DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2023

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 2023 together with the Auditor's report for the financial year end 30 June 2023.

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*
Catherine Norman Non-executive Chair (appointed 03 February 2023; resigned 24 July 2023) Interim CEO (23 March 2023 to 24 July 2023)	Cath 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.
Hon Ryan Smith Non-executive Director (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.
Sam Barden Managing Director / CEO (appointed 6 June 2022; resigned as CEO 23 March2023; resigned as Director 23 June 2023) Interim CEO (appointed 25 July 2023)	Mr Barden is skilled in transforming systems and markets by creating products, building profiles and improving transparency. He draws on 20+ years of experience in sales, trading, risk assessment and regulation of financial and commodity products in the United Kingdom, Former Soviet Union and the Middle East. During that time, Mr Barden was duly qualified and registered with the Financial Conduct Authority (FCA) in the UK and the Financial Industry Regulatory Authority (FINRA) in the USA.
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.
Michael D Wyles KC FAICD Deputy Chair (appointed 29 July 2022; resigned 20 October 2022)	In addition to being one of Australia's leading commercial silks, Mr Wyles is an experienced Chairman and company director having achieved substantial commercial experience both inside the boardroom and advising directors, CEO's and CFO's over many years.
Jason Foley Non-executive Director, independent (appointed 29 July 2022)	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.

Shalain Singh Non-executive Director (appointed 29 July 2022; resigned 26 October 2022)	Mr Singh has extensive experience in transactions valuation and strategic advisory in the Healthcare and Retirement Living industry, and a broad understanding of the implications of industry, government and market conditions
Ross Loturco Non-executive Director (appointed 29 July 2022; resigned 26 October 2022)	Mr Loturco has extensive experience in Bank Relationships, Loan Implementations, Cashflows, AR/AP Management, Board Reporting, Monthly Management Reporting, Commercial/Retail Leasing, Financial Controls and especially Project Budgeting & Forecasting as core functions of his past responsibilities
Johnson Zhang Non-Executive Chairman (appointed 30 May 2018; resigned 29 July 2022)	Mr Johnson Zhang holds a Bachelor of Business and has strong business experience in Australia in investments and property. Mr Zhang is a strategic and commercially focused professional with a proven track record for driving improvement and business growth.
Ting Ting Gao Non-Executive Director (appointed 22 December 2021; resigned 29 July 2022)	Ms Tingting Gao holds a Master of Professional Accounting degree from Monash University. She is a Certified CPA who also has extensive experiences in real estate and property management industries.

Cath Norman was a director of FAR Limited (ASX: FAR) in the past three years.

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)
Hon Ryan Smith	Nil
Ruiyu Zhang	9,000,000
Jason Foley	9,000,000

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 meetings held while in office	*Number of meetings attended*
Johnson Zhang[1]	0	0
TingTIng Gao[2]	0	0
Ruiyu (Yoyo) Zhang	13	13
Sam Barden[3]	13	13
Jason Foley	13	13
Michael Wyles KC[4]	2	2
Ross Loturco[5]	3	2
Shalain Singh[6]	3	2
Cath Norman[7]	5	5

[1] Resigned 29 July 2022

[2] Resigned 29 July 2022

[3] Resigned 23 June 2023

[4] Resigned 20 October 2022

[5] Resigned 26 October 2022

[6] Resigned 26 October 2022

[7] Appointed 03 February 2023, 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 second tier assets across gold and iron ore mineral commodities 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 $3,610,043 (2022: $2,026,538). Exploration and evaluation expenses of $578,438 (2022: $151,519) were expensed in the year. Interest income was $75 (2022: $75).

Cash at 30 June 2023 was $1,162,293 (2022: $42,124).

The loss was primarily due to costs associated with a number of corporate actions including the holding of two AGM's, preparation and lodgement of an underwritten rights issue prospectus offer, attending to matters lodged with the Takeovers Panel by third parties, defence of the QGL takeover offer by preparing ad lodging a Targets Statement and a drilling program on the Company's Eyre Peninsular tenements.

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

1. **Changes to the board**
   On 29 July 2022, the following changes to the board were made:

   Appointment of Messrs Michael Wyles KC, Jason Foley, Shalain Singh, Ross Loturco as non-executive directors and appointment of Sam Barden as Managing Director; and resignation of Johnson Zhang and Tingting Gao as directors.

   On 20 October 2022, Michael Wyles KC resigned and on 26 October 2022, Shalain Singh and Ross Loturco resigned.

   On 3 February 2023, Catherine Norman was appointed a director and independent chair of LML.

   On 23 March 2023, Sam Barden resigned as CEO and remained on the board as a non-executive Director. Ms Cath Norman was appointed acting CEO form that date for the remainder of the reporting period.

   On 23 June 2023, Sam Barden resigned as a director of the Company.

2. **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 12 August 2022, the Company issued a statement rejecting the offer received form Quantum Graphite Limited.

   On 6 September 2022, the Company received a Revised Bidder Statement from Quantum Graphite Limited to acquire all shares in the company on the basis of 1 share offered in Quantum Graphite Limited for 40 shares held in Lincoln Minerals Limited.

On 5 October 2022, the Company issued a Target Statement in response to the Revised Bidder Statement received from Quantum Graphite Limited.

On 31 October 2022, the Company issued a Supplementary Target Statement in response to the Revised Bidder Statement received from Quantum Graphite Limited and matters tabled at the Takeovers Panel resulting in the requirement to prepare a Supplementary Target Statement.

On 28 November 2022, the Company issued a Second Supplementary Target Statement in response to the Revised Bidder Statement received from Quantum Graphite Limited and additional matters tabled at the Takeovers Panel resulting in the requirement to prepare a Second Supplementary Target Statement.

On 24 January 2023, QGL extended the bid to close on 6 March 2023; and on 27 February 2023, QGL extended the bid to close on 7 April 2023; and on 8 May 2023 , QGL extended the bid to close on 14 July 2023, unless extended.

3. Shareholder loan

On 23 December 2021, Lincoln Minerals Limited entered into a convertible note agreement with Australia Poly Minerals Investments Pty Ltd (the note holder), a company associated with Mr James Tenghui Zhang, the largest shareholder of Lincoln Minerals.

Notwithstanding the requirement for shareholder approval to issue the convertible notes, Australia Poly Minerals Investments Pty Ltd advanced funding to the Group to ensure it could meet its financial obligations.

