

LINCOLN GOLD CORP  
Form S-4/A  
October 18, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C., 20549**

**FORM S-4/A  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**Amendment No. 2**

**LINCOLN GOLD CORPORATION**

(Exact Name of Registrant as specified in its Charter)

**Nevada**

(State or Other Jurisdiction of  
Incorporation or Organization)

**No. 1040**

(Primary Standard Industrial  
Classification Code Number)

**88-0419475**

(I.R.S. Employer Identification No.)

Suite 350, 885 Dunsmuir Street  
Vancouver, British Columbia  
Canada V6C 1N5  
Tel: (604) 688-7377

(Address and telephone number of principal executive offices)

Mr. Paul Saxton, President

Suite 350, 885 Dunsmuir Street  
Vancouver, British Columbia  
Canada V6C 1N5  
Tel: (604) 688-7377

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Copies of communications to:

**Michael H. Taylor, Esq.**

Lang Michener LLP  
1500 1055 West Georgia Street  
Vancouver, B.C., Canada, V6E 4N7  
(604) 691-7410

Approximate date of commencement of proposed sale to the public: **As soon as practicable after the requisite votes are obtained pursuant to the solicitation by Lincoln Gold Corporation referred to in this Registration Statement.**

If the securities being registered on this form are being offered in connection with the formation of a holding company

and there is compliance with General Instruction G, check the following box. [ ]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

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**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Aggregate Proposed Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price per Unit <sup>(2)(3)</sup>	Proposed Maximum Aggregate Offering Price <sup>(2)(3)</sup>	Amount of Registration Fee
Common Stock	47,141,666 shares	0.125 per share	\$5,892,708.25	\$180.91

- (1) Based upon the number of common shares of Lincoln Gold Corporation, a Canadian corporation, expected to be issued to the existing shareholders of Lincoln Gold Corporation, a Nevada corporation, on a one-for-one basis upon completion of the Continuation described in this Registration Statement and based on 47,141,666 shares of common stock of Lincoln Gold Corporation, a Nevada corporation, issued and outstanding as of August 15, 2007.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(f)(1) under the *Securities Act of 1933*, as amended (the *Securities Act*).
- (3) The Proposed Maximum Offering Price Per Share is calculated in accordance with Rule 457(h) of the *Securities Act* based upon the estimated sales price of the shares based on the closing price of shares of the Registrant's common stock on August 22, 2007. The Proposed Maximum Aggregate Offering Price is based on the Proposed Maximum Offering Price Per Share times the total number of shares of common stock to be registered. These amounts are calculated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1) under the *Securities Act*.

**THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT, OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SECTION 8(a), MAY DETERMINE.**

**THE INFORMATION IN THIS PROXY STATEMENT/PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. WE MAY NOT OFFER OR SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROXY STATEMENT/PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY JURISDICTION WHERE THE OFFER OR SALE IS NOT PERMITTED.**

**PROXY STATEMENT/PROSPECTUS SUBJECT TO COMPLETION, DATED .**

**EXPLANATORY NOTE**

This Amendment No. 2 to the Registration Statement on Form S-4 is being filed solely for the purpose of including the audited financial statements of the Company for the year ended December 31, 2006, the unaudited interim financial statements of the Company for the period ended June 30, 2007 and Appendix D - Form of By Laws, which items were inadvertently omitted from Amendment No. 1 to the Registration Statement on Form S-4 filed by the Company with the Securities and Exchange Commission on October 10, 2007 ("Amendment No. 1"). There are no other changes to Amendment No. 1.

**LINCOLN GOLD CORPORATION**

Suite 350, 885 Dunsmuir Street  
Vancouver, B.C., Canada, V6C 1N5

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

A special meeting of the stockholders of Lincoln Gold Corporation will be held on , 2007, at 10:00 a.m., at the offices of the Company located at Suite 350, 885 Dunsmuir Street, Vancouver, B.C., Canada, V6C 1N5, for the purpose of voting upon a proposal to change the jurisdiction of incorporation of our company from Nevada to Canada (the Continuation ). The Continuation will be accomplished through the adoption by the stockholders of Lincoln Gold Corporation of certain resolutions and a plan of conversion under Chapter 92A of the Nevada Revised Statutes which will authorize Lincoln Gold Corporation to complete the Continuation. If Lincoln Gold Corporation completes the Continuation, Lincoln Gold Corporation will be continued under the Canada *Business Corporations Act* and will cease to be incorporated in Nevada and, as a result, will be governed by the Canada *Business Corporations Act*. Only stockholders of record at the close of business on , 2007 are entitled to notice of and to vote at the meeting. Stockholders of record are not entitled to appraisal rights of the fair value of their shares. If you do not expect to attend in person, please sign and return the enclosed proxy card.

By Order of the Board of Directors of Lincoln Gold Corporation,

Paul Saxton

Paul Saxton  
President and Chief Executive Officer

**LINCOLN GOLD CORPORATION**

Suite 350, 885 Dunsmuir Street  
Vancouver, B.C., Canada, V6C 1N5

**LETTER TO STOCKHOLDERS RESPECTING SPECIAL MEETING**

, 2007

Dear Lincoln Gold Corporation stockholder:

You are cordially invited to attend a special meeting of stockholders to be held on , 2007, at a.m., at the offices of the Company located at Suite 350, 885 Dunsmuir Street, Vancouver, B.C., Canada, V6C 1N5. The purpose of the meeting is to allow you to vote on our proposed continuation resolutions that would change Lincoln Gold's domicile from Nevada to Canada (the Continuation). If we complete the Continuation, our company will be governed by the Canada *Business Corporations Act* (the CBCA). We believe that the Continuation will more accurately reflect our operations, which are headquartered in and administered from Canada, and our proposed trading market for our common shares, which is the TSX Venture Exchange.

