 2023, resigned 24 July 2023
R Zhang	Non-executive Chairman – appointed 25 July 2023
Jason Foley	Non-executive – appointed 29 July 2022, resigned 31 August 2023
Ryan Smtih (Hon.)	Non-executive – appointed 25 July 2023
John Lam	Non-executive – appointed 1 September 2023
Julian Babarczy	Non-executive – appointed 1 December 2023

Executives

J Trewartha	CEO – appointed 3 November 2023
S Barden	Interim CEO – appointed 25 July 2024, resigned 25 November 2023
A Metcalfe	Company Secretary/CFO (continuing)

Remuneration philosophy

The performance of the Group depends on the quality of its directors and executives, who are KMP of the Company. Compensation levels for KMP are competitively set to attract and retain appropriately qualified and experienced Directors and KMP. To this end, the Group embodies the following principles in its remuneration framework:

Provide competitive rewards to attract high calibre executives.

Link executive rewards to shareholder value; and

Establish appropriate, demanding performance hurdles in relation to variable executive remuneration.

Use of remuneration consultants

The Group has not engaged the services of a remuneration consultant during the year.

Voting and comments made at the Group's 2023 Annual General Meeting

The Group received 99.85% 'for' votes on its Remuneration Report for the financial year ending 30 June 2023. The Group received no specific feedback on its Remuneration Report at the 2023 Annual General Meeting

Corporate Performance

The performance of the Company / Group for the past 5 years is:

Year	*Net (loss) for the year*	*(Loss) per share – cents*	*Shareholders' Equity*	*Number of issued shares – end of year*	*Share price – end of the year – cents*
2020	*(861,875)*	*(0.15)*	*8,021,013*	*574,983,686*	*0.4*
2021	*(744,638)*	*(0.13)*	*7,276,375*	*574,983,686*	*0.8*
2022	*(2,026,538)*	*(0.35)*	*5,249,837*	*574,983,686*	*0.8*
2023	*(3,610,043)*	*(0.35)*	*7,035,814*	*1,420,711,808*	*1.1*
2024	*(2,690,210)*	*(0.15)*	*8,222,996*	*2,056,188,092*	*0.6*

No dividends have been paid, nor have there been any capital reductions or share cancellations over the above periods.

Remuneration Structure

In accordance with best practice corporate governance, the structure of non-executive Director and senior management remuneration is separate and distinct.

Non-executive Director Remuneration

Objective

The Board seeks to set aggregate remuneration at a level which provides the Group with the ability to attract and retain Directors of the highest calibre and with the experience and qualification appropriate to the development of the Company, whilst incurring a cost which is acceptable to shareholders.

Structure

The Constitution and the ASX Listing Rules specify that the aggregate remuneration of Non-Executive Directors shall be determined from time to time by shareholders at a General Meeting. An amount not exceeding the determined aggregate is then divided between the Directors as agreed. At a General Meeting held in November 2016 shareholders approved an aggregate remuneration of $450,000 per year. The current fee level is $50,000 per annum for each Non-executive Director and $80,000 for the Chairman, all inclusive of statutory superannuation). During the reporting period, the Board agreed to pay special exertion fees to Mr Babarczy and Mr Smith for additional time and expertise committed to the Company.

The Board considers fees paid to Non-executive Directors of comparable companies when undertaking the annual review process. All of the Non-executive Directors received directors' fees in cash.

Non-executive Directors' fees are not linked to the performance of the Group. However, Directors may be issued options and performance rights from time to time to provide the necessary incentive to grow long-term shareholder value. Issues of options and rights to Directors requires approval by shareholders in general meeting.

Executive Director and Key Management Personnel Remuneration

Objective

The Group aims to reward executives with a level and mix of remuneration commensurate with their position and responsibilities within the Group and so as to:

Reward executives for Group and individual performance.

Align the interests of executives with those of shareholders.

Link reward with the strategic goals and performance of the group; and

Ensure total remuneration is competitive by market standards.

Structure

It is Board policy that employment contracts are entered into with the Managing Director and other KMP.

Remuneration consists of the following key elements:

Fixed Remuneration

Variable Remuneration

The Company currently has no formal performance related remuneration policy which governs the payment of annual cash bonuses upon meeting predetermined performance targets. However, the Board may consider performance related remuneration in the form of cash or share options or performance rights when they consider these to be warranted. Following a review of the Group's performance, the Board decided not to reward any variable remuneration in the current year.

The proportion of fixed remuneration and variable remuneration (potential short term and long-term incentives) is established by the Board of Directors. There was no variable remuneration issued during the year.

Fixed Remuneration

Objective

The level of fixed remuneration is set so as to provide a base level of remuneration which is both appropriate to the position and is competitive in the market.

Fixed remuneration is reviewed in accordance with contract terms by the Board of Directors and the process consists of a review of companywide and individual performance, relevant comparative remuneration in the market and internal and, where appropriate, external advice on policies and practices.

Employment Contracts

Employees are employed under terms which include annual reviews as to their personal performances and assessment as to general employment market conditions.

During the reporting period, executive remuneration fees were paid under agreements as follows:

Cath Norman – Director/Chair from 4 February 2023 to 24 July 2023: engaged on an annual remuneration of $60,000 per annum plus $60,000 in specialist consulting fees. From 23 March 2023 to 24 July 2023, Ms Norman operated in the role of acting CEO. Remuneration paid in the acting CEO role was $300,000 per annum plus super. Directors' fees were not paid to the Chair whilst in the role of acting CEO. Terms of appointment as acting CEO are that on appointment of a CEO, the Chair would revert back to a non-executive position and receive fees as Chair.

Jonathan Trewartha – CEO, engaged under an employment agreement of $300,000 per annum plus STI and LTI benefits.

Sam Barden – interim CEO from 25 July 2023 to 25 November 2023: engaged on an annual remuneration of $300,000 per annum plus superannuation.

Andrew Metcalfe - Company Secretary and CFO: engaged under a consultancy agreement of $10,000 per month, plus a variable rate and may be terminated by the giving of 2 months' notice.

No termination payments were made during the period to KMP other than statutory entitlements upon leaving the Company.

Compensation of Directors and Key Management Personnel (KMP)

	Short term		Post-employment			Total
	Salary and fees	Contract payments	Super-annuation	Long service /Annual leave[8]	Share-based payment	
Year ended 30 June 2024	$	$	$	$	$	$
Directors						
J Foley[1]	7,542	-	830	-	-	8,372
J Lam[2]	-	37,500	-	-	-	37,500
C Norman [3]	25,000	-	2,750	-	-	27,750
R Zhang	-	67,500 [4]	-	-	-	67,500
R Smith	63,178	-	6,950			70,128
J Babarczy[5]	-	74,170	-	-	-	74,170
Executives						
J Trewartha[6]	197,692	-	18,946	18,477	-	235,115
S Barden [7]	-	101,154 [9]	-	-	-	101,154
A Metcalfe	-	151,218 [10]	-	-	-	151,218
Total directors and KMP - 2024	**293,412**	**431,542**	**29,476**	**18,477**	**-**	**772,907**

Director and Executive remuneration was paid to entities controlled by the relevant director and executive as below:
[1] Resigned 31 August 2023
[2] Appointed 1 September 2023
[3] Resigned 24 July 2023
[4] Invoiced from Y&M Investment Pty Ltd
[5] Appointed 1 December 2023, incudes special exertion fees paid from 1 January 2024
[6] Appointed 3 November 2023
[7] Interim CEO from 25 July 2023 to 25 November 2023
[8] Includes both provision and actual leaves taken

[9] Invoiced from SBI Markets Pty Ltd
[10] Invoiced from Accosec Pty Ltd

	Short term		Post-employment			Total
	Salary and fees	Contract payments	Super-annuation	Long service /Annual leave[8]	Share-based payment	
Year ended 30 June 2023	$	$	$	$	$	$
Directors						
J Foley	41,478	-	4,355	3,887	110,000	159,720
C Norman [1]	80,769	51,904[4]	8,481	7,463	171,000	319,617
R Zhang	-	55,833[5]	-	-	110,000	165,833
Executives						
S Barden [2]	-	299,837[6]	-	23,077	574,000	896,914
A Metcalfe	-	128,397[7]	-	-	35,000	163,397
D Povey	50,000	-	5,250	4,471	-	59,721
Total directors and KMP - 2023	**172,247**	**535,971**	**18,086**	**38,898**	**1,000,000**	**1,765,202**

Director and Executive remuneration was paid to entities controlled by the relevant director and executive as below:
[1] Appointed 03 February 2023 (resigned 24 July 2023)
[2] Appointed 6 June 2022, resigned 23 June 2023
[3] Includes both provision and actual leaves taken
[4] Invoiced from Lionne Pty Ltd
[5] Invoiced from Y&M Investment Pty Ltd
[6] Invoiced from SBI Markets Pty Ltd
[7] Invoiced from Accosec Pty Ltd

Option holdings of Key Management Personnel

The following options were held by KMPs during the year ended 30 June 2024:

- 1,428,572 share option (issued 27 June 2024, expiring 27 June 2026, exercisable at $0.014) were held by Mr Andrew Metcalfe.