On 12 September 2022, Australia Poly Minerals Investments Pty Ltd and the Group agreed that the Convertible Notes would no longer be issued and replaced with an unsecured Shareholder loan facility of $1.6 million bearing interest at 8% per annum, repayable at the earlier of the Group completing an equity raise or debt financing of not less than $4 million or 31 December 2022.

On 21 November 2022, Australia Poly Minerals Investments Pty Ltd and the Group agreed to waive the interest on its unsecured shareholder's loan.

On 21 November 2022, Australia Poly Minerals Investments Pty Ltd agreed to become a sub-sub-underwriter to the underwritten rights issue prospectus and be repaid the full amount of the loan out of proceeds received under the rights offer that was to raise approximately $4.6 million.

On 17 January 2023, the Company repaid the shareholder loan in full, from funds received under the fully underwritten non-renounceable rights issue.

4. Fully underwritten rights issue

On 24 November 2022, the Company issued its fully underwritten rights issue offer to Eligible Shareholders of 67 new shares for every 50 shares held at an issue price of $0.006 (0.6 cents) per New Share to raise approximately $4.6 million before costs. The Rights Issue was fully underwritten by Evolution Capital Pty Ltd and partially sub-underwritten by Australia Poly Minerals Investments Pty Ltd. On 20 December 2022, the Company issued its replacement prospectus to provide for various additional disclosures. Proceeds from the rights issue allow the Group to undertake exploration on its Eyre Peninsular leases and repay the unsecured shareholder loan (refer to note 3).

On 9 January 2023, the Company successfully completed its rights offer raising $4,622,869 before costs. On 18 January 2023, the Company issued 770,478,139 new ordinary shares in LML, under a new ASX code: LMLND Part of the proceeds from the rights issue was used to repay the unsecured shareholder loan (refer to note 5).

5. **Requotation of ordinary shares on ASX**

On 20 January 2023, the ASX readmitted Lincoln Minerals Limited to trading status on the ASX. Shares on issue prior to the rights issue were readmitted under the ASX code: LML. Shares issued under the prospectus offer and director shares issued (refer to note 3) were readmitted under ASX code: LMLND due to the Quantum Graphite Limited off market scrip bid for all shares in LML.

6. 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.

7. **Shares issued to directors**

On 29 November 2022, shareholders approved the issue of ordinary shares to 3 directors: Sam Barden, Ruiyu Zhang and Jason Foley, subject to successful completion of the rights issue and requotation of ordinary shares on ASX. Both events were met and 31 million shares were issued on 18 January 2023 (21 million shares to Sam Barden, 5 million shares to Ruiyu Zhang and 5 million shares to Jason Foley. A further 7 million shares were issued to Sam Barden on 1 February 2023, being the first of three tranches of 7 million shares approved to be issued. A further 7 million shares were issued to Sam Barden on 1 April and a further 7 million shares were issued to Sam Barden on 1 June 2023, On 4 April 2023, 4 million shares were issued to Ruiyu Zhang and 4 million shares were issued Jason Foley. On 9 February 2023, Cath Norman was issued 9 million shares as a result of her appointment to the board.

8. **Exploration program**

In March 2023, the Company commenced an air-core drilling program over highly prospective graphite mineralisation areas commencing with the Koppio Graphite Project, which was followed by exploration drilling on the prospects identified from electromagnetic surveying on the Kookaburra Gully Extension region and drilling at the Kookaburra Gully Graphite Deposit. Following completion of the 5,643 metre / 75 hole drilling program, drilling results were announced in June 2023 which revealed additional graphite mineralisation to that previously drilled.

SIGNIFICANT EVENTS AFTER REPORTING DATE

The following events have occurred post 30 June 2023:

Merge of stock codes

On 17 July 2023, Lincoln Minerals' ASX codes LML and LMLND merged as a result of Quantum Graphite Limited (ASX: QGL) lapsing their unsolicited takeover offer on 14 July 2023.

Changes in Directors

Ms Catherine Norman resigned from the non-executive Chair and acting CEO effective 24 July 2023.

Hon Ryan Smith was appointed as non-executive director on 25 July 2023.

Changes in Executives

Following the resignation of Ms. Cath Nortman as acting CEO, Mr Sam Barden agreed to assume the role of interim CEO on 25 July 2023 as the company searches for a permanent CEO.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS

In the reporting period, the Group was principally engaged in re-establishing itself on the ASX, raising capital, and undertaking an exploration program at the Kookaburra Gully Project tenements.

DIVIDENDS

No dividends were paid, and the directors have not recommended the payment of a dividend (2022: 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.

Due to recent Board and management changes, 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.

The Group has an employment strategy that aims to help improve access to employment for local Aboriginal people and where appropriate, will investigate and assist in the development and implementation of traineeships and/or training programs that will best meet the Group's and industry's future needs.

OPTIONS

There are no options outstanding as at the date of this report (2022: Nil).

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
R Zhang	Executive Chairman (30 July 2022 to 3 February 2023) – appointed 30 July 2021
J Zhang	Non-executive Chairman - resigned 29 July 2022 (did not receive fees)
Ting Ting Gao	Non-executive – resigned 29 July 2022 (did not receive fees)
Michael Wyles KC	Non-executive – appointed 29 July 2022, resigned 20 October 2022 (did not receive fees)
Jason Foley	Non-executive – appointed 29 July 2022
Shalain Singh	Non-executive – appointed 29 July 2022, resigned 26 October 2022 (did not receive fees)
Ross Loturco	Non-executive – appointed 29 July 2022, resigned 26 October 2022 (did not receive fees)

Executives

S Barden	Managing Director/CEO – appointed 6 June 2022, resigned 23 June 2023
A Metcalfe	Company Secretary/CFO
C Taylor	Exploration Manager – appointed 1 March 2023
D Povey	Chief Geologist – resigned 28 February 2023 (now acting as consultant)

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.

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*
2019	*(894,053)*	*(0.16)*	*8,882,888*	*574,983,686*	*0.5*
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*

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

ASX suspended share trading of Lincoln Minerals on 21 September 2020 and resumed trading of shares on 20 January 2023. (* last trading share price on 21 September 2020)

Remuneration Committee

The Board formed a Remuneration Committee in October 2022, which is responsible for determining and reviewing compensation arrangements for the Directors and KMP. Committee members were Jason Foley and Sam Barden. No meetings of the Remuneration Committee were held in the reporting period. The Remuneration Committee was disbanded in March 2023.