Our Board of Directors has declared the Continuation advisable and recommends that you vote in favour of the Continuation of Lincoln Gold from Nevada to Canada. Our officers and directors, who currently hold approximately 19.5% of our outstanding shares, have indicated that they intend to vote for the approval of the Continuation. We are calling a special meeting of the stockholders to vote on the Continuation and are soliciting proxies for use at the meeting. The record date for voting at the meeting is , 2007. Stockholders of record are not entitled to appraisal rights of the fair value of their shares if they vote against the Continuation.

SEE RISK FACTORS, BEGINNING ON PAGE - 8 - OF THIS PROXY STATEMENT/PROSPECTUS FOR A DISCUSSION OF CERTAIN RISKS, INCLUDING TAX EFFECTS, RELATING TO THE CONTINUATION AND THE OWNERSHIP OF COMMON SHARES IN LINCOLN GOLD.

This proxy statement/prospectus is first being mailed to holders of Lincoln Gold common stock on or about , 2007.

PLEASE NOTE THAT NEITHER THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROXY STATEMENT/PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THIS PROXY STATEMENT/PROSPECTUS INCORPORATES IMPORTANT BUSINESS AND FINANCIAL INFORMATION ABOUT LINCOLN GOLD THAT IS NOT INCLUDED IN OR DELIVERED WITH THIS DOCUMENT. THIS INFORMATION IS AVAILABLE WITHOUT CHARGE TO HOLDERS OF LINCOLN GOLD COMMON STOCK UPON WRITTEN OR ORAL REQUEST. REQUESTS SHOULD BE MADE TO LINCOLN GOLD AT THE FOLLOWING ADDRESS:

Lincoln Gold Corporation  
Attention:  
Suite 350, 885 Dunsmuir Street  
Vancouver, B.C., Canada, V6C 1N5  
Telephone: (604) 688-7377

TO OBTAIN TIMELY DELIVERY, YOU SHOULD REQUEST INFORMATION NO LATER THAN , 2007.

Sincerely,  
Paul Saxton

Paul Saxton  
President

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**PART I****SUMMARY**

THIS SUMMARY PROVIDES AN OVERVIEW OF THE INFORMATION CONTAINED IN THIS PROXY STATEMENT/PROSPECTUS AND DOES NOT CONTAIN ALL OF THE INFORMATION YOU SHOULD CONSIDER. YOU SHOULD READ THE MORE DETAILED INFORMATION SET FORTH IN THIS DOCUMENT AND THE DOCUMENTS TO WHICH WE REFER YOU. WE HAVE INCLUDED PAGE REFERENCES TO DIRECT YOU TO MORE COMPLETE DESCRIPTIONS OF THE TOPICS PRESENTED IN THIS SUMMARY. IN THIS DOCUMENT THE SYMBOL CDN\$ REFERS TO CANADIAN DOLLARS AND THE SYMBOL \$ REFERS TO UNITED STATES DOLLARS. IN THIS DOCUMENT REFERENCES TO THE COMPANY , OUR COMPANY , LINCOLN GOLD , WE AND OUR REFER TO LINCOLN GOLD CORPORATION

**Lincoln Gold**

We are engaged in the acquisition and exploration of mineral properties. We hold interests in four groups of mineral properties in the development stage, with three properties located in Nevada and one property located in Mexico, as described below:

<b>Name of Property</b>	<b>Location</b>
Hannah Property	Churchill County, Nevada
JDS Property	Eureka County, Nevada
Pine Grove Property	Yerrington, Nevada
La Bufa Property	Mexico

Our business is headquartered in Vancouver, British Columbia, where the majority of our directors and officers reside and our head office is located. Our shareholders are primarily located in Canada.

Our office is located at Suite 350, 885 Dunsmuir Street, Vancouver, British Columbia, Canada, V6C 1N5, our telephone number is (604) 688-7377 and our facsimile number is (604) 688-0094.

We are currently incorporated under the corporate laws of Nevada. We are proposing to change our jurisdiction of incorporation from Nevada to the Canadian federal jurisdiction under the Canada *Business Corporations Act* (the CBCA ) through a process known as a conversion under Nevada corporate law, and known as a continuation under Canada corporate law (the Continuation or the Continuance ). A continuance or continuation is a process by which a corporation which is not incorporated under the laws of Canada may change its jurisdiction of incorporation to Canada. Under the CBCA, if the laws of its home jurisdiction allow for it, a company may be continued as a Canadian corporation by filing Articles of Continuance with the Director under the CBCA. We refer to this process in this proxy statement/prospectus as the Continuation. In order to give effect to the Continuation, our board of directors has adopted a plan of conversion under Chapter 92A of the Nevada Revised Statutes (the Plan of Conversion ) and has recommended that shareholders approved and adopt this Plan of Conversion. After the completion of the Continuation, Lincoln Gold will be a Canadian corporation governed by the CBCA. We will continue to conduct the business in which we are currently engaged. The Continuation will not result in any material effect on our operations. The business and operations of Lincoln Gold following the Continuation will be identical in most respects to our current business, except that we will no longer be subject to the corporate laws of the State of Nevada but will be subject to the CBCA. The Canadian company will be liable for all the debts and obligations of the Nevada company, and the officers and directors of the company will be the officers and directors of Lincoln Gold. The differences between the laws will not materially affect our business but will affect your rights as a stockholder. The differences

between the applicable laws of the two jurisdictions are discussed in greater detail under Comparative Rights of Stockholders on page - 23 - of this proxy statement/prospectus.

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Reference in this proxy statement/prospectus to Lincoln Gold Nevada are to Lincoln Gold Corporation, a Nevada corporation, as we are currently incorporated. Reference to Lincoln Gold Canada are to Lincoln Gold Corporation, a Canadian corporation, as we would be continued/converted under the CBCA if the Continuation is approved by our shareholders.