Other than above, there are no options held by or exercisable by any other KMP (2023: Nil).

Shareholdings of Key Management Personnel - 2024

The number of shares and performance rights in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

Shares held:

	Balance at the beginning of the year	Received as part of remuneration	Additions	Disposal/ Other [1]	Balance at the end of the year
Directors					
Ruiyu Zhang	9,000,000	-	3,333,333	-	12,333,333
Cath Norman[1]	9,000,000	-	-	(9,000,000)	Nil
Jason Foley[1]	9,000,000	-	-	(9,000,000)	Nil
Julian Babarczy	258,262,319	-	61,737,681	-	320,000,000
Ryan Smith	-	-	1,000,000	-	1,000,000
John Lam	-	-	-	-	-
Executives					
Sam Barden[1]	42,000,000	-	-	(42,000,000)	Nil
Andrew Metcalfe	5,000,000	-	5,357,143	-	10,357,143

332,262,319	-	70,428,157	-	402,690,476

1 Resigned during the reporting period

Performance rights held by Key Management Personnel

There were no performance rights issued to or outstanding to KMP's as at 30 June 2024.

The number of Performance Rights over ordinary shares in the Group held, directly, indirectly, or beneficially, by each specified Director and other key management personnel, including their personally related entities as at reporting date, is as follows:

	Balance at the beginning of the year	Received as part of remuneration	Additions	Disposals/ Vested	Balance at the end of the year
Executives					
Andrew Metcalfe	5,000,000	-	-	(5,000,000)	-
	5,000,000	-	-	(5,000,000)	-

Other related party transactions with Key Management Personnel

A number of KMP or their related parties hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. During the year, the Company made payment to the following director and executive controlled entities for their services as KMP's (refer to table above):

- $67,500 from Y&M Investment Pty Ltd, an entity associated with Ruiyu Zhang;
- $74,170 from Jigsaw Consult Pty Ltd, an entity associated with Julian Babarczy;
- $151,218 from Accosec Pty Ltd, an entity associated with Andrew Metcalfe;
- $101,154 from SBI Markets Pty Ltd, an entity associated with Sam Barden.

Amounts stated above are exclusive of GST and were billed and payable under normal commercial terms and conditions. Balances outstanding as at the reporting date relating to these transactions were NIL.

Share based compensation

The Group has established the Lincoln Minerals Limited Employee Security Ownership Plan, approved by shareholders at the 2022 AGM.

A summary of the Rules of the Plan are set out below:

The maximum aggregate number of securities that may be issued under the Plan 10% of the issued capital of the Company.

The Plan provides for shares, options or other securities or interests (including performance rights) to be issued to eligible persons. The purpose of the Plan is to:

(a) provide eligible persons with an additional incentive to work to improve the performance of the Company;

(b) attract and retain eligible persons essential for the continued growth and development of the Company;

(c) to promote and foster loyalty and support amongst eligible persons for the benefit of the Company; and

(d) to enhance the relationship between the Company and eligible persons for the long-term mutual benefit of all parties.

Eligible persons are directors, officers and employees of, or consultants to, the Company or an associated body corporate and, in the case of consultants, may include bodies corporate. Participants in the Plan, the number, type and terms of any securities offered or issue, and the terms of any invitation, offer or issue are determined by the Board with the advice of the remuneration committee, if any.

Directors and related parties of the Company may only participate in the Plan if prior shareholder approval is obtained in accordance with the ASX Listing Rules.

The objective of company's reward framework is to ensure employment reward for performance is competitive and appropriate for results delivered.

The Board ensures that the reward satisfied the following key criteria:
● competitiveness and reasonableness;
● acceptability to shareholders;
● performance linkage/alignment of executive compensation;
● transparency; and
● capital management.

The remuneration framework compliments the reward strategy of the Group and aligns to the participants' interests:

● rewards capability and experience;
● reflects competitive reward for contribution to growth in shareholder wealth; and
● provides recognition for contribution.

There were no shares or options issued to KMP as part of their remuneration for the year ended 30 June 2024.

END OF REMUNERATION REPORT – AUDITED

AUDITORS INDEPENDENCE DECLARATION

We have obtained the independence declaration from our auditor Grant Thornton, a copy of which is attached to and forms part of this report.

During the year Grant Thornton, the Group's auditor Corporate Tax division provided tax advice in respect of issuance of performance rights and compliance reporting obligations. The amount for the specified non-audit service during the year ended 30 June 2024 was $2,000, (2023: $0). No other services other than the audit and review of financial statements along with the tax advice were performed.

No other auditors were engaged by the Group.

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied to the Court under section 237 of the *Corporations Act 2001 (Cth)* for leave to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

INDEMNIFICATION AND INSURANCE OF OFFICERS

During the financial year the Company entered into agreements to indemnify all current directors of the Company as at the date of this report against all liabilities (subject to certain limited exclusions) to persons (other than the Company or a related body corporate) which arise out of the performance of their normal duties as a director or executive officer unless the liability relates to conduct involving a lack of good faith. The Company has also agreed to indemnify the directors and executive officers against all costs and expenses incurred in defending an action that falls within the scope of the indemnity and any resulting payments.

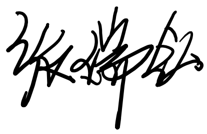
During the financial year the Company paid insurance premiums in respect of directors' liability insurance. Disclosure of the nature of the liability and the extent of the premium is prohibited by the confidentiality clause of the contract of insurance.

The directors' and officers' liability insurance provides cover against all costs and expenses involved in defending legal actions and any resulting payments arising from a liability to persons (other than Lincoln Minerals Limited) incurred in their position as director unless the conduct involves a wilful breach of duty or an improper use of inside information or position to gain advantage.

INDEMNITY AND INSURANCE OF AUDITOR

The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.
During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

Dated at Melbourne, Victoria, this 30 August 2024 and signed in accordance with a resolution of the Directors.



Ruiyu Zhang, Non-executive Chairman

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T +61 8 8372 6666

Auditor's Independence Declaration

To the Directors of Lincoln Minerals Limited

In accordance with the requirements of section 307C of the *Corporations Act 2001*, as lead auditor for the audit of Lincoln Minerals Limited for the year ended 30 June 2024, I declare that, to the best of my knowledge and belief, there have been:

a no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

b no contraventions of any applicable code of professional conduct in relation to the audit.