The Board of Directors with the support of the Remuneration Committee, assess the appropriateness of the nature and amount of remuneration of Directors and KMP on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high-quality Board and KMP. In the future, share options may form part of a remuneration package and the number and terms of such options will be determined in accordance with the above objectives.

The Remuneration Committee did not make any use of remuneration consultants during the period.

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 $60,000 for the Chairman, all inclusive of statutory superannuation).

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:

Ruiyu Zhang – Chair to 3 February 2023: engaged on an annual remuneration of $60,000 per annum

Cath Norman – Director/Chair from 4 February 2023: engaged on an annual remuneration of $60,000 per annum plus $60,000 in specialist consulting fees. From 23 March 2023, the Chair operated in the role of acting CEO until the end of the reporting period. 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.

Sam Barden - Managing Director/CEO: engaged on an annual remuneration of $300,000 per annum plus superannuation. The CEO resigned from his CEO position on 23 March 2023 and from his managing director position on 23 June 2023. His role as CEO was assumed by the chairperson until a successor is found. Terms of appointment are 3 months notice on resignation or termination.

Chris Taylor - Exploration Manager: engaged on a contract of $1,000 per day + GST. Terms of appointment are 1 months' notice on resignation or termination.

Andrew Metcalfe - Company Secretary: engaged under a consultancy agreement with 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[3]	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**

[1] Appointed 03 February 2023 (resigned 24 July 2023)
[2] Appointed 6 June 2022, resigned 23 June 2023
Director and Executive remuneration was paid to entities controlled by the relevant director and executive as below:
[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

	Short term		Post-employment		Total
	Salary and fees	Contract payments	Super-annuation	Long service leave	
Year ended 30 June 2022	$	$	$	$	$
Directors					
J Zhang [1]	-	15,000	-	-	15,000
R Zhang	-	-	-	-	-
T Gao [2]	-	-	-	-	-
Executives					
S Barden [3]	-	9,231	-	-	9,231
A Metcalfe	-	31,445	-	-	31,445
D Povey	141,214	-	14,121	1,250	156,585
Total directors and KMP - 2022	**141,214**	**55,676**	**14,121**	**1,250**	**212,261**

[1] Resigned 29 July 2022
[2] Resigned 29 July 2022
[3] Appointed 6 June 2022, resigned 23 June 2023

Option holdings of Key Management Personnel

No options were issued during the year ended 30 June 2023.

Shareholdings of Key Management Personnel - 2023

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	Balance at the end of the year
Directors					
Ruiyu Zhang	-	9,000,000	-	-	9,000,000
Cath Norman	-	9,000,000	-	-	9,000,000
Jason Foley	-	9,000,000	-	-	9,000,000
Executives					
Sam Barden	-	42,000,000	-	-	42,000,000
	-	69,000,000	-	-	69,000,000

Performance rights held by Key Management Personnel - 2023

Performance Rights held:

	Balance at the beginning of the year	Received as part of remuneration	Additions	Disposal/ other	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):

- $51,904 from Lionne Pty Ltd, an entity associated with Catherine Norman;
- $55,833 from Y&M Investment Pty Ltd, an entity associated with Ruiyu Zhang;
- $128,397 from Accosec Pty Ltd, an entity associated with Andrew Metcalfe;
- $299,837 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 established the Lincoln Minerals Limited Employee Security Ownership 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.

Details of shares issued to directors and other key management personnel as part of compensation during the year ended 30 June 2023 are set out below. The issue of shares to KMPs was linked to the recapitalisation and relisting of the Group on the ASX and were approved by shareholders at the 2022 AGM.

	Date of Issue	No. of shares issued	Market Value per share	Total Market Value
Sam Barden	20/1/2023	21,000,000	$0.014	$294,000
Sam Barden	9/2/2023	7,000,000	$0.022	$154,000
Sam Barden	4/4/2023	7,000,000	$0.010	$70,000
Sam Barden	2/6/2023	7,000,000	$0.008	$56,000
Catherine Norman	20/2/2023	9,000,000	$0.019	$171,000
Ruiyu Zhang	21/2/2023	5,000,000	$0.014	$70,000
Ruiyu Zhang	4/4/2023	4,000,000	$0.010	$40,000
Jason Foley	20/1/2023	5,000,000	$0.014	$70,000
Jason Foley	4/4/2023	4,000,000	$0.010	$40,000
Total		69,000,000		$965,000

Details of performance rights issued to key management personnel as part of compensation during the year ended 30 June 2023 are set out below. The issue of performance rights to the KMP was linked to the recapitalisation and relisting of the Group on the ASX.

	Date of Issue	No. of shares issued	Market Value per share	Total Market Value
Andrew Metcalfe	19/06/2023	5,000,000	$0.007	$35,000*
Total		74,000,000		$1,000,000

* Granted on 19 June 2023; vesting at date of issue; in holding lock for 12 months.

The 5,000,000 performance rights issued to a KMP were issued at Nil value, vesting at date of issue and remain in holding lock for 12 months from date of issue. There is no exercise price for these performance rights.

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 Company's auditor, has not performed any services other than the audit and review of financial statements (2022: $0).

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.

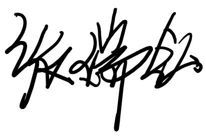
During the financial year the Company paid insurance premiums in respect of directors' liability insurance. Disclosure of the nature of the liability and the extent of the premium is prohibited by the confidentiality clause of the contract of insurance.

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 31 August 2023 and signed in accordance with a resolution of the Directors.