Upon effectiveness of the Continuation Lincoln Gold will plan to apply for designation as a reporting issuer under the securities laws of the Canadian provinces of British Columbia and Ontario. We also plan to seek a listing on the TSX Venture Exchange (the TSX-V ).

### **The special meeting**

#### ***Matters to be voted on***

Lincoln Gold stockholders will be asked to approve the Plan of Conversion and the Continuation by way of special resolution. The complete text of the proposed Continuation special resolutions to be considered at our special meeting is attached to this proxy statement/prospectus as Appendix A (the Continuation Special Resolutions ). The Continuation will have the effect of changing our domicile from Nevada to Canada. The Plan of Conversion is referred to in the Continuation Special Resolutions and is attached hereto as Appendix B. The forms of the Articles of Continuance and Bylaws to be adopted by the Lincoln Gold Canada are attached hereto respectively as Appendix C and Appendix D.

#### ***Vote needed to approve the Continuation***

Approval of the Continuation requires the affirmative vote of our stockholders holding at least a majority of the outstanding shares of Lincoln Gold common stock. The directors and executive officers of Lincoln Gold together directly own approximately 19.5% of the total number of outstanding shares of Lincoln Gold common stock. These stockholders have indicated that they intend to vote all their shares for the approval of the Continuation.

### **Factors you should consider**

#### ***Reasons for the Continuation***

We believe that the Continuation to Canada will more accurately reflect our operations, which have always been headquartered in and managed from Canada, and our shareholder base, which is primarily located in Canada. We also believe that Lincoln Gold should continue to Canada because it is the jurisdiction in which we have traditionally raised financing to fund our business operations and will facilitate Lincoln Gold gaining a listing on the TSX-V which should enable us to reach a larger capital market. Further, the Continuation will result in a four-month hold period under Canadian securities laws attached to securities issued by us under subsequent financings, which is shorter than the minimum one year hold period which would attach to any securities we were to issue under our current incorporation. We believe that this change in hold period will make our subsequently offered securities more attractive to investors and enable us to reach a larger capital market.

#### ***Risk factors which may affect your vote***

Factors such as possible adverse tax consequences of our common stock following the Continuation may affect your vote on the Continuation and your interest in owning Lincoln Gold common shares. In evaluating the merits of the proposed Continuation, you should carefully consider the risk factors and the other information included in this proxy statement/prospectus.

You are entitled to dissent from the proposed Continuation and, as a dissenter, to tender your shares and receive the fair value, in cash, for your tendered shares.

*Material tax consequences for stockholders*

The following is a brief summary of the material tax consequences the Continuation will have for stockholders. Stockholders should consult their own tax advisers with respect to their particular circumstances. A more detailed summary of the factors affecting the tax consequences for stockholders is set out under Material United States

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Federal Tax Consequences and Material Canadian Income Tax Consequences on pages - 16 - and - 21 -, respectively, of this proxy statement/prospectus.

***United States federal tax consequences***

The Continuance of Lincoln Gold from Nevada to Canada is, for United States federal income tax purposes, treated as the transfer of the assets of Lincoln Gold to a Canadian company in exchange for stock of the Canadian company, followed by a distribution of the stock in the Canadian company to the stockholders of Lincoln Gold, and then the exchange by Lincoln Gold Nevada's stockholders of their Lincoln Gold Nevada stock for Lincoln Gold Canada stock. Lincoln Gold must recognize a gain on the assets held by it at the time of the Continuance to the extent that the fair market value of any assets exceeds its respective basis. The calculation of any potential gain is made separately for each asset held by Lincoln Gold Nevada. No loss will be allowed for any asset that has a taxable basis in excess of its fair market value. Management of Lincoln Gold does not believe the fair market value of any of its assets exceeds their tax basis. Therefore, management is of the view that no gain should be recognized by Lincoln Gold as a result of the Continuance.

The Continuance will be treated by shareholders as the exchange by you, our shareholders, of your stock for stock of the Canadian company. The shareholders will not be required to recognize any U.S. gain or loss on this transaction. A shareholder's adjusted basis in the shares of Lincoln Gold Canada received in the exchange will be equal to such shareholder's adjusted basis in the shares of Lincoln Gold Nevada surrendered in the exchange. A shareholder's holding period in the shares of Lincoln Gold Canada received in the exchange should include the period of time during which such shareholder held his or her shares in Lincoln Gold Nevada. For a more complete discussion of the United States income tax consequences, please see Material United States Federal Tax Consequences on page 30 of this proxy statement/prospectus.

***Canadian tax consequences***

Lincoln Gold should not incur any liability for Canadian income tax on Continuation. Lincoln Gold will become a resident of Canada as a result of the Continuation, and consequently thereafter will be liable for Canadian income tax on its world-wide taxable income, if any, subject to such relief, if any, to which it may be entitled under any Canadian bilateral income tax treaty that may apply to it.

No shareholder should incur any liability for Canadian income tax on the Continuation, regardless of the shareholder's fiscal residence. Thereafter, Canadian rules on the taxation of dividends paid by taxable Canadian corporations will apply to shareholders on dividends, if any, paid by Lincoln Gold. For a more detailed summary of the Canadian tax consequences, please see Material Canadian Income Tax Consequences on page - 21 - of this proxy statement/prospectus.

***How the Continuation will affect your rights as a stockholder***

You will continue to hold the same shares you now hold following the continuation of the company to Canada. However, the rights of stockholders under Nevada law differ in certain substantive ways from the rights of stockholders under the Canada Business Corporations Act. Examples of some of the changes in stockholder rights which will result from continuation are:

- Under Nevada law, unless otherwise provided in the charter, stockholders may act without a meeting by written consent of the majority of the voting power of the outstanding common stock entitled to vote on the matter, and notice need not be given to stockholders. Under Canadian law, stockholders may only act by way of a resolution passed at a duly called meeting unless all stockholders otherwise entitled to vote consent in writing.