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

I S Kemp
Partner – Audit & Assurance

Adelaide, 30 August 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 30 June 2024

	Note	2024 $	2023 $
Exploration and evaluation expense	9	(1,119,771)	(578,438)
Corporate and administrative expenses	4	(600,841)	(1,260,626)
Director and secretarial fees		(394,042)	(535,971)
Employee benefits expense		(574,290)	(233,176)
Share-based payments		-	(1,000,000)
Depreciation and amortisation		(951)	(1,907)
RESULTS FROM OPERATING ACTIVITIES		(2,689,895)	(3,610,118)
Finance income – interest		2,616	75
Finance expense – interest		(2,931)	-
		(315)	75
LOSS BEFORE TAX		(2,690,210)	(3,610,043)
Income tax benefit	5	-	-
LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE PARENT		(2,690,210)	(3,610,043)
Other Comprehensive income attributable to owners of the parent		-	-
TOTAL COMPREHENSIVE LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE PARENT		(2,690,210)	(3,610,043)
Basic and diluted loss per share (cents)	16	(0.15)	(0.35)

The accompanying notes form part of these Financial Statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 30 June 2024

	Issued capital	Share based payment reserve	Accumulated losses	Total
	$	$	$	$
Balance at 1 July 2023	42,600,143	35,000	(35,599,329)	7,035,814
Total comprehensive loss for the year				
Loss for the year	-	-	(2,690,210)	(2,690,210)
Other comprehensive income	-	-	-	-
Total comprehensive loss for the year	-	-	(2,690,210)	(2,690,210)
Transactions with owners of the Company, recognised directly in equity				
Proceeds from rights issue (Note 11)	4,130,000	-	-	4,130,000
Share issue transaction costs (Note 11)	(402,474)	113,816	-	(288,658)
Conversion of performance rights to issued shares (Note 11)	35,000	(35,000)	-	-
Total contributions by owners of the Company	3,762,526	78,816	(2,690,210)	3,841,342
Balance at 30 June 2024	**46,362,669**	**113,816**	**(38,289,539)**	**8,186,946**

	Issued capital	Share based payment reserve	Accumulated losses	Total
	$	$	$	$
Balance at 1 July 2022	37,239,123	-	(31,989,286)	5,249,837
Total comprehensive loss for the year				
Loss for the year	-	-	(3,610,043)	(3,610,043)
Other comprehensive income	-	-	-	-
Total comprehensive loss for the year	-	-	(3,610,043)	(3,610,043)
Transactions with owners of the Company, recognised directly in equity				
Proceeds from rights issue (Note 11)	4,622,869	-	-	4,622,869
Share issue transaction costs (Note 11)	(264,349)	-	-	(264,349)
Shares issued to KMP (Note 11)	965,000	-	-	965,000
Performance rights issue to KMP (Note 12)	-	35,000	-	35,000
Shares issued to suppliers (Note 11)	37,500	-	-	37,500
Total contributions by owners of the Company	5,361,020	35,000	(3,610,043)	5,396,020
Balance at 30 June 2023	**42,600,143**	**35,000**	**(35,599,329)**	**7,035,814**

The accompanying notes form part of these Financial Statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 30 June 2024

	Note	2024 $	2023 $
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	6	2,573,340	1,162,293
Trade and other receivables		90,887	122,661
TOTAL CURRENT ASSETS		2,664,227	1,284,954
NON-CURRENT ASSETS			
Other financial assets		30,000	30,000
Property plant and equipment	8	277,472	277,521
Exploration and evaluation	9	5,561,127	5,561,127
TOTAL NON-CURRENT ASSETS		5,868,599	5,868,648
TOTAL ASSETS		8,532,826	7,153,602
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	10	311,920	84,075
Provision for employee benefits		33,960	33,713
TOTAL CURRENT LIABILITIES		345,880	117,788
TOTAL LIABILITIES		345,880	117,788
NET ASSETS		8,186,946	7,035,814
EQUITY			
Contributed equity	11	46,362,669	42,600,143
Reserves	12	113,816	35,000
Accumulated losses		(38,289,539)	(35,599,329)
TOTAL EQUITY		8,186,946	7,035,814

The accompanying notes form part of these Financial Statements

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 30 June 2024

	Notes	2024 $	2023 $
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to suppliers and employees		(1,344,034)	(2,151,543)
Net cash (outflow) from operating activities	7	(1,344,034)	(2,151,543)
CASH FLOWS FROM INVESTING ACTIVITIES			
Exploration expenditure		(1,082,316)	(576,230)
Interest received		2,616	75
Interest paid		(2,931)	-
Acquisition of new property, plant and equipment		(3,630)	(654)
Net cash (outflow) from investing activities		(1,086,261)	(576,809)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from shareholder loan		-	1,090,000
Repayment of shareholder loan		-	(1,600,000)
Proceeds from rights issue		4,130,000	4,622,870
Share issue transaction costs		(288,658)	(264,349)
Net cash inflow from financing activities		3,841,342	3,848,521
Net (decrease)/increase in cash and cash equivalents		1,411,047	1,120,169
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		1,162,293	42,124
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	6	2,573,340	1,162,293

The accompanying notes form part of these Financial Statements

1. THE REPORTING ENTITY

The consolidated financial report of Lincoln Minerals Limited ("the Company") for the year ended 30 June 2024 comprise the Company and its subsidiaries (together referred to as the "Group") was authorised for issue in accordance with a resolution of the directors on 30 August 2024.

The Group is a for-profit entity primarily involved in exploration and development of graphite and iron ore.

Lincoln Minerals Limited, incorporated in Australia, is a company limited by shares which are publicly traded on ASX Limited, having been listed on 9 March 2007.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

a) Basis of accounting

The consolidated financial report is a general-purpose report which has been prepared in accordance with Australian Accounting Standards (AASBs) (including Australian Interpretations) adopted by the Australian Accounting Standards Board (AASB) and the Corporations Act 2001. The consolidated financial report of the Group complies with International Financial Reporting Standards (IFRSs) and interpretations adopted by the International Accounting Standards Board (IASB).

b) Basis of measurement

The consolidated financial report has been prepared on an historical cost basis and is presented in Australian dollars, the Company's functional currency.

c) New accounting standards and interpretations adopted

In the current year, there are no new and/or revised Standards and Interpretations adopted in these Financial Statements affecting presentation or disclosure and the reported result or financial position.

d) Basis of consolidation

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The financial statements of the Company's subsidiaries are included in the consolidated financial statements from the date control commenced.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

e) Significant accounting judgments, estimates and assumptions

The carrying amounts of certain assets and liabilities are often determined based on judgments, estimates and assumptions of future events. The key judgments, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

Recoverability of exploration and evaluation costs

The carrying amount of exploration and evaluation expenditure is dependent on the future successful outcome from exploration activity and or alternatively the sale of the respective areas of interest.

f) Property, plant and equipment

Plant and equipment are stated at cost less accumulated depreciation and any impairment in value. Refer to impairment policy at note 2(i).

Depreciation is calculated on a diminishing value basis over the estimated useful life of the asset as being 5 to 15 years for the current and comparable period. Land is not depreciated.

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated statement of profit or loss and other comprehensive income in the period the item is de-recognised. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

g) Exploration and evaluation

Exploration for and evaluation of Mineral Resources is the search for Mineral Resources after the entity has obtained legal rights to explore in a specific area, as well as the determination of the technical feasibility and commercial viability of extracting the Mineral Resource. Accordingly, exploration and evaluation expenditures are those expenditures incurred by the Group in connection with the exploration for and evaluation of Mineral Resources before the technical feasibility and commercial viability of extracting a Mineral Resource are demonstrable.

Accounting for exploration and evaluation expenditures is assessed separately for each ‘area of interest’. An ‘area of interest’ is an individual geological area which is considered to constitute a favourable environment for the presence of a mineral deposit or has been proved to contain such a deposit.

Expenditure incurred on activities that precede exploration and evaluation of Mineral Resources, including all expenditure incurred prior to securing legal rights to explore an area, is expensed as incurred.

Reimbursements by joint venture partners of expenditure in respect of areas of interest are deducted from the Company’s total outlays on the areas prior to carrying forward such expenditure as an asset.

Exploration and evaluation assets are tested for impairment when any of the following facts and circumstances exist:

- The term of the exploration licence in the specific area of interest has expired during the reporting period or will expire in the near future and is not expected to be renewed.
- Substantive expenditure on further exploration for and evaluation of Mineral Resources in the specific area are not budgeted or planned.
- Exploration for and evaluation of Mineral Resources in the specific area have not led to the discovery of commercially viable quantities of Mineral Resources and the decision was made to discontinue such activities in the specified area; or
- Sufficient data exists to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered from successful development or by sale.

h) Impairment – non-financial assets

At each reporting date, the Group assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the Group makes a formal estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

i) Cash and cash equivalents

Cash and cash equivalents in the Statement of Financial Position comprise cash at bank, cash on hand and short-term deposits with an original maturity of three months or less.