Ruiyu Zhang, Non-executive Chairman

Grant Thornton Audit Pty Ltd
Grant Thornton House
Level 3
170 Frome Street
Adelaide SA 5000
GPO Box 1270
Adelaide SA 5001

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 2023, 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, 31 August 2023

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 30 June 2023

	Note	2023 $	2022 $
Other income		-	5,455
Exploration and evaluation expense	11(a)	(578,438)	(151,519)
Impairment of capitalised exploration and evaluation expenditure	11(b)	-	(1,206,845)
Corporate and administrative expenses	4	(1,260,626)	(435,552)
Directors Fee		(535,971)	-
Impairment of property, plant and equipment - Impairment	10	-	(169,820)
Employee benefits expense		(233,176)	(75,666)
Share-based payments		(1,000,000)	-
Depreciation and amortisation		(1,907)	(1,686)
Gain on sale of assets		-	9,821
RESULTS FROM OPERATING ACTIVITIES		(3,610,118)	(2,025,812)
Finance income – interest		75	75
Finance expense – interest		-	(801)
		75	(726)
LOSS BEFORE TAX		(3,610,043)	(2,026,538)
Income tax benefit	5	-	-
LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE PARENT		(3,610,043)	(2,026,538)
Other Comprehensive income attributable to owners of the parent		-	-
TOTAL COMPREHENSIVE LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE PARENT		(3,610,043)	(2,026,538)
Basic and diluted loss per share (cents)	19	(0.35)	(0.35)

The accompanying notes form part of these Financial Statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 30 June 2023

	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	4,622,869	-	-	4,622,869
Share issue transaction costs	(264,349)	-	-	(264,349)
Shares issued to KMP (note 22)	965,000	-	-	965,000
Performance rights issue to KMP (note 22)	-	35,000	-	35,000
Shares issued to suppliers	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**

	Issued capital	Share based payment reserve	Accumulated losses	Total
	$	$	$	$
Balance at 1 July 2021	37,239,123	-	(29,962,748)	7,276,375
Total comprehensive loss for the year				
Loss for the year	-	-	(2,026,538)	(2,026,538)
Other comprehensive income	-	-	-	-
Total comprehensive loss for the year	-	-	(2,026,538)	(2,026,538)
Transactions with owners of the Company, recognised directly in equity				
Issue of ordinary shares	-	-	-	-
Total contributions by owners of the Company	-	-	-	-
Balance at 30 June 2022	**37,239,123**	**-**	**(31,989,286)**	**5,249,837**

The accompanying notes form part of these Financial Statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 30 June 2023

	Note	2023 $	2022 $
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	6	1,162,293	42,124
Trade and other receivables	8	122,661	72,907
TOTAL CURRENT ASSETS		1,284,954	115,031
NON-CURRENT ASSETS			
Other financial assets	9	30,000	30,000
Property plant and equipment	10	277,521	280,969
Exploration and evaluation	11	5,561,127	5,561,127
Intangible assets		-	13
TOTAL NON-CURRENT ASSETS		5,868,648	5,872,109
TOTAL ASSETS		7,153,602	5,987,140
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	12	84,075	205,586
Provision for employee benefits		33,713	21,717
Financial liabilities	13	-	510,000
TOTAL CURRENT LIABILITIES		117,788	737,303
TOTAL LIABILITIES		117,788	737,303
NET ASSETS		7,035,814	5,249,837
EQUITY			
Contributed equity	14	42,600,143	37,239,123
Reserves	15	35,000	-
Accumulated losses		(35,599,329)	(31,989,286)
TOTAL EQUITY		7,035,814	5,249,837

The accompanying notes form part of these Financial Statements

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 30 June 2023

	Notes	2023 $	2022 $
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to suppliers and employees		(2,151,543)	(499,737)
Other income		-	5,455
Net cash (outflow) from operating activities	7	(2,151,543)	(494,282)
CASH FLOWS FROM INVESTING ACTIVITIES			
Exploration expenditure		(576,230)	(149,641)
Interest received		75	75
Interest paid		-	(801)
Acquisition of new property, plant and equipment		(654)	(2,993)
Proceeds on sale of shares in a subsidiary		-	135,000
Net cash (outflow) from investing activities		(576,809)	(18,360)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from shareholder loan	13	1,090,000	510,000
Repayment of shareholder loan	13	(1,600,000)	-
Proceeds from rights issue		4,622,870	-
Share issue transaction costs		(264,349)	-
Net cash inflow from financing activities		3,848,521	510,000
Net (decrease)/increase in cash and cash equivalents		1,120,169	(2,642)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		42,124	44,766
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	6	1,162,293	42,124

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 2023 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 31 August 2023.

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 SIGNIFICANT 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.

Impairment of Land and Exploration and Evaluation Assets

During the year, impairments were recognised on both the carrying value of Land and Exploration and Evaluation assets, in assessing impairment, management has estimated the fair value less disposal costs in determining the revised carrying value of each asset, estimations are inherently uncertain and actual results may be substantially different, refer to notes 10 and 11.

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) Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. Cash flows relating to short term receivables are not discounted if the effect of discounting is immaterial.

k) 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.

m) Employee benefits

(i) Wages, salaries, annual and sick leave

Liabilities for wages and salaries, including non-monetary benefits, annual and accumulating sick leave expected to be settled wholly within 12 months of the reporting date are recognised in respect of employees' services up to reporting date. They are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

(ii) Long service leave

Liability for long service leave is recognised and measured as the present value of the estimated future cash outflows to be made in respect of employees' services up to the reporting date. The obligation is calculated using expected future increases in wage and salary rates, experience of employee departures and periods of service. Expected future payments are discounted using the rates attached to high quality corporate bonds at the reporting date which have maturity dates approximating the terms of the Group's obligations. The obligations are presented as current liabilities in the consolidated statement of financial position if the Group does not have an unconditional right to defer settlement for at least twelve months after the reporting date, regardless of when settlement is expected to occur.

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) Goods and Services Tax (GST)

Revenues, expenses and non-financial assets and liabilities are recognised net of the amount of GST except:

- where the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to the taxation authority is included as part of receivables or payables in the balance sheet.

Cash flows are included in the Consolidated Statement of Cash Flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

s) 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

Financial assets at amortised cost
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.

t) Foreign currency

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortised cost in foreign currency translated at the exchange rate at the end of the reporting period. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on retranslation are recognised in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

u) 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.

v) 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.

w) 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 2023 the Group recorded a net cash outflow from operating and investing activities of $2,728,352 and an operating loss of $3,610,043. 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

	2023	2022
	$	$
ASX fees	59,765	27,608
Audit fees	78,756	54,675
Consulting fees	343,255	164,000
Corporate administration	256,708	51,221
Insurances	44,429	42,335
Legal fees	371,903	72,853
Share registry	88,449	21,734
Travel	17,361	1,126
	1,260,626	435,552

5. INCOME TAX BENEFIT

Numerical reconciliation between tax benefit and pre-tax net loss

	2023	2022
	$	$
Loss before tax from continuing and discontinued operations	(3,610,043)	(2,026,538)
Prima facie income tax benefit at 25%	(886,932)	(506,635)
Effect of temporary differences and tax losses not recognised	886,932	506,635
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 $37,972,601 (2022: 34,298,557).