- Under Nevada law, a charter or bylaw amendment requires approval by vote of the holders of a majority of the outstanding stock. Under Canadian law, an amendment to a corporation's charter requires approval by two-thirds majority of the stockholders present and entitled to vote at a meeting of stockholders.
- Dissenter's rights are available to stockholders under more circumstances under Canadian law than under Nevada law.

- Stockholders have a statutory oppression remedy under Canadian law that does not exist under Nevada statute. It is similar to the common law action in Delaware for breach of fiduciary duty, but the Canadian remedy does not require stockholders to prove that the directors acted in bad faith.
- A minimum of 25% of the directors of a Canadian company must reside in Canada. Nevada law does not contain a similar provision.
- A director's liability may not be limited under Canadian law as it may under Nevada law.

### ***Price Volatility***

We cannot predict what effect the Continuation will have on our market price prevailing from time to time or the liquidity of our shares.

### ***Accounting treatment of the Continuation***

For United States accounting purposes, the Continuation of our company from a Nevada corporation to a Canadian corporation represents a non-substantive exchange to be accounted for in a manner consistent with a transaction between entities under common control. All assets, liabilities, revenues and expenses will be reflected in the accounts of Lincoln Gold Canada based on existing carrying values at the date of the exchange. The historical comparative figures of Lincoln Gold will be those of Lincoln Gold as a Nevada company.

### ***Reporting Obligations under Securities Laws***

Upon completion of the Continuation we will apply to become a reporting issuer under securities legislation in a number of Canadian provinces. As a Canadian reporting issuer, we will be subject to the securities laws of the Canadian provinces as those laws apply to Canadian reporting issuers. As a Canadian reporting issuer, we will be required to prepare our annual and interim consolidated financial statements in accordance with Canadian generally accepted accounting principles ( Canadian GAAP ).

We currently prepare our consolidated financial statements in accordance with United States Generally Accepted Accounting Principles ( US GAAP ) in the United States. We file our audited annual financial statements with the SEC on Annual Reports on Form 10-KSB and our unaudited interim financial statements with the SEC on Quarterly Reports on Form 10-QSB. Upon completion of the Continuation, we anticipate that we will meet the definition of a foreign private issuer in the United States under the Exchange Act. As a reporting foreign private issuer, we anticipate that we will file an Annual Report on Form 20-F (a Form 20-F Annual Report ) each year with the SEC. The Form 20-F Annual Report will include financial statements prepared in accordance with Canadian GAAP with a reconciliation to US GAAP. We will not be required to file interim quarterly reports on Form 10-QSB, however we will be required to file our interim financial statements and management discussion and analysis that we prepare as a reporting issuer under Canadian securities legislation with the SEC on SEC Form 6-K. The interim financial statements will be prepared in accordance with Canadian GAAP whereas our current Quarterly Reports on Form 10-QSB include interim financial statements prepared in accordance with US GAAP.

In addition, as a foreign private issuer, our directors, officers and 10% stockholders will not be subject to the insider reporting requirements of Section 16(b) of the Exchange Act and we will not be subject to the proxy rules of Section 14 of the Exchange Act. Furthermore, Regulation FD does not apply to non-United States companies and will not apply to Lincoln Gold upon completion of the Continuation.

### ***Regulatory approvals***

We will have to comply with Nevada and Canadian regulatory requirements in order to complete the Continuation to Canada. Our board of directors has approved the Plan of Conversion under Chapter 92A of the Nevada Revised Statutes pursuant to which we will be converted into a corporation under the CBCA. Our board of directors

recommends the adoption of the Plan of Conversion by the shareholders of the Company for the reasons set forth herein.

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Under Nevada law, we will have to:

- receive approval of the Plan of Conversion from a majority of the shares entitled to be voted;
- file articles of conversion with the Nevada Secretary of State setting out, among other things, the Plan of Conversion;
- pay a filing fee of \$350 to the Nevada Secretary of State.

In Canada, we will have to file articles of continuance with the Director under the CBCA. Our Continuance to Canada would become effective when:

- we file articles of conversion with the Nevada Secretary of State; and
- the Director under the CBCA issues us a Certificate of Continuance.

Upon completion of the Continuance, our charter documents will be comprised of the Articles of Continuance and the Bylaws, in the forms attached hereto as Appendix C and Appendix D, respectively.

### ***Increase to Authorized Capital***

The Articles of Continuance of Lincoln Gold Canada, attached hereto as Appendix C, will provide that the authorized capital of the Lincoln Gold Canada will be an unlimited number of common shares without par value. Lincoln Gold Nevada's articles of incorporation presently provide that our authorized capital is 100,000,000 shares of common stock, par value \$0.001 per share.

### ***Disclosure obligations***

Even if we continue to Canada, we will still have to comply with reporting requirements under United States securities laws. However, these requirements would be reduced because we would no longer be a United States company.

Whether or not we continue to Canada, we will remain subject to Canadian disclosure requirements including publishing news releases, filing information about major changes for Lincoln Gold, sending you quarterly and annual financial statements and filing reports about trading in our shares by our officers, directors and major shareholders.

### ***Our recommendations to stockholders***

Taking into consideration all of the factors and reasons for the conversion set forth above and elsewhere in this proxy statement/prospectus, the Board of Directors has approved the Plan of Conversion, the Continuation and recommends that stockholders of Lincoln Gold vote FOR approval of Plan of Conversion and the Continuance.