For the purposes of the Consolidated Statement of Cashflows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

j) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

n) Trade and other payables

These amounts represent liabilities for goods and services provided to the entity prior to the end of the financial year and which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

o) Contributed equity

Ordinary share capital is recognised at the fair value of the consideration received by the Company. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of share proceeds received, net of any related tax benefit.

p) Income tax

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in the statement of profit or loss and other comprehensive income except to the extent that it relates to a business combination, or items recognised in other comprehensive income or directly in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: initial recognition of goodwill, the initial recognition of assets or liabilities (in a transaction that is not a business combination) that affect neither accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that they are not expected to reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis, or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Any additional income taxes that may arise from the distribution of dividends are recognised at the same time as the liability to pay the related dividend.

q) Earnings per share (EPS)

The Group presents basic and diluted EPS data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Parent Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares. EPS for the previous year are restated for any rights issues during the current financial year.

r) Financial Instruments

Recognition, initial measurement and derecognition
Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted by transactions costs, except for those carried at fair value through profit or loss, which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities are described below.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and subsequent measurement of financial assets
Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with AASB 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

For the purpose of subsequent measurement, financial assets other than those designated and effective as hedging instruments are classified into the following categories upon initial recognition:
- amortised cost
- fair value through profit or loss (FVPL)
- equity instruments at fair value through other comprehensive income (FVOCI)
- debt instruments at fair value through other comprehensive income (FVOCI)

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables, which is presented within other expenses.

Subsequent measurement financial assets

<u>Financial assets at amortised cost</u>
Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVPL):
- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Group’s cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Financial assets at fair value through profit or loss (FVPL)
Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, irrespective of business model financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVPL. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply (see below).

Impairment of Financial assets
The Group considers a broader range of information when assessing credit risk and measuring expected credit losses of its financial assets, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

a) financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1') and
b) financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2').
c) 'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.
d) '12-month expected credit losses are recognised for the first category while 'lifetime expected credit losses' are recognised for the second category.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Classification and measurement of financial liabilities
The Group's financial liabilities include borrowings and trade and other payables.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

s) Segment reporting

The Group determines and presents operating segments based on the information that internally is provided to the Managing Director (or the board in the absence of a Managing Director), who is the Group's chief operating decision maker.

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are regularly reviewed by the Group's Managing Director to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Managing Director include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

t) Fair value measurements

Certain accounting policies and disclosures require the measurement of fair value, for both financial and non-financial assets and liabilities.

The Group uses observable data as much as possible when measuring the fair value of an asset or liability. Fair values of assets or liabilities are categorised into different levels in the fair value hierarchy based on the lowest input used in the valuation techniques as follows:

- Level 1: quoted (unadjusted market prices in active markets for identical assets or liabilities).
- Level 2: valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3: valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

If the inputs used to measure the fair value of an asset or a liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

The fair value of cash and short-term deposits, trade receivables, other current financial assets, trade payables and other current liabilities approximate their carrying values largely due to the short-term maturities of these instruments.

u) Share-based employee remuneration

All goods and services received in exchange for the grant of any share-based payment are measured at their fair values. Where employees are rewarded using share-based payments, the fair values of employees' services are determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example profitability and earnings per share growth targets and performance conditions).

All share-based remuneration is ultimately recognised as an expense in profit or loss with a corresponding credit to share rights reserve. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share rights expected to vest.

Non-market vesting conditions are included in assumptions about the number of share rights that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number of share rights expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognised in the current period.

Upon exercise of share rights, the proceeds received and the accumulated amount in the share rights reserve applicable to those share rights, net of any directly attributable transaction costs, are allocated to share capital.

3. GOING CONCERN BASIS OF ACCOUNTING

The financial report has been prepared on the basis of a going concern. During the year ended 30 June 2024 the Group recorded a net cash outflow from operating and investing activities of $2,430,295 and an operating loss of $2,690,210. These conditions give rise to a material uncertainty that may cast significant doubt upon the Group's ability to continue as a going concern.

The ability of the Group to continue to pay its debts as and when they fall due is dependent upon the Group:

- Raising sufficient funds to meet the minimum exploration expenditure to continue to develop its exploration and evaluation assets itself, or through joint ventures; and
- Retaining and maintaining its exploration and evaluation assets and associated licences.

The Directors believe it is appropriate to prepare these accounts on a going concern basis because:

- Directors will not commit to expenditure unless sufficient funding has been sourced;
- The South Australian Department of Energy & Mining has granted an extension on the Group's licenses and expenditure commitments to December 2024.

The Directors believe they will be successful in achieving the above and have prepared the financial statements on a going concern basis.

If additional capital is not obtained or the above matters are not resolved in the Group's favour, the going concern basis may not be appropriate, with the result that the group may have to realise its assets and extinguish its liabilities, other than in the ordinary course of business and at amounts different from those stated in the interim financial report. No allowance for such circumstances has been made in the financial report.

4. CORPORATE AND ADMINISTRATIVE EXPENSES

	2024	2023
	$	$
ASX fees	80,119	59,765
Audit fees	74,272	78,756
Consulting fees	-	343,255
Corporate administration	183,500	256,708
Insurances	53,509	44,429
Legal fees	95,247	371,903
Share registry	96,106	88,449
Travel	18,088	17,361
	600,841	1,260,626

5. INCOME TAX BENEFIT

Numerical reconciliation between tax benefit and pre-tax net loss

	2024	2023
	$	$
Loss before tax from continuing and discontinued operations	(2,690,210)	(3,610,043)
Prima facie income tax benefit at 25%	(672,553)	(886,932)
Effect of temporary differences and tax losses not recognised	672,553	886,932
Income tax benefit attributable to operating loss	-	-

A deferred tax asset with respect to accumulated tax losses has not been recognised as an asset as it is not considered probable at this time that future taxable income will be available against which to utilise the tax losses. Prior to utilising tax losses, the Company will need to satisfy the requirements of either the continuity of ownership test or same business test. The Company currently has tax losses of $40,737,311 (2023: 37,972,601).

6. CASH AND CASH EQUIVALENTS

	2024	2023
	$	$
Cash at bank and in hand	2,573,340	1,162,293
	2,573,340	1,162,293

7. RECONCILIATION OF LOSS AFTER TAX TO NET CASH FLOWS FROM OPERATIONS

	2024	2023
	$	$
Operating (loss) after income tax	(2,690,210)	(3,610,043)
Depreciation and amortisation	951	1,907
Exploration expenditure expensed	1,119,771	578,438
Share based compensation to KMPs	-	1,000,000
Shares issued to supplier	-	37,500

Interest earned	(2,616)	(75)
Interest paid	2,931	-
Changes in Assets and Liabilities:		
(Increase) / Decrease in other current operating assets	(74)	(43,945)
Increase in operating creditors and accruals	224,966	(127,321)
Increase (Decrease) in leave provisions	247	11,996
Net cash used in operating activities	(1,344,034)	(2,151,543)

8. PROPERTY, PLANT AND EQUIPMENT

	Land	Office plant and equipment	Exploration plant and equipment	Motor vehicles	Total
2024	$	$	$	$	$
At cost	433,873	32,796	345,564	16,052	828,285
Accumulated depreciation	-	(29,693)	(328,890)	(15,530)	(374,113)
Accumulated impairment	(169,820)	-	-	-	(169,820)
Closing net book amount	264,053	963	11,934	522	277,472
Opening net book amount	264,053	1,914	10,911	643	277,521
Additions	-	-	3,630	-	3,630
Depreciation charge to P&L	-	(951)	-	-	(951)
Depreciation charged to exploration expenditure	-	-	(2,607)	(121)	(2,728)
Closing net book amount	264,053	963	11,934	522	277,472
2023	$	$	$	$	$
At cost	433,873	40,834	341,935	16,052	832,694
Accumulated depreciation	-	(38,920)	(331,024)	(15,409)	(385,353)
Accumulated impairment	(169,820)	-	-	-	(169,820)
Closing net book amount	264,053	1,914	10,911	643	277,521
Opening net book amount	264,053	3,154	12,971	791	280,969
Additions	-	654	-	-	654
Depreciation charge to P&L	-	(1,894)	-	-	(1,894)
Depreciation charged to exploration expenditure	-	-	(2,060)	(148)	(2,208)
Closing net book amount	264,053	1,914	10,911	643	277,521

The Group's accounting policy is to carry property, plant and equipment at cost less accumulated amortisation and impairment, in accordance with AASB116. The directors have determined that there were no impairment indicators that had been triggered as at 30 June 2024.