6. CASH AND CASH EQUIVALENTS

	2023	2022
	$	$
Cash at bank and in hand	1,162,293	42,124
	1,162,293	42,124

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

	2023	2022
	$	$
Operating (loss) after income tax	(3,610,043)	(2,026,538)
Depreciation and amortisation	1,907	1,686
Exploration expenditure expensed	578,438	151,519
Impairment of capitalised exploration and evaluation expenditure	-	1,206,845
Share based compensation to KMPs	1,000,000	-

Shares issued to supplier	37,500	-
Profit on disposal of property, plant and equipment	-	(9,821)
Impairment of property, plant and equipment	-	169,820
Interest earned	(75)	(75)
Interest paid	-	801
Changes in Assets and Liabilities:		
(Increase) / Decrease in other current operating assets	(43,945)	3,999
Increase in operating creditors and accruals	(127,321)	37,534
Increase (Decrease) in leave provisions	11,996	(30,052)
Net cash used in operating activities	(2,151,543)	(494,282)

8. TRADE AND OTHER RECEIVABLES

	2023	2022
	$	$
Bonds and deposits	27,000	15,000
Prepaid expenses	49,428	25,699
Tax refundable	37,741	31,932
Other Receivables	8,492	276
	122,661	72,907

No receivables are interest-bearing, and all are receivable within 90 days, except bonds and deposits. As at year end there is no provision for expected credit loss relating to trade and other receivables (2022: nil).

9. OTHER FINANCIAL ASSETS

	2023	2022
	$	$
Term deposit	30,000	30,000
	30,000	30,000

10. PROPERTY, PLANT AND EQUIPMENT

	Land	Office plant and equipment	Exploration plant and equipment	Motor vehicles	Total
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
Disposals	-	-	-	-	-
Depreciation charge to P&L	-	(1,894)	-	-	(1,894)

Depreciation charged to exploration expenditure	-	-	(2,060)	(148)	(2,208)
Impairment loss	-	-	-	-	-
Closing net book amount	264,053	1,914	10,911	643	277,521

2022	$	$	$	$	$
At cost	433,873	40,834	341,935	16,052	832,694
Accumulated depreciation	-	(37,680)	(328,964)	(15,261)	(381,905)
Accumulated impairment	(169,820)	-	-	-	(169,820)
Closing net book amount	264,053	3,154	12,971	791	280,969
Opening net book amount	433,873	408	15,652	29,171	479,104
Additions	-	2,994	-	-	2,994
Disposals	-	-	-	(27,756)	(27,756)
Depreciation charge to P&L	-	(248)	(1,336)	(91)	(1,675)
Depreciation charged to exploration expenditure	-	-	(1,345)	(533)	(1,878)
Impairment loss	(169,820)	-	-	-	(169,820)
Closing net book amount	264,053	3,154	12,971	791	280,969

The Group's accounting policy is to carry property, plant and equipment at cost less accumulated amortisation and impairment, in accordance with AASB116. As a result of the Group recapitalising and relisting the ASX, the impairment indicators that existed at 30 June 2022 are no longer subsisting. The directors have determined that there were no impairment indicators that had been triggered as at 30 June 2023.

The accumulated impairment is a result of the impairment assessment undertaken in financial year ended 30 June 2022. For the year ended 30 June 2022, the directors assessed the recoverable amount of the land asset, performing a directors' valuation to determine the fair value less disposal costs in accordance with AASB136 and AASB13. An impairment of $169,820 was recorded against the carrying value of land and recognised in the profit or loss for the year ended 30 June 2022. The directors' impairment assessment for the year ended 30 June 2022, included the following:

Fair value hierarchy

The fair value estimates for land are considered to be Level 3 estimates.

Significant Observable Inputs

1. Recent sales of land on Koppio/Tumby Bay area on the Eyre Peninsula and recent trends in the sale of land in other agricultural regions, adjusted for comparability considerations.
2. Land use deemed as pastural.

Significant Unobservable Inputs

1. Estimated price per hectare is determined by assessing the asset's:
    a. location including surrounding land use, amenities and local services;
    b. improvement including structural, fencing and water;
    c. occupancy including dwellings, structures and licenses/leases.
2. Economic overview including local, State and industry economic overview.

Sensitivity analysis

The fair value measurement of freehold land is sensitive to changes in the unobservable inputs which may result in a significantly higher or lower fair value measurement. The following tables demonstrate the sensitivity to a reasonably possible change in significant unobservable inputs, with all other variables held constant (change in profit and equity):

Land	2022 $
Increase in estimated market value per hectare by 5%	13,203
Decrease in estimated market per hectare by 5%	(13,203)

11. EXPLORATION AND EVALUATION

	2023 $	2022 $
Opening net book amount	5,561,127	6,767,972
Exploration expenditure during the year	576,230	149,641
Depreciation charged to exploration	2,208	1,878
Less, exploration & evaluation expensed	(578,438)	(151,519)
Less, capitalised exploration impaired	-	(1,206,845)
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. As a result of the Group recapitalising and relisting the ASX, the impairment indicators that existed at 30 June 2022 are no longer subsisting. The directors have determined that there were no impairment indicators that had been triggered as at 30 June 2023.

In the prior year, the Directors identified that the Group's current commitments and financial position represented impairment indicators under AASB6 and have performed an impairment analysis as required under AASB136. In assessing the recoverable amount of the capitalised exploration and evaluation costs, a Directors' valuation was performed to determine the fair value less disposal costs in accordance with AASB136 and AASB13. An impairment of $1,206,845 was recorded against the capitalised exploration and evaluation costs and recognised in profit or loss for the year ended 30 June 2022. The directors' impairment assessment for the year ended 30 June 2022, included the following:

Fair value hierarchy

The fair value estimates for capitalised exploration and evaluation costs are considered Level 2 estimates.

Significant Observable Inputs

The fair value less disposal costs was based on the takeover bid announced on the ASX on 9 August 2022, of one (1) Quantum Graphite Limited ("QGL") share for every forty (40) Lincoln Mineral shares. QGL's shares were trading at $0.40 (40 cents) per share at the close of trading on 9 August 2022. Refer to note 18, where QGL's take over offer lapsed on 14 July 2023.