## **SUMMARY FINANCIAL INFORMATION**

THE FOLLOWING SUMMARY CONTAINS UNAUDITED FINANCIAL INFORMATION FOR THE SIX MONTHS ENDED JUNE 30, 2007 AND AUDITED FINANCIAL INFORMATION FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2005 AND INCLUDES BALANCE SHEET AND STATEMENT OF OPERATIONS DATA FROM THE UNAUDITED AND AUDITED FINANCIAL STATEMENTS OF LINCOLN GOLD. THE INFORMATION CONTAINED IN THESE TABLES SHOULD BE READ IN CONJUNCTION WITH MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS HEREIN BELOW AND THE FINANCIAL STATEMENTS AND ACCOMPANYING NOTES INCLUDED HEREIN.

Our consolidated financial statements have been prepared in accordance with US GAAP. The accompanying unaudited financial information includes all adjustments considered necessary (consisting only of normal recurring

adjustments) for a fair presentation. Results for the six-month period ended June 30, 2007 are not necessarily indicative of the results that may be expected for the year ended December 31, 2007, or any future period.

**Consolidated Balance Sheets****(Expressed in U.S. dollars)**

	June 30, 2007 \$ (unaudited)	December 31, 2006 \$
<b>ASSETS</b>		
Current Assets		
Cash	201,997	21,961
Prepaid expenses and deposits	-	4,893
Total Current Assets	201,997	26,854
Property and Equipment	3,276	4,440
Total Assets	205,273	31,294
<b>LIABILITIES AND STOCKHOLDERS EQUITY (DEFICIT)</b>		
Current Liabilities		
Accounts payable	51,283	35,467
Accrued liabilities	18,548	14,990
Due to related parties	6,641	6,760
Note payable	100,000	100,000
Total Liabilities	176,472	157,217
Total Stockholders Equity (Deficit)	28,801	(125,923)
Total Liabilities and Stockholders Equity (Deficit)	205,273	31,294

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**Consolidated Statements of Operations**  
**(Expressed in U.S. dollars)**  
**(unaudited)**

	Accumulated From September 25, 2003  (Date of Inception) to June 30, 2007	For the Three Months Ended June 30, 2007	For the Three Months Ended June 30, 2006	For the Six Months Ended June 30, 2007	For the Six Months Ended June 30, 2006
	\$	\$	\$	\$	\$
Revenue	-	-	-	-	-
Expenses					
Depreciation	6,030	554	722	1,164	1,444
Foreign exchange loss	6,818	813	1,233	985	2,009
General and administrative (Note 5(a))	2,531,091	59,257	60,554	93,689	119,632
Impairment of mineral properties	93,350	27,600	-	31,350	10,000
Mineral exploration	946,308	38,616	3,743	46,804	16,475
Total Expenses	3,586,597	126,840	66,252	173,992	149,560
Loss From Operations	(3,586,597)	(126,840)	(66,252)	(173,992)	(149,560)
Net Loss	(3,594,408)	(128,756)	(68,634)	(178,651)	(153,851)
Comprehensive Loss	(3,592,958)	(127,306)	(68,634)	(177,201)	(153,851)

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## RISK FACTORS

An investment in Lincoln Gold common stock involves certain risks. In evaluating us and our business, investors should carefully consider the following risk factors in addition to the other information included in this proxy statement/prospectus.

You should read the first set of risk factors in deciding whether to approve our Continuation from Nevada to Canada. You may also find it helpful to read the subsequent risk factors so you understand more clearly the risks associated with the business of Lincoln Gold.

This proxy statement/prospectus contains statements that plan for or anticipate the future. We believe that some of these statements are forward-looking statements. Forward-looking statements include statements about the future of our industry, statements about future business plans and strategies, and most other statements that are not historical in nature. In this proxy statement/prospectus, forward-looking statements use words like anticipate, plan, believe, estimate, and expect. However, because forward-looking statements involve future risks and uncertainties, there are factors, including those discussed below, that could cause actual results to differ materially from those expressed or implied. We have attempted to identify the major factors that could cause differences between actual and planned or expected results, but we may not have identified all of those factors. You therefore should not place undue reliance on forward-looking statements. Also, we have no obligation to publicly update forward-looking statements we make in this proxy statement/prospectus.

### **Risks related to the Continuance**

#### ***Lincoln Gold may still be treated as a U.S. corporation and taxed on its worldwide income after the Continuance.***

The Continuance of Lincoln Gold from Nevada to Canada is for corporate purposes a migration of Lincoln Gold from Nevada to Canada. Transactions whereby a U.S. corporation migrates to a foreign jurisdiction are considered by the United States Congress to be a potential abuse of the U.S. tax rules because thereafter the foreign entity is not subject to U.S. tax on its worldwide income. As a result, Section 7874(b) of the *Internal Revenue Code of 1986*, as amended (the Code) was enacted in 2004 to address this potential abuse. Section 7874(b) of the Code provides generally that a corporation that migrates from the United States will nonetheless remain subject to U.S. tax on its worldwide income unless the migrating entity has substantial business activities in the foreign country in which it is migrating when compared to its total business activities.

If Section 7874(b) of the Code were to apply to the migration of Lincoln Gold from Nevada to Canada, it would cause Lincoln Gold Canada to be subject to United States federal income taxation on its worldwide income. Section 7874(b) of the Code will apply to the Lincoln Gold migration unless Lincoln Gold Canada has substantial business activities in Canada when compared to its total business activities. All but one of Lincoln Gold's employees, its head office and all of its administrative functions are located in Canada. Most of Lincoln Gold's shareholders reside in Canada, and historically most of its funds have been raised in Canada. Additionally, because it will be easier to raise additional funds as a Canadian entity (as a result of the shorter hold period and possible TSX-V listing), the Continuance is material to the achievement of Lincoln Gold's overall business objectives. Lincoln Gold's only business activity relates to four early stage mining prospects, one in Mexico and three in the United States. Accordingly, Lincoln Gold intends to take the position that it has substantial business activity in Canada in relation to its worldwide activities and that Section 7874(b) of the Code does not apply to cause Lincoln Gold, after the migration, to be subject to U.S. income tax on its worldwide income.