9. EXPLORATION AND EVALUATION

	2024	2023
	$	$
Opening net book amount	5,561,127	5,561,127
Exploration expenditure during the year	1,117,043	576,230
Depreciation charged to exploration	2,728	2,208
Less, exploration & evaluation expensed	(1,119,771)	(578,438)
Closing net book amount	5,561,127	5,561,127
Gross exploration assets capitalised	20,501,519	20,501,519
Provision for impairment	(14,940,392)	(14,940,392)
Net exploration assets	5,561,127	5,561,127

The recoverability of the carrying amount of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

The Group's accounting policy is to capitalise exploration costs in accordance with AASB6 and assess at each reporting date if any impairment indicators as defined in AASB6 paragraph 20. The directors have determined that there were no impairment indicators that had been triggered as at 30 June 2024.

10. TRADE AND OTHER PAYABLES

	2024	2023
	$	$
Trade payables – external parties	176,944	17,421
Accrued expenses	134,976	66,654
	311,920	84,075

Trade payables are non-interest bearing and normally settled on 30-day terms. Trade payables and accrued expenses are stated at cost. No adjustment is required for fair value.

11. CONTRIBUTED EQUITY

	2024	2023
Share capital	$	$
Fully paid ordinary shares	46,362,669	42,600,143
Opening balance	42,600,143	37,239,123
Addition of new shares issued via rights issue	4,130,000	4,622,869
Less rights issue expenses	(402,474)	(264,349)
Conversion of performance rights to issued shares	35,000	-
Addition of new shares issued to directors	-	965,000
Addition of new shares issued to supplier	-	37,500
Closing balance	46,362,669	42,600,143

Movements in share capital:	Number	Number
Fully paid ordinary shares	2,056,188,092	1,420,711,808
Opening balance	1,420,711,808	574,983,686
Addition of new shares issued	630,476,284	845,728,122

Conversion of performance rights to issued shares	5,000,000	-
Closing Balance	2,056,188,092	1,420,711,808

Holders of fully paid ordinary shares have the right, in the event of winding up the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of shares held. Fully paid ordinary shares entitle their holders to vote, either in person or by proxy, at a meeting of the Company. On a poll each fully paid ordinary share is entitled to one vote.

12. RESERVES

	2024	2023
	$	$
Share-based payments reserve	-	35,000
Share options issued to supplier	113,816	-
Total Reserves	113,816	35,000

The share-based payment reserve represents the value of 5,000,000 performance rights issued to a KMP in June 2023. The performance rights were issued at Nil value, vesting at date of issue and was release from holding lock on 16 June 2024.

As there are no other performance hurdles attached to the performance rights, they have been valued at the market price of the Company's ordinary shares as at date of issue.

On 20 June 2024, the board of directors approved to issue 30 million share options to Canaccord Genuity (Australia) Pty Ltd. Valuation of these 30 million share options was done using the Black-Scholes method. The 30 million share options were granted to Canaccord Genuity (Australia) Pty Ltd as a lead manager to the underwritten Share Purchase Plan. As at 30 June 2024 the 30 million share options granted to Canaccord Genuity (Australia) Pty Ltd were outstanding.

13. AUDITOR'S REMUNERATION

The Auditor of Lincoln Minerals Limited is Grant Thornton Audit Pty Ltd.

	2024	2023
	$	$
Audit or review of financial reports	74,272	78,756
Total remuneration	74,272	78,756

Non-audit services provided by Grant Thornton Australia Limited.

	2024	2023
	$	$
Tax compliance services	2,000	-
Total remuneration	2,000	-

14. COMMITMENTS AND CONTINGENCIES

Commitments - Exploration licences

The Group's exploration licence tenements have various renewal dates and the amount of each expenditure covenant is set by the Minister for Mineral Resources Development at the time of each renewal. In 2022, the South Australian Department of Energy & Mining has granted an extension on the Group's licenses and expenditure commitments to December 2024, at which time the expenditure incurred and future expenditure required on the exploration licence tenements will be assessed by the South Australian Department of Energy & Mining.

Expenditure required to maintain tenure of all of the exploration licences	2024 $	2023 $
Within one year	766,705	1,978,520
After one year but not more than five years	293,395	941,516
	1,060,000	2,920,036

Contingencies

As at 30 June 2024 and the date of this report there were no contingencies.

15. EVENTS SUBSEQUENT TO BALANCE DATE

The Directors are not aware of any other matter or circumstance that has arisen since the end of the year that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

16. EARNINGS PER SHARE

	2024	2023
Loss used to calculate basic and diluted loss per share ($) attributable to members of the parent	(2,690,210)	(3,610,043)
Basic and diluted loss per share (cents) attributable to members of the parent	(0.15)	(0.35)
Weighted average number of ordinary shares on issue used in the calculation of basic and diluted earnings per share	1,738,449,950	1,000,347,747

The calculation of diluted earnings per share does not include weighted potential ordinary shares on issue as to do so would have the effect of reducing the amount of the loss per share.

17. FINANCIAL INSTRUMENTS

The Group's principal financial instruments comprise bank cash, short term deposits, trade receivables, and trade payables. The main purpose of these financial instruments is to finance the Group's exploration operations and administration including management and the Board's pursuit of best practice governance. It is, and has been throughout the period under review, the Group's policy that trading in financial instruments shall not be undertaken. The main risk arising from the Group's financial instruments is cash flow interest rate risk. Details of the material accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2(s) to the financial statements.

Categories of financial instruments

	2024	2023
	$	$
Financial assets:		
Cash and cash equivalents	2,573,340	1,162,293
Receivables and other assets	56,492	35,492
Other financial assets	30,000	30,000
Total Financial assets:	2,659,832	1,227,785
Financial liabilities:		
Trade and other payables	251,671	84,075
Total Financial liabilities:	251,671	84,075

The Group's activities expose it to several financial risks which impact on the measurement of, and potentially could affect the ultimate settlement amount of, its financial instruments including market risk, credit risk, and liquidity risk.

Cash flow interest rate risk

The Group's exposure to the risk of changes in market interest rates relate to its earnings on cash funds and debt securities held.

Commodity price risk

The Group has not commenced production as yet so in the reporting period there has been no commodity price risk.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's cash deposits, receivables and investments in debt securities.

Management has established a credit policy under which the counterparties are analysed for credit worthiness by reference to available information so as to manage the risk of exposure to default. The credit risk exposure is concentrated with banks (for cash) and the federal government (tax receivable).

The carrying amount of the Group's financial assets represents the maximum credit exposure. The Group's maximum exposure to credit risk at the reporting date was:

	2024	2023
	$	$
Cash and cash equivalents	2,573,340	1,162,293
Receivables and other assets	56,492	35,492
Other financial assets	30,000	30,000
	2,659,832	1,227,785

Liquidity risk

The Group has liquidity risk arising from trade and other payables. Trade payables are normally settled within 30 days and the contracted cash flows of trade and other payables equals their carrying amounts.

The following table details the Company's and the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

The table includes both interest and principal cash flows.

	Weighted average effective interest rate	0-3 months	3-12 months	1-5 years
2024	%	$	$	$
Non-interest bearing	-	251,671	-	-
2023	%	$	$	$
Non-interest bearing	-	84,075	-	-

Fair values

The carrying amounts of financial assets and financial liabilities recorded at amortised cost in the financial statements approximate their fair values.

Interest rate risk

At the reporting date the interest rate profile of the Group's interest-bearing financial instruments was:

	2024	2023
Carrying amounts:		
Financial assets:	$	$
Fixed rate instruments	30,000	30,000
Cash and cash equivalents	2,573,340	1,162,293
	2,603,340	1,192,293

The weighted average interest rate on deposits for 2024 was 1.00% (2023: 0.10%).

Cash flow sensitivity analysis

A change of 130 basis points in interest rates at the reporting date would have affected the loss for the year by an insignificant amount. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

Capital management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. At present, almost all of the Group's capital is equity funded. No dividends have been paid since the Company's inception and the policy of the Company is to not pay dividends until such time as the Group has achieved profitability from the conduct of revenue-generating activities. There were no changes in the Group's approach to capital management during the year. The Group is not subject to any externally imposed capital requirements.