Significant Unobservable Inputs

(a) Disposal costs to complete a sale transaction; and

(b) Condition of the underlying assets.

Sensitivity analysis

The fair value measurement of the capitalised exploration and evaluation costs is sensitive to changes in the unobservable inputs which may result in a significantly higher or lower fair value measurement. The following tables demonstrate the sensitivity to a reasonably possible change in significant unobservable inputs, with all other variables held constant (change in profit and equity):

	2022
Capitalised exploration and evaluation costs	$
Increase in estimated market value of shares per the offer by 10%	556,113
Decrease in estimated market value of shares per the offer by 10%	(556,113)

12. TRADE AND OTHER PAYABLES

	2023	2022
	$	$
Trade payables – external parties	17,421	203,522
Accrued expenses	66,654	2,064
	84,075	205,586

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.

13. FINANCIAL LIABILITIES

As announced on 23 December 2021, Lincoln Minerals has entered into a convertible note agreement with Australia Poly Minerals Investments Pty Ltd (the note holder or "APMI"), a company associated with Poly Minerals Investments Limited ("PMI"), the largest shareholder of Lincoln Minerals. The agreement provided an option for the note holder to acquire up to 1,600,000 convertible notes at the face value of $1 per note, with a coupon rate of 8% per annum.

On 12 September 2022, APMI agreed to terminate the convertible note agreement and the company agreed to treat the monies received from APMI as an advance under a Shareholder loan facility of $1.6m with interest payable by the company on the sum advanced at 8% per annum, repayable at the earlier of the Company completing an equity raise or debt financing of not less than $4 million or 31 December 2022.

On 21 November 2022, APMI and the Group agreed to waive the interest on its unsecured shareholder's loan.

On 16 January 2023, the $4.6m rights issue was successfully completed, with proceeds used to repay the $1.6m loan to APMI.

Advances received have been treated as a shareholder's loan below:

	2023	2022
	$	$
Shareholder's loan	-	510,000
Total Financial Liabilities	-	510,000

14. CONTRIBUTED EQUITY

	2023	2022
Share capital	$	$
Fully paid ordinary shares	42,635,143	37,239,123
Opening balance	37,239,123	37,239,123
Addition of new shares issued via rights issue	4,622,869	-
Less rights issue expenses	(264,349)	-
Addition of new shares issued to directors	965,000	
Addition of new shares issued to supplier	37,500	-
Closing balance	42,600,143	37,239,123

Movements in share capital:	Number	Number
Fully paid ordinary shares	1,420,711,808	574,983,686
Opening balance	574,983,686	574,983,686
Addition of new shares issued	845,728,122	-
Closing Balance	1,420,711,808	574,983,686

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. No options were outstanding at 30 June 2023 and no options have been granted or exercised between the end of the year and the date of this report.

15. RESERVES

	2023	2022
	$	$
Share-based payments reserve	35,000	-
Total Reserves	35,000	-

The share-based payment reserve represents the value of 5,000,000 performance rights issued to a KMP. The performance rights were issued at Nil value, vesting at date of issue and remain in holding lock for 12 months from date of issue, there is no exercise price for these performance rights.

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.

Movements in reserve:	2023	2022
	$	$
Opening balance	-	-
Addition of new shares issued	35,000	-
Closing Balance	35,000	-

The share-based payments reserve is used to recognise the value of equity benefits provided to KMP as part of their remuneration and as part of their compensation for services.

16. AUDITOR'S REMUNERATION

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

	2023	2022
	$	$
Audit or review of financial reports	78,756	54,675
Total remuneration	78,756	54,675

17. COMMITMENTS AND CONTINGENCIES

Commitments - Exploration licences

The Group's exploration licence tenements are renewable on an annual basis at various renewal dates throughout the year and the amount of each expenditure covenant is set by the Minister for Mineral Resources Development at the time of each renewal. The South Australian Department of Energy & Mining has granted an extension on the Group's licenses and expenditure commitments to December 2024.

Expenditure required to maintain tenure of all of the exploration licences	2023 $	2022 $
Within one year	1,978,520	1,890,000
After one year but not more than five years	941,516	-
	2,920,036	1,890,000

Contingencies

As at 30 June 2023 and the date of this report there were no contingencies.

18. EVENTS SUBSEQUENT TO BALANCE DATE

The following events have occurred post 30 June 2023:

Merge of stock codes

On 17 July 2023, Lincoln Minerals' ASX codes LML and LMLND merged as a result of Quantum Graphite Limited (ASX: QGL) lapsing their unsolicited takeover offer on 14 July 2023.

Changes in Directors

Ms Catherine Norman resigned from the non-executive Chair and acting CEO effective 24 July 2023.

Hon Ryan Smith was appointed as non-executive director on 25 July 2023.

Changes in Executives

Following the resignation of Ms. Cath Norman as acting CEO, Mr Sam Barden agreed to assume the role of interim CEO on 25 July 2023 as the company searches for a permanent CEO.

19. EARNINGS PER SHARE

	2023	2022
Loss used to calculate basic and diluted loss per share ($) attributable to members of the parent	(3,610,043)	(2,026,538)
Basic and diluted loss per share (cents) attributable to members of the parent	(0.35)	(0.35)
Weighted average number of ordinary shares on issue used in the calculation of basic and diluted earnings per share	1,000,347,747	574,983,686

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.

20. FINANCIAL INSTRUMENTS

The Group's principal financial instruments comprise bank cash, short term deposits, trade receivables, shareholder's loan 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 significant 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

	2023	2022
	$	$
Financial assets:		
Cash and cash equivalents	1,162,293	42,124
Receivables and other assets	35,492	15,276
Other financial assets	30,000	30,000
Total Financial assets:	1,227,785	87,400
Financial liabilities:		
Trade and other payables	84,075	205,586
Shareholder's loan	-	510,000
Total Financial liabilities:	84,075	715,586

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:

	2023	2022

	$	$
Cash and cash equivalents	1,162,293	42,124
Receivables and other assets	35,492	15,276
Other financial assets	30,000	30,000
	1,227,785	87,400

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
2023	%	$	$	$
Non-interest bearing	-	84,075	-	-
2022	%	$	$	$
Non-interest bearing	-	205,586	-	-
Interest bearing	8%	-	550,800	-

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:

	2023	2022
Carrying amounts:		
Financial assets:	$	$
Fixed rate instruments	30,000	30,000
Cash and cash equivalents	1,162,293	42,124
	1,192,293	72,124
Financial liabilities:		
Shareholder loan	-	510,000

The weighted average interest rate on deposits for 2023 was 0.10% (2022: 0.10%).