There is limited guidance as to what substantial business activity is when compared to its total business activities. Accordingly, U.S. tax counsel has not expressed any view with respect to this issue. The position adopted by Lincoln Gold may be challenged by the U.S. tax authorities with the result that Lincoln Gold may remain subject to U.S. federal income tax on its worldwide income even after Continuance. In addition to U.S. income taxes, were Section

7874(b) of the Code to apply to Lincoln Gold, Lincoln Gold could be subject to penalties for failure to file U.S. tax returns, late fees and interest on past due taxes.

***We may owe additional United States taxes as a result of the Continuation if our conclusions relating to the value of our assets are incorrect.***

Assuming Section 7874(b) of the Code, as described above, does not apply, the Continuance of Lincoln Gold from Nevada to Canada is, for U.S. federal income tax purposes, treated as the transfer of the assets of Lincoln Gold to a Canadian company in exchange for stock of the Canadian company, followed by a distribution of the stock in the Canadian company to the stockholders of Lincoln Gold, and then the exchange by Lincoln Gold Nevada's stockholders of their Lincoln Gold Nevada stock for Lincoln Gold Canada stock. Lincoln Gold must recognize gain (but not loss) on the assets held by it at the time of the Continuation to the extent that the fair market value of any assets exceeds its respective basis. The calculation of any potential gain is made separately for each asset held by Lincoln Gold Nevada. No loss will be allowed for any asset that has a taxable basis in excess of its fair market value. Management of Lincoln Gold does not believe the fair market value of any of its assets exceeds their tax basis. Accordingly, Lincoln Gold intends to take the position that no United States taxes will be owed as a result of the proposed Continuation.

The valuation of Lincoln Gold's assets may be challenged by the United States Internal Revenue Service (IRS). Should the IRS disagree with the valuation of Lincoln Gold's assets, they could reassess the deemed proceeds on the Continuation to a higher amount. It is possible on any such reassessment that the tax liability could be significant and we may not have the available cash at that time to settle the liability owing. Should we be unable to settle any such liability, we may have to cease operations in which case our stockholders would likely lose their investment in our company.

***The stock price of our common shares may be volatile. In addition, demand in the United States for our shares may be decreased by the change in domicile.***

The market price of our common shares may be subject to significant fluctuations in response to variations in results of operations and other factors. Developments affecting the mining industry generally, including general economic conditions and government regulation, could also have a significant impact on the market price for our shares. In addition, the stock market has experienced a high level of price and volume volatility. Market prices for the stock of many similar companies have experienced wide fluctuations which have not necessarily been related to the operating performance of such companies. These broad market fluctuations, which are beyond the control of Lincoln Gold, could have a material adverse effect on the market price of our shares. We cannot predict what effect, if any, the Continuation will have on the market price prevailing from time to time or the liquidity of our common shares. The change in domicile may decrease the demand for our shares in the United States. The decrease may not be offset by increased demand for Lincoln Gold's shares in Canada.

#### **Risks associated with our company**

***If we do not obtain additional financing, our business plan will fail.***

As of December 31, 2006, we had cash on hand of \$21,961 and a working capital deficit of \$130,363. As of June 30, 2007, we had cash on hand of \$201,997 and working capital of \$25,525. Our business plan calls for us to spend approximately \$845,000 in connection with the exploration of our mineral claims during the next twelve months, the maintenance of our interests in our mineral claims and our general and administrative expenses during the next twelve months. Based on our cash and working capital position, we will require additional financing in the approximate amount of \$1,000,000 in order to complete our plan of operations for the next twelve months. We currently do not have any arrangements for financing and we may not be able to obtain financing when required. Obtaining additional financing would be subject to a number of factors, including the market price of gold. These factors may make the timing, amount, terms or conditions of additional financing unavailable to us.

***If we are unable to maintain our interests in our Nevada mineral claims, then we will lose our interests in these mineral claims.***

We are required to make substantial payments in order to maintain our interests in certain of our Nevada mineral claims. Over the next twelve months, we must make payments totalling \$22,000 in lease and option payments in order to maintain our interests in our Hannah and La Bufa mineral properties. We anticipate that our joint venture partner for the JDS mineral property will make property payments on our behalf, however there is no assurance that our joint venture partners will not drop their interests in these properties with the result that we will have to make these payments. Our inability to make these payments due to a lack of financing or our determination not to make



these payments will result in our losing our interests in these claims. If we are not able to maintain our interests in our mineral claims, then we will not be able to carry out our plan of operations.

***Because we have only recently commenced preliminary exploration of our Nevada mineral claims, we face a high risk of business failure and this could result in a total loss of your investment.***

We have not begun the initial stages of exploration of our mineral claims, and thus have no way to evaluate the likelihood whether we will be able to operate our business successfully. To date, we have been involved primarily in organizational activities, acquiring interests in mineral claims and in conducting preliminary exploration of mineral claims. We have not earned any revenues and have not achieved profitability as of the date of this prospectus. Potential investors should be aware of the difficulties normally encountered by new mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration of the mineral properties that we plan to undertake. These potential problems include, but are not limited to, unanticipated problems relating to exploration and additional costs and expenses that may exceed current estimates. We have no history upon which to base any assumption as to the likelihood that our business will prove successful, and we can provide no assurance to investors that we will generate any operating revenues or ever achieve profitable operations. If we are unsuccessful in addressing these risks, our business will likely fail and you will lose your entire investment.

***Because we do not have any revenues, we expect to incur operating losses for the foreseeable future.***

We have never earned revenues and we have never been profitable. Prior to completing exploration on the mineral property, we anticipate that we will incur increased operating expenses without realizing any revenues. We therefore expect to incur significant losses into the foreseeable future. If we are unable to generate financing to continue the exploration of our mineral claims, we will fail and you will lose your entire investment.