18. KEY MANAGEMENT PERSONNEL DISCLOSURES AND RELATED PARTY TRANSACTIONS

Key Management Personnel of the Company during the year comprise:

Directors		**Executives**	
R Zhang[1]	Chairman	J Trewartha[7]	CEO
J Lam[2]	Director	A Metcalfe	Company Secretary
R Smith[3]	Director	C Taylor[8]	Exploration Manager
C Norman[4]	Chairman	DA Povey	Chief Geologist (now a consultant)
J Foley[5]	Director	S Barden[9]	CEO
J Babarczy[6]	Director	P Edwards	Exploration Manager

1. On 25 July 2023, Ruiyu Zhang was appointed Non-executive Chairman.
2. On 1 September 2023, John Lam was appointed as a non-executive director.
3. On 25 July 2023, Hon Ryan Smith was appointed as a non-executive director.
4. On 24 July 2023, Catherine Norman resigned as a director.
5. On 31 August 2023, Jason Foley resigned as a director.
6. On 1 December 2023, Julian Babarczy was appointed as a non-executive director.
7. On 3 November 2023, Jonathon Trewartha was appointed CEO.
8. On 31 August 2024, Chris Taylor resigned as Exploration Manager and was replaced by Peter Edwards.
9. On 25 July 2023, Sam Barden was appointed Interim CEO and resigned on 25 November 2023.

Compensation

Compensation of Key Management Personnel by category:

	2024	2023
	$	$
Short term employee benefits	724,954	708,218
Post-employment benefits - superannuation	29,476	18,086
Post-employment benefits – annual leave and long service leave	18,477	38,898
Share based payment	-	1,000,000
Total	772,907	1,765,202

Loans to Key Management Personnel

Nil.

Other transactions with Key Management Personnel

A number of KMP or their related parties hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. During the year, the Company made payment to the following director and executive controlled entities for their services as KMP's:

- $67,500 from Y&M Investment Pty Ltd, an entity associated with Ruiyu Zhang;
- $151,218 from Accosec Pty Ltd, an entity associated with Andrew Metcalfe;
- $74,170 from Jigsaw Consult Pty Ltd, an entity associated with Julian Babarczy;
- $101,154 from SBI Markets Pty Ltd, an entity associated with Sam Barden.

Amounts stated above are exclusive of GST and were billed and payable under normal commercial terms and conditions. Balances outstanding as at the reporting date relating to these transactions were NIL.

19. SHARE BASED COMPENSATION

The Group established the Lincoln Minerals Limited Employee Security Ownership Plan (Plan).

A summary of the Rules of the Plan are set out below:

The maximum aggregate number of securities that may be issued under the Plan 10% of the issued capital of the Company.

The Plan provides for shares, options or other securities or interests (including performance rights) to be issued to eligible persons. The purpose of the Plan is to:

(a) provide eligible persons with an additional incentive to work to improve the performance of the Company;

(b) attract and retain eligible persons essential for the continued growth and development of the Company;

(c) to promote and foster loyalty and support amongst eligible persons for the benefit of the Company; and

(d) to enhance the relationship between the Company and eligible persons for the long-term mutual benefit of all parties.

Eligible persons are directors, officers and employees of, or consultants to, the Company or an associated body corporate and, in the case of consultants, may include bodies corporate. Participants in the Plan, the number, type and terms of any securities offered or issue, and the terms of any invitation, offer or issue are determined by the Board with the advice of the remuneration committee, if any.

Directors and related parties of the Company may only participate in the Plan if prior shareholder approval is obtained in accordance with the ASX Listing Rules.

The objective of company's reward framework is to ensure employment reward for performance is competitive and appropriate for results delivered.

The Board ensures that the reward satisfied the following key criteria:
● competitiveness and reasonableness;
● acceptability to shareholders;
● performance linkage/alignment of executive compensation;
● transparency; and
● capital management.

The remuneration framework compliments the reward strategy of the Group and aligns to the participants' interests:

● rewards capability and experience;
● reflects competitive reward for contribution to growth in shareholder wealth; and
● provides recognition for contribution.

There were no shares or options issued to KMP as part of their remuneration for the year ended 30 June 2024.

20. SEGMENT INFORMATION

The Directors have considered the requirements of AASB 8 – Operating Segments and the internal reports that are reviewed by the chief operating decision maker (the Board) in allocating resources have concluded that at this time there are no separately identifiable segments.

21. PARENT ENTITY DISCLOSURE

As at and throughout the financial year ending 30 June 2024 the parent company was Lincoln Minerals Limited.

	2024 $	2023 $
Result of the parent entity		
Loss for the year	(2,690,210)	(3,610,043)
Other comprehensive income	-	-
Total comprehensive loss for the year	(2,690,210)	(3,610,043)
Financial position of parent entity at year end		
Current assets	2,664,227	1,284,954
Non-current assets	5,868,599	5,868,648
Total assets	8,532,826	7,153,602
Current liabilities	345,880	117,788
Non-current liabilities	-	-
Total liabilities	345,880	117,788

Total equity of the parent entity comprising of:	Note		
Contributed equity	13	46,362,669	42,600,143
Reserve	14	113,816	35,000
Accumulated Losses		(38,289,539)	(35,599,329)
Total equity		8,186,946	7,035,814

Parent entity contingencies

At 30 June 2024 there were no contingencies.

Parent entity commitments

Parent entity commitments are the same as those for the Group which are disclosed in note 14.

22. LIST OF SUBSIDIARY ENTITIES

Name of Entity	Country of Incorporation	Country of Tax Residency	Ownership Interest 2023	Ownership Interest 2022
Parent Entity:				
Lincoln Minerals Limited	Australia	Australia		
Subsidiaries:				
Australian Graphite Pty Ltd	Australia	Australia	100%	100%

22.1. Australian Graphite Pty Ltd

The company owns 100% of shares in Australian Graphite Pty Ltd, which is holder of the mining lease (ML6460 Kookaburra Gully) and therefore an essential part of the group operations going forward.

Consolidated Entity Disclosure Statement

For the Year Ended 30 June 2024

Basis of Preparation

This Consolidated Entity Disclosure Statement (CEDS) has been prepared in accordance with the Corporations Act 2001 and includes required information for each entity that was part of the consolidated entity as at the end of the financial year.

Consolidated entity

This CEDS includes only those entities consolidated as at the end of the financial year in accordance with AASB 10 Consolidated Financial Statements (AASB 10).

Determination of Tax Residency

Section 295 (3A) of the Corporations Act 2001 defines tax residency as having the meaning in the Income Tax Assessment Act 1997. The determination of tax residency involves judgment as there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

In determining tax residency, the consolidated entity has applied the following interpretations:

Australian tax residency

The consolidated entity has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance in Tax Ruling TR 2018/5 Income tax: central management and control test of residency.

Partnerships and Trusts

Australian tax law does not contain specific residency tests for partnerships and trusts. Generally, these entities are taxed on a flow-through basis so there is no need for a general residence test. There are some provisions which treat trusts as residents for certain purposes but this does not mean the trust itself is an entity that is subject to tax.

Additional disclosures on the tax status of partnerships and trusts have been provided where relevant.

Lincoln Minerals Limited and Controlled Entities
ABN: 50 050 117 023
Consolidated Entity Disclosure Statement
For the Year Ended 30 June 2024

Entity Name	Type of Entity	Trustee, partner or participant in JV	% of share capital	Country of incorporation	Australian resident or foreign resident	Foreign jurisdiction(s) of foreign residents
Lincoln Minerals Limited (Parent Entity)	Body Corporate	n/a		Australia	Australian	n/a
Australian Graphite Pty Ltd	Body Corporate	n/a	100	Australia	Australian	n/a

DIRECTORS' DECLARATION

1. In the opinion of the Directors of Lincoln Minerals Limited (the Company):

(a) The consolidated financial statements and notes, and the remuneration report in the Directors' Report, are in accordance with the *Corporations Act 2001* (Cth), including:

   (i) giving a true and fair view of the Group's financial position as at 30 June 2024 and of its performance for the financial year ended on that date; and

   (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001* (Cth); and

(b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

2. The directors have been given the declarations required by Section 295A of the *Corporations Act 2001* (Cth) from the chief executive officer and chief financial officer for the financial year ended 30 June 2024.

3. The Directors draw attention to note 2(a) to the consolidated financial statements which includes a statement of compliance with International Financial Reporting Standards.