There was no interest charged on shareholder loan on settlement (2022: 8%).

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.

21. KEY MANAGEMENT PERSONNEL DISCLOSURES AND RELATED PARTY TRANSACTIONS

Key Management Personnel of the Company during the year comprise:

Directors

C Norman**	Chairman
J Zhang*	Managing Director
A Raunic*	Director
R Zhang	Director
T Gao*	Director
Jason Foley**	Director
Michael Wyles KC***	Director
Shalain Singh***	Director
Ross Loturco***	Director

Executives

S Barden*	Managing Director
A Metcalfe	Company Secretary
C Taylor	Exploration Manager
DA Povey	Chief Geologist (now a consultant)

*Denotes directors or executives who retired during the current financial year.

** Denotes directors or executives appointed during the current financial year.

*** Denotes directors or executives appointed and resigned during the current financial year.

Compensation

Compensation of Key Management Personnel by category:

	2023	2022
	$	$
Short term employee benefits	708,218	196,890
Post-employment benefits - superannuation	18,086	14,121
Post-employment benefits – annual leave and long service leave	38,898	1,250
Share based payment	1,000,000	-
Total	1,765,202	212,261

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:

- $51,904 from Lionne Pty Ltd, an entity associated with Catherine Norman;
- $55,833 from Y&M Investment Pty Ltd, an entity associated with Ruiyu Zhang;

- $128,397 from Accosec Pty Ltd, an entity associated with Andrew Metcalfe;
- $299,837 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.

22. SHARE BASED COMPENSATION

The Group established the Lincoln Minerals Limited Employee Security Ownership 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.

Details of shares issued to directors and other key management personnel as part of compensation during the year ended 30 June 2023 are set out below. The issue of shares to KMPs was linked to agreed KPIs, annual planning & strategic objectives.

	Date of Issue	No. of shares issued	Market Value per share	Total Market Value
Sam Barden	20/1/2023	21,000,000	$0.014	$294,000
Sam Barden	9/2/2023	7,000,000	$0.022	$154,000
Sam Barden	4/4/2023	7,000,000	$0.010	$70,000
Sam Barden	2/6/2023	7,000,000	$0.008	$56,000

Catherine Norman	20/2/2023	9,000,000	$0.019	$171,000
Ruiyu Zhang	21/2/2023	5,000,000	$0.014	$70,000
Ruiyu Zhang	4/4/2023	4,000,000	$0.010	$40,000
Jason Foley	20/1/2023	5,000,000	$0.014	$70,000
Jason Foley	4/4/2023	4,000,000	$0.010	$40,000
Total		69,000,000		$965,000

Details of performance rights issued to key management personnel as part of compensation during the year ended 30 June 2023 are set out below. The issue of shares to KMPs was linked to agreed KPIs, annual planning & strategic objectives.

	Date of Issue	No. of shares issued	Market Value per share	Total Market Value
Andrew Metcalfe	19/06/2023	5,000,000	$0.007	$35,000*
Total		74,000,000		$1,000,000

* Granted on 19 June 2023; vesting at date of issue; in holding lock for 12 months.

The 5,000,000 performance rights issued to a KMP were issued at Nil value, vesting at date of issue and remain in holding lock for 12 months from date of issue, there is no exercise price for these performance rights.

Individual Directors and Executives disclosures

Information regarding individual Directors and Executives compensation and equity instruments disclosures as required by Corporations Regulations 2M.3.03 is provided in the Remuneration Report in the Directors' Report. Apart from the details disclosed in this note, no Director has entered into a material contract with the Company since the end of the previous year and there were no material contracts involving Directors' interests in existence at year end or as at the date of this report.

23. 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.

24. PARENT ENTITY DISCLOSURE

As at and throughout the financial year ending 30 June 2023 the parent company was Lincoln Minerals Limited.

	2023	2022
	$	$
Result of the parent entity		
Loss for the year	(3,610,043)	(2,026,538)
Other comprehensive income	-	-
Total comprehensive loss for the year	(3,610,043)	(2,026,538)
Financial position of parent entity at year end		
Current assets	1,284,954	115,031
Non-current assets	5,868,648	5,872,109
Total assets	7,153,602	5,987,140
Current liabilities	117,788	737,303
Non-current liabilities	-	-
Total liabilities	117,788	737,303

Total equity of the parent entity comprising of:	Note		
Contributed equity	14	42,600,143	37,239,123
Reserve	15	35,000	-
Accumulated Losses		(35,599,329)	(31,989,286)
Total equity		7,035,814	5,249,837

Parent entity contingencies

At 30 June 2023 there were no contingencies.

Parent entity commitments

Parent entity commitments are the same as those for the Group which are disclosed in note 17.

25. CONTROLLED ENTITIES

		Ownership Interest	
Name of Entity	Country of Incorporation	2023	2022
		%	%
Parent Entity:			
Lincoln Minerals Limited	Australia		
Subsidiaries:			
Australian Graphite Production Pty Ltd *	Australia	100%	100%
Australian Graphite Pty Ltd *	Australia	100%	100%
Lincoln Asia-Pacific Pty Ltd *	Australia	100%	100%
Lincoln Copper Pty Ltd *	Australia	100%	100%

* An application has been submitted to ASIC to deregister these companies as they hold no future value or benefit to the Group

26. FAIR VALUE OF NON-FINANCIAL ASSETS

Non-financial assets measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
- Level 3: unobservable inputs for the asset or liability

As a result of the impairment assessments in the prior year certain assets were recorded at their fair value less cost to sell. The following table shows the levels within the hierarchy of non-financial assets measured at fair value on a non-recurring basis as at 30 June 2022:

	Level 1	Level 2	Level 3	Total
	$	$	$	$
Land (refer to note 10)	-	-	264,053	264,053

Exploration and Evaluation (refer to note 11)	-	5,561,127	-	5,561,127
	-	5,561,127	264,053	5,825,180

There were no non-financial assets carried at fair value in the current year.

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 2023 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 2023.