***We have yet to attain profitable operations and because we will need additional financing to fund our exploration activities, our accountants believe there is substantial doubt about the company's ability to continue as a going concern.***

We have incurred a net loss of \$3,594,408 for the period from September 25, 2003 (inception) to June 30, 2007, and have no revenues to date. Our ability to continue the exploration of our mineral claims is dependent upon our ability to obtain financing. These factors raise substantial doubt that we will be able to continue as a going concern.

Our consolidated financial statements included with this prospectus have been prepared assuming that we will continue as a going concern. Our auditors have made reference to the substantial doubt as to our ability to continue as a going concern in their audit report on our audited financial statements for the year ended December 31, 2006. If we are not able to achieve revenues, then we may not be able to continue as a going concern and our financial condition and business prospects will be adversely affected.

***If our costs of exploration are greater than anticipated, then we will not be able to complete our planned exploration programs for our mineral claims without additional financing, of which there is no assurance that we would be able to obtain.***

We are proceeding with the initial stages of exploration on our mineral claims. We have prepared budgets for our exploration programs. However, there is no assurance that our actual costs will not exceed the budgeted costs. Factors that could cause actual costs to exceed budgeted costs include increased prices due to competition for personnel and supplies during the Nevada summer exploration season, unanticipated problems in completing the exploration programs and delays experienced in completing the exploration program. Increases in exploration costs could result in us not being able to carry out our exploration programs without additional financing. There is no assurance that we would be able to obtain additional financing in this event.

***Because of the speculative nature of exploration of mining properties, there is substantial risk that no commercially exploitable minerals will be found and our business will fail.***

We are in the initial stages of exploration of our mineral claims, and thus have no way to evaluate the likelihood that we will be successful in establishing commercially exploitable reserves of gold or other valuable minerals on our

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mineral claims. Potential investors should be aware of the difficulties normally encountered by new mineral exploration companies and the high rate of failure of such enterprises. The search for valuable minerals as a business is extremely risky. We may not find commercially exploitable reserves of gold or copper in any of our mineral claims. Exploration for minerals is a speculative venture necessarily involving substantial risk. The expenditures to be made by us on our exploration programs may not result in the discovery of commercial quantities of ore. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration of the mineral properties that we plan to undertake. Problems such as unusual or unexpected formations and other conditions are involved in mineral exploration and often result in unsuccessful exploration efforts. In such a case, we would be unable to complete our business plan.

***Because of the inherent dangers involved in mineral exploration, there is a risk that we may incur liability or damages as we conduct our business.***

The search for valuable minerals involves numerous hazards. In the course of carrying out exploration of our mineral claims, we may become subject to liability for such hazards, including pollution, cave-ins and other hazards against which we cannot insure or against which we may elect not to insure. We currently have no such insurance nor do we expect to get such insurance for the foreseeable future. If a hazard were to occur, the costs of rectifying the hazard may exceed our asset value and cause us to liquidate all of our assets, resulting in the loss of your entire investment.

***If we discover commercial reserves of precious metals on any of our mineral properties, we can provide no assurance that we will be able to successfully advance the mineral claims into commercial production.***

Our mineral properties do not contain any known bodies of ore. If our exploration programs are successful in establishing ore of commercial tonnage and grade on any of our mineral claims, we will require additional funds in order to advance the mineral claims into commercial production. In such an event, we may be unable to obtain any such funds, or to obtain such funds on terms that we consider economically feasible, and you may lose your entire investment.

***As we undertake exploration of our mineral claims, we will be subject to compliance with government regulation that may increase the anticipated time and cost of our exploration program.***

There are several governmental regulations that materially restrict the exploration of minerals. We will be subject to the mining laws and regulations as contained in the Nevada Statutes and Nevada Administrative Code as we carry out our exploration programs. We may be required to obtain work permits, post bonds and perform remediation work for any physical disturbance to the land in order to comply with these regulations. While our planned exploration program budgets for regulatory compliance, there is a risk that new regulations could increase our time and costs of doing business and prevent us from carrying out our exploration program.

***If we do not find a joint venture partner for the continued exploration of our mineral claims, we may not be able to advance the exploration work.***

We may try to enter into joint venture agreements with potential partners for the further exploration and possible production of our mineral claims, particularly where we believe drilling of a mineral claim is warranted. We would face competition from other junior mineral resource exploration companies if we attempt to enter into a joint venture agreement with a partner. The possible partner could have a limited ability to enter into joint venture agreements with junior exploration programs and will seek the junior exploration companies who have the properties that they deem to be the most attractive in terms of potential return and investment cost. In addition, if we entered into a joint venture agreement, we would likely assign a percentage of our interest in the mineral claims to the joint venture partner. If we are unable to enter into a joint venture agreement with a partner, we may not be able to complete certain exploration work on certain of our properties, including planned drilling.

**CONTINUATION PROPOSAL**

**Background to the Continuation proposal**

The Board of Directors of Lincoln Gold has determined that it is advisable for Lincoln Gold to continue from Nevada to Canada. Management has determined that a Continuation will be the most effective means of achieving

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the desired change of domicile. Nevada corporate law allows a corporation that is incorporated under Nevada law to convert into a foreign entity pursuant to a conversion approved by the stockholders of the Nevada corporation.