4. The information disclosed in the consolidated entity disclosure statement is true and correct as at 30 June 2024.

Signed in accordance with a resolution of the Directors

Ruiyu Zhang
Non-executive Chairman

Dated this 30 August 2024
Melbourne, Victoria

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Independent Auditor's Report

To the Members of Lincoln Minerals Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of Lincoln Minerals Limited (the Company) and its subsidiary (the Group), which comprises the consolidated statement of financial position as at 30 June 2024, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

a giving a true and fair view of the Group's financial position as at 30 June 2024 and of its performance for the year ended on that date; and

b complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 3 in the financial statements, which indicates that the Group incurred a net loss of $2,690,210 during the year ended 30 June 2024 and a net cash outflow from operating and investing activities of $2,430,295. As stated in Note 3, these events or conditions, along with other matters as set forth in Note 3, indicate that a material uncertainty exists that may cast doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Exploration and evaluation assets – Note 2(h) and 9	
At 30 June 2024, the carrying value of exploration and evaluation assets was $5,561,127. In accordance with AASB 6 *Exploration for and Evaluation of Mineral Resources*, the Group is required to assess at each reporting date if there are any triggers for impairment which may suggest the carrying value is in excess of the recoverable value. The process undertaken by management to assess whether there are any impairment triggers in each area of interest involves an element of management judgement. This area is a key audit matter due to the significant judgement involved in determining the existence of impairment triggers.	Our procedures included, amongst others: • obtaining management's reconciliation of capitalised exploration and evaluation expenditure and agreeing to the general ledger; • reviewing management's area of interest considerations against AASB 6; • conducting a detailed review of management's assessment of impairment trigger events prepared in accordance with AASB 6, including; – tracing projects to statutory registers, exploration licenses and third-party confirmations to determine whether a right of tenure existed; – enquiring of management regarding their intentions to carry out exploration and evaluation activity in the relevant exploration area, including reviewing management's budgeted expenditure; – understanding whether any data exists to suggest that the carrying value of these exploration and evaluation assets are unlikely to be recovered through development or sale; and • assessing the appropriateness of the related financial statement disclosures.

Information other than the financial report and auditor's report thereon

The Directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2024, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard

Responsibilities of the Directors for the financial report

The directors of the Company are responsible for the preparation of:

a the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 (other than the consolidated entity disclosure statement); and

b the consolidated entity disclosure statement that is true and correct in accordance with the Corporations Act 2001, and

for such internal control as the directors determine is necessary to enable the preparation of:

i the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and

ii the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar1_2020.pdf.This description forms part of our auditor's report.

Report on the remuneration report

Opinion on the remuneration report

We have audited the Remuneration Report included in pages 6 to 11 of the Directors' report for the year ended 30 June 2024.

In our opinion, the Remuneration Report of Lincoln Minerals Limited for the year ended 30 June 2024 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The Directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Grant Thornton

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

Iain Kemp

I S Kemp
Partner – Audit & Assurance

Adelaide, 30 August 2024

ASX ADDITIONAL INFORMATION

As at 23 August 2024

Spread of Equity Security Holders

	Number of Holders Fully paid shares	%
1 – 1,000	53	0.00
1,001 – 5,000	117	0.02
5,001 – 10,000	205	0.09
10,001 – 100,000	833	1.80
100,001 and over	751	98.09
Total holders	1,959	100.00

There are 1,128 security holders holding less than a marketable parcel of ordinary shares ($500 amounts to 100,000 shares at 0.5 cents ($0.005) per share). There are no restricted securities or securities subject to voluntary escrow.

Voting rights

At a general meeting of shareholders, on a show of hands, each person who is a member or sole proxy has one vote. On a poll, each shareholder is entitled to one vote for each fully paid share.

Substantial shareholders

Bai Fu Xin Inheritance Group Pty Ltd	457,182,944 Shares	22.23%
Vaucluse Investment Holdings Pty Ltd	320,000,000 Shares	15.56%

On-market buy-back

The Company does not currently have an on-market buy-back.

List of the 20 largest Shareholders – Fully Paid Ordinary Shares

	Shareholder	Number of Shares	%
1	BAI FU XIN INHERITANCE GROUP PTY LTD	457,182,944	22.23
2	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	340,235,560	16.55
3	GOOD MAKE INC	58,695,560	2.85
4	REGAL FORTRESS INC	51,977,235	2.53
5	MR YUBO JIN	46,863,621	2.28
6	NOVODENGI PTY LTD <SAVAS FAMILY A/C>	44,216,667	2.15
7	MR YINGKANG ZHONG	32,221,923	1.57
8	MR XINYUAN HUANG	31,666,666	1.54
9	CITICORP NOMINEES PTY LIMITED	26,337,517	1.28
10	MR ANDREW JAMES STCLAIR	24,019,267	1.17
11	LUNA ROSSA NO 2 PTY LTD <D'ANTONIO FAMILY A/C>	15,300,000	0.74
12	HIGH TREASURE INTERNATIONAL LTD	15,000,000	0.73
13	MR JAMES WERNER REIMERS	15,000,000	0.73
14	DR MERRAN SHUK LING PANG	14,463,924	0.70
15	MR GAVIN JEREMY DUNHILL	14,000,000	0.68
16	LOKTOR HOLDINGS PTY LTD <TAYBIRD A/C>	13,936,136	0.68
17	ROSWEL PTY LTD	13,500,000	0.66
18	MR ARTHUR ATANAS TANASOVSKI	13,000,000	0.63
19	RUIYU (YOYO) ZHANG	12,333,333	0.60
20	GEORDIE BAY HOLDINGS PTY LTD	11,647,142	0.57
	Total 20 largest shareholders	**1,251,597,495**	**60.87**
	Total Remaining Holders Balance	**804,662,025**	**39.13**

RESOURCES AND RESERVES STATEMENT - 2024 Financial Report

Mineral Resources

Information in this report that relates to Exploration Results from Kookaburra Gully and Kookaburra Gully SW Extended, Mineral Resources was compiled by Shane O'Connell who is a Member of the Australasian Institute of Mining and Metallurgy.

Mr O'Connell is a consultant to Lincoln Minerals Limited and has sufficient experience relevant to the style of mineralisation, the type of deposit under consideration and the activity undertaken to qualify as a competent person as defined in the 2012 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code). Mr O'Connell consents to the release of the information compiled in this report in the form and context in which it appears.

Information in this report that relates to Exploration Results from Koppio Mineral Resources was compiled by Ms Sharron Sylvester who is a Member of the Australasian Institute of Geoscientists (RPGeo - 10125) and a full-time employee of Orwin Pty Ltd. Ms Sylvester has sufficient experience relevant to the style of mineralisation and to the activities which are being reported to qualify as a competent person as defined by the JORC Code, 2012 and consents to the release of the information compiled in this report 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. 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.

Lincoln relies on drilling results from accredited laboratories in providing analytical results used to estimate Mineral Resources.

Graphite Mineral Resources

Mineral Resources in accordance with JORC Code 2012 at Kookaburra Gully are set out below (*Lincoln Minerals Limited, ASX Announcement 15 April 2024)*. **At a nominal 2% cut-off, the estimated Measured, Indicated and Inferred Mineral Resources as at 30 June 2024 total 12.84Mt at 7.57% TGC for a total of 973 kt contained graphite.**

Kookaburra Gully Mineral Resource (AGL 100%) as at 30 June 2024.

DOMAIN	CLASS	Tonnage (Mt)	TGC (%)	Density
Total Measured Resource		**1.0**	**11.77**	**2.53**
Total Indicated Resource		**1.44**	**11.73**	**2.51**
Total Inferred Resource		**1.07**	**11.66**	**2.50**
Total Mineral Resources >2% TGC Measured + Indicated + Inferred		**3.51**	**11.72**	**2.51**

Mt = million tonnes kt = thousand tonnes TGC = Total Graphitic Carbon

The Koppio Mineral Resource, reported in accordance with JORC Code, 2012 is set out in the table below (*Lincoln Minerals Limited, ASX Announcement 10 October 2023)*. At a nominal 2% cut-off, the Inferred Mineral Resource is 0.79 Mt at 6.72% TGC and the Indicated Mineral Resource is 2.84 Mt at 7.53% TGC.