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

Signed in accordance with a resolution of the Directors

Ruiyu Zhang
Non-executive Chairman

Dated this 31 August 2023
Melbourne, Victoria

Grant Thornton

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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 subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2023, 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 a summary of significant accounting policies, 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 2023 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 $3,610,043 during the year ended 30 June 2023 and a net cash outflow from operating and investing activities of $2,728,352. 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 11	

At 30 June 2023, 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 the management 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 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;
	  – enquiry of management regarding their intentions to carry out exploration and evaluation activity in the relevant exploration area, including review of 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 2023, 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 the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the Directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material 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 the Directors' report for the year ended 30 June 2023.

In our opinion, the Remuneration Report of Lincoln Minerals Limited, for the year ended 30 June 2023 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, 31 August 2023

ASX ADDITIONAL INFORMATION

As at 30th August 2023

Spread of Equity Security Holders

	Number of Holders Fully paid shares	%
1 – 1,000	58	0.00
1,001 – 5,000	119	0.03
5,001 – 10,000	217	0.13
10,001 – 100,000	849	2.45
100,001 and over	489	97.39
Total holders	1,732	100.00

There are 1,144 security holders holding less than a marketable parcel of ordinary shares ($500 amounts to 83,334 shares at 0.6 cents ($0.006) 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	381,166,667 Shares	26.83%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	278,497,879 Shares	19.60%

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	381,166,667	26.83
2	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	278,497,879	19.60
3	GOOD MAKE INC	58,695,560	4.13
4	REGAL FORTRESS INC	51,977,235	3.66
5	MR YUBO JIN	46,863,621	3.30
6	NOVODENGI PTY LTD <SAVAS FAMILY A/C>	42,000,000	2.96
7	BW EQUITIES PTY LTD	34,073,795	2.40
8	MR YINGKANG ZHONG	32,221,923	2.27
9	HUNTER CAPITAL ADVISORS P/L	20,000,000	1.41
10	HIGH TREASURE INTERNATIONAL LTD	15,000,000	1.06
11	DR MERRAN SHUK LING PANG	14,463,924	1.02
12	ROSWEL PTY LTD	13,500,000	0.95
13	MR ANDREW EDWIN YOUNG	11,277,448	0.79
14	MISHTALEM PTY LTD	11,200,000	0.79
15	CITICORP NOMINEES PTY LIMITED	11,139,111	0.78
16	JASON FOLEY	9,000,000	0.63
17	CATHERINE MARGARET NORMAN	9,000,000	0.63
18	RUIYU (YOYO) ZHANG	9,000,000	0.63
19	MS YIN PING ABBY KO	7,945,867	0.56
20	M&K KORKIDAS PTY LTD	7,227,300	0.51
	Total 20 largest shareholders	1,064,250,330	74.91
	Total Remaining Holders Balance	356,461,478	25.09

RESOURCES AND RESERVES STATEMENT

Mineral Resources

Information in this report that relates to Exploration Results, Mineral Resources and Exploration Targets was compiled by Dwayne Povey who is a Member of the Australasian Institute of Mining and Metallurgy.

Mr Povey was previously Chief Geologist for Lincoln Minerals Limited for a period in excess of 15 years and acted as the competent person during that time. He currently provides consulting services to the company. Mr Povey has sufficient experience relevant to the styles of mineralisation and to the activities which are being reported to qualify as a Competent Person as defined by the JORC Code, 2012. Mr Povey 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 17 May 2017)*. At a nominal 5% cut-off, the estimated Measured, Indicated and Inferred Mineral Resources as at 30 June 2023 total 2.03Mt at 15.2% TGC for a total of 308,560 tonnes contained graphite.

Kookaburra Gully Mineral Resource (AGL 100%) as at 30 June 2022. These remain unchanged from 30 June 2021

DOMAIN	CLASS	Tonnage (Mt)	C (%)	TGC (%)	Density
1	1	0.39	16.7	14.9	2.60
2	1	0.11	3.7	3.0	2.46
Total Measured Resource		**0.50**	**13.8**	**12.3**	**2.57**
1	2	1.08	16.4	14.9	2.52
2	2	0.58	3.5	3.1	2.50
Total Indicated Resource		**1.65**	**11.9**	**10.8**	**2.51**
1	3	0.56	17.9	16.0	2.51
2	3	0.22	3.7	3.0	2.62
Total Inferred Resource		**0.78**	**13.9**	**12.3**	**2.54**
Total Mineral Resources >2% TGC Measured + Indicated + Inferred		**2.94**	**12.8**	**11.4**	**2.53**
Total Mineral Resources >5% TGC Measured + Indicated + Inferred		**2.03**	**16.9**	**15.2**	**2.53**

DOMAIN 1 = Interpreted at 5% TGC nominal cut-off DOMAIN 2 = Interpreted >2% TGC halo
CLASS 1 = Measured CLASS 2 = Indicated CLASS 3 = Inferred
NB tonnages may not add up exactly as shown due to rounding of significant figures

The Koppio Mineral Resource, reported in accordance with JORC Code, 2012 is set out in the table below (*Lincoln Minerals Limited, ASX Announcement 13 July 2015)*. At a nominal 5% cut-off, the Inferred Mineral Resource is 1.85 Mt at 9.76% TGC. Total contained graphite for this Mineral Resource is 180,733 tonnes.

At a nominal 2% TGC cut-off, the total Koppio Inferred Mineral Resource is 3.06 Mt at 7.16% TGC. Total contained graphite for this resource is 219,293 tonnes.

Koppio Mineral Resource (AGL 100%) as at 30 June 2023. These remain unchanged from 30 June 2022.

Mineral Resource Classification	Lower Cut-off Grade (% TGC)	Tonnage (Mt)	Average Grade (% TGC)	Contained Graphite (tonnes)	Density (g/cc)
Inferred – Domain 1	5%	1.85	9.76	180,733	2.67
Inferred – Domain 2	2%	1.21	3.18	38,560	2.80
Total Mineral Resources >2% TGC Indicated + Inferred		**3.06**	**7.16**	**219,293**	**2.72**

Mt = million 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.

Gum Flat Mineral Resources (JORC 2004) as at 30 June 2023. These remain unchanged from 30 June 2022.

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 [ɣ]	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
[ɣ] 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)*.

Eurilla Inferred Mineral Resource within EL 5942 (JORC 2004) as at 30 June 2023 (after Golder, 2008). These remain unchanged from 30 June 2022

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).