Under the proposed Continuation, if the stockholders approve the Continuation, then articles of conversion will be filed with the Secretary of State of Nevada. Articles of Continuance will also be filed with the Director of Business Corporations in Canada. Upon the filing and subsequent receipt of a Certificate of Continuance from the Director of Business Corporation in Canada, Lincoln Gold will be continued as a Canadian corporation and will be governed by the laws of Canada. The assets and liabilities of the Canadian corporation immediately after the Continuation will be identical to the assets and liabilities of the Nevada company immediately prior to the Continuation. The current officers and directors of the Nevada company will be the officers and directors of the Canadian corporation. The change of domicile will not result in any material change to the business of Lincoln Gold and will not have any effect on the relative equity or voting interests of our stockholders. Each previously outstanding share of Lincoln Gold common stock will become one share of the Canadian corporation. The change in domicile will, however, result in changes in the rights and obligations of current Lincoln Gold stockholders under applicable corporate laws. For an explanation of these differences see *Comparative Rights of Stockholders* on page - 23 - of this proxy statement/prospectus. In addition, the Continuation may have material tax consequences to stockholders which may or may not be adverse to any particular stockholders depending on the stockholder's particular circumstances. For a more detailed explanation of the tax consequences, see *Material United States Federal Tax Consequences* and *Material Canadian Income Tax Consequences* on pages - 16 - and - 21 -, respectively, of this proxy statement/prospectus.

Pursuant to NRS 92A.105, the board of directors of Lincoln Gold has adopted the Plan of Conversion, which will be voted upon by the shareholders of Lincoln Gold, the effect of which will be to change the domicile of Lincoln Gold from Nevada to Canada. Such resolution shall be submitted to the stockholders of Lincoln Gold at the special meeting. Due notice of the time, place and purpose of the meeting shall be mailed to each holder of stock, whether voting or non-voting, at the address of the stockholder as it appears on the records of the corporation, at least 10 days prior to the date of the meeting. At the meeting, the Plan of Conversion shall be considered and a vote taken for its adoption or rejection. If the holders of a majority of the outstanding shares of Lincoln Gold vote for the adoption of the Plan of Conversion, we will then file articles of conversion with the Secretary of State of Nevada. The current officers and directors of the Nevada company will be the officers and directors of the Canadian company. Upon the filing of the articles of conversion in accordance with the NRS 92A.205 and payment to the Nevada Secretary of State of all fees prescribed thereto, together with the compliance with all other requirements, the Continuation shall become effective in accordance with the NRS 92A.240. Upon receipt of the Articles of Continuance and payment of all applicable fees, the Director under the CBCA shall issue a Certificate of Continuance, and the Continuance shall be effective on the date shown in the Certificate of Continuance.

### **Reasons for the change in domicile**

We believe that the Continuance to Canada will more accurately reflect our operations, which have always been headquartered in and managed from Canada, and the principal market for our common stock which is in Canada. Our Board of Directors also believes that continuing Lincoln Gold to Canada more accurately reflects the nature of our business because it is the jurisdiction from which our business has always been financed. Furthermore, our executive offices, as well as the majority of our officers and directors, are located in Canada, and a majority of our issued and outstanding common stock is owned of record by non-United States residents. Finally, the Continuance will improve our ability to subsequently raise capital financing in that it will help facilitate a listing on the TSX-V and will enable us to issue securities with a four month hold period (for which we believe there is more demand than there is for securities we can presently issue, which have a minimum twelve month hold period).

### **Charter Documents following the Continuance**

Upon completion of the Continuance, our charter documents will be comprised of the Articles of Continuance and the Bylaws, in the forms attached hereto as Appendix C and D, respectively.



### **Increase to Authorized Capital in Connection with Continuance**

The Articles of Continuance of Lincoln Gold Canada will provide that the authorized capital of the Lincoln Gold Canada will be an unlimited number of common shares without par value. Lincoln Gold Nevada's articles of incorporation presently provide that our authorized capital is 100,000,000 shares of common stock.

### **Financial Statement Reporting**

Upon completion of the Continuation we will apply to become a reporting issuer under securities legislation in a number of Canadian provinces. As a Canadian reporting issuer, we will be subject to the securities laws of the Canadian provinces as those laws apply to Canadian reporting issuers. As a Canadian reporting issuer, we will be required to prepare our annual and interim consolidated financial statements in accordance with Canadian GAAP.

We presently prepare our consolidated financial statements in accordance with US GAAP in the United States. We file our audited annual financial statements with the SEC on Annual Reports on Form 10-KSB and our unaudited interim financial statements with the SEC on Quarterly Reports on Form 10-QSB. Upon completion of the Continuation, we anticipate that we will meet the definition of a foreign private issuer in the United States under the Exchange Act. As a reporting foreign private issuer, we anticipate that we will file a Form 20-F Annual Report each year with the SEC. The Form 20-F Annual Report will include financial statements prepared in accordance with Canadian GAAP with reconciliation to US GAAP. We will not be required to file interim quarterly reports on Form 10-QSB, however we will be required to file our interim financial statements and management discussion and analysis that we prepare as a reporting issuer under Canadian securities legislation with the SEC on SEC Form 6-K. The interim financial statements will be prepared in accordance with Canadian GAAP whereas our current Quarterly Reports on Form 10-QSB include interim financial statements prepared in accordance with US GAAP.

In addition, as a foreign private issuer, our directors, officers and 10% stockholders will not be subject to the insider reporting requirements of Section 16(b) of the Exchange Act and we will not be subject to the proxy rules of Section 14 of the Exchange Act. Furthermore, Regulation FD does not apply to non-United States companies and will not apply to Lincoln Gold upon the conversion.

### **Effective time of the Continuation**

The Continuation will become effective upon:

1. adoption of the Plan of Conversion and approval of the Continuation Special Resolutions by the stockholders of Lincoln Gold at the special meeting or any adjournment thereof;
2. the delivery of articles of conversion to the Nevada Secretary of State in accordance with NRS 92A.205; and
3. the issuance of a Certificate of Continuance by the Director of Business Corporations under the CBCA in accordance with Sections 187 and 262 of the CBCA.

We anticipate that the articles of conversion and Articles of Continuance will be filed promptly after the special meeting of Lincoln Gold stockholders.

### **Conditions to the consummation of the Continuation**

The Board of Directors of Lincoln Gold has adopted and approved the Continuation. Therefore, the only condition required for Lincoln Gold to adopt the Continuation and become continued into Canada