At a nominal 2% TGC cut-off, the total Koppio Inferred Mineral Resource is 3.63 Mt at 7.36% TGC. Total contained graphite for this resource is 267 kt.

Koppio Mineral Resource (AGL 100%) as at 30 June 2024. These remain unchanged from 10 October 2023.

Mineral Resource Classification	Lower Cut-off Grade (% TGC)	Tonnage (Mt)	Average Grade (% TGC)	Contained Graphite (kt)	Density (g/cc)
Inferred	2%	0.79	6.72	53	2.70
indicated	2%	2.84	7.53	214	2.74
Total Mineral Resources >2% TGC Indicated + Inferred		**3.63**	**7.36**	**267**	**2.73**

Mt = million tonnes kt = thousand tonnes TGC = Total Graphitic Carbon

The Kookaburra Gully SW Extended Mineral Resource, reported in accordance with JORC Code, 2012 is set out in the table below (*Lincoln Minerals Limited, ASX Announcement 8 December 2023)*. At a nominal 2% cut-off, the Inferred Mineral Resource is 5.12 Mt at 4.86% TGC and the Indicated Mineral Resource is 0.58 Mt at 7.73% TGC.

At a nominal 2% TGC cut-off, the total Kookaburra Gully SW Extended Inferred and Indicated Mineral Resource is 5.7 Mt at 5.15% TGC. Total contained graphite for this resource is 293,900 tonnes.

Kookaburra Gully SW Extended Mineral Resource as at 30 June 2024. These remain unchanged from 8 December 2023.

Mineral Resource Classification	Lower Cut-off Grade (% TGC)	Tonnage (Mt)	Average Grade (% TGC)	Contained Graphite (kt)	Density (g/cc)
Inferred	2%	5.12	4.86	249	2.64
indicated	2%	0.58	7.73	45	2.61
Total Mineral Resources >2% TGC Indicated + Inferred		**5.70**	**5.15**	**294**	**2.64**

Mt = million tonnes kt = thousand tonnes TGC = Total Graphitic Carbon

Graphite Ore Reserve

Based on Mineral Resources and Feasibility Study results for Kookaburra Gully, AMC Consultants and Lincoln estimated a Probable Ore Reserve displayed in the Table below and as released by the Company 27 November 2017.

Table 2 Ore Reserve estimate at 8.5% TGC cut-off grade

Classification	Tonnes (Mt)	TGC (%)	Contained Graphite (t)
Kookaburra Gully			
Probable	**1.34**	**14.6**	**196,000**

Mt = million tonnes TGC = Total Graphitic Carbon t = tonnes

Information in this report that relates to Ore Reserves was compiled by Dwayne Povey based on mine optimisation and schedules prepared by Mr Wilson Feltus who was a full-time employee of AMC Consultants Pty Ltd and are members of the Australasian Institute of Mining and Metallurgy. Mr Povey and Mr Feltus have sufficient experience relevant to the styles of mineralisation and to the activities which are being reported to qualify as Competent Persons as defined by the JORC Code, 2012 and consent to the release of the information compiled in this report in the form and context in which it appears

Iron Ore Mineral Resources

This information was prepared and first disclosed under the JORC Code 2004. It has not been updated since to comply with the JORC Code 2012 on the basis that the information has not materially changed since it was last reported. JORC 2004 Mineral Resource estimates for combined hematite-goethite and magnetite iron ore mineralisation at Gum Flat total 109 million tonnes (Lincoln Minerals Limited, ASX release 7 June 2012). This includes a 12.3 Mt Indicated Mineral Resource for magnetite and a 1.4 Mt Indicated Mineral Resource for hematite-goethite at the Gum Flat Barns deposit.

No new information or data has been acquired that materially affects the information included in the original market announcements and, in the case of the following estimates of Mineral Resources, all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed and have not been materially modified from the original market announcements.

Table 1: Individual Mineral Resources by Deposit

Prospect	Mineral Resource Category	Million Tonnes (Mt)	Head Grade (% Fe)	DTR (%)
Bald Hill (JORC 2012)	Inferred	289.4	26.8	21.9
Koppio (JORC 2004)	Measured	10.8	22.7	18.0
	Indicated	106.6	24.3	19.9
	Inferred	99.6	24.5	21.1
Brennand (Jorc 2004)	Indicated	155.8	24.2	18.8
	Inferred	110.4	24.6	18.0
Kaperna (JORC 2004)	Indicated	38.5	29.7	35.1
	Inferred	23.3	29.7	32.8
Iron Mount (JORC 2004)	Inferred	135	25.5	29.3
Carrow (JORC 2004)	Indicated	72.4	27.3	28.7
	Inferred	86.8	27.2	27.0
Total		**1128.6**	**25.8**	**23.2**

See ASX Announcement 21st March 2024 for more detail.

Gum Flat Mineral Resources (JORC 2004) as at 30 June 2024. These remain unchanged from 30 June 2023.

Table 2: Individual Resources by Deposit

Prospect	Mineral Resource Category (JORC 2004)	Million Tonnes (Mt)	Head Grade (% Fe)	DTR (%)
Barns magnetite*	Indicated	12.3	26.6	22.1
Barns magnetite*	Inferred	88.9	23.5	17.1
Rifle Range magnetite#	Inferred	3.5	27.1	22.6
Barns hematite†	Indicated	1.4	49.8	
Barns hematite†	Inferred	0.7	46.0	

Rifle Range/Sheoak West hematite [γ]	Inferred	2.2	39.5	
Total		**109.0**	**24.8**	

** Barns magnetite interpretation based on notional 10% Davis Tube Recovery (DTR) cut-off*
 # Rifle Range magnetite interpretation based on notional 15% DTR cut-off
† Barns hematite interpretation based on notional 40% head Fe cut-off
γ Rifle Range and Sheoak West hematite interpretation based on notional 35% head Fe cut-off

This information was prepared and first disclosed under the JORC Code 2004. It has not been updated since to comply with the JORC Code 2012 on the basis that the information has not materially changed since it was last reported. The Inferred Mineral Resource for the Eurilla iron ore prospect within Lincoln's EL 5942 is 21.7 Mt @ 33.3% Fe (JORC 2004). This includes a small resource containing 17.5% Mn + 29.2% Fe as indicated below (*Lincoln Minerals Limited, ASX release 5 January 2009*).

Table 3: Individual Resources by Deposit - Eurilla

Eurilla Inferred Mineral Resource within EL 5942 (JORC 2004) as at 30 June 2024 (after Golder, 2008). These remain unchanged from 30 June 2023

Domain		Mineral Resource Category	Tonnage (Mt)	Fe (%)	Calcined Fe (%)	SiO_2 (%)	Al_2O_3 (%)	P (%)	Mn (%)	S (%)	LOI (%)
1	Detrital	Inferred	2.2	41.2	44.4	21.7	7.4	0.1	0.3	0.1	7.0
2	Goethite-Hematite	Inferred	8.4	40.9	43.9	27.9	3.9	0.2	0.9	0.1	6.7
3	Goethite-Hematite-Manganese	Inferred	0.2	29.2	32.5	16.1	4.8	0.1	17.5	0.1	10.1
4	Magnetite	Inferred	11.0	26.0	26.4	49.4	1. 9	0.2	0.4	0.1	2.6
Total		**Inferred**	**21.7**	**33.3**	**35.0**	**38.1**	**3.6**	**0.2**	**0.7**	**0.1**	**4.7**

Mt = million tonnes
NB tonnages may not add up exactly as shown due to rounding of significant figures
NB estimates based on 0.001% Fe cut-off grades for domains 1,2 and 4 and 0.001% Mn cut-off for domain 3

The Company ensures that all Mineral Resource estimates are subject to appropriate levels of governance and internal controls. Exploration results are collected and managed by an independent competent qualified geologist. All data collection activities are conducted to industry standards based on a framework of quality assurance and quality control protocols covering all aspects of sample collection, topographical and geophysical surveys, drilling, sample preparation, physical and chemical analysis and data and sample management. Mineral Resource estimates are prepared by qualified independent Competent Persons. If there is a material change in the estimate of a Mineral Resource, the estimate and supporting documentation in question is reviewed by a suitable qualified independent Competent Persons. The Company reports its Mineral Resources on an annual basis in accordance with the JORC Code (2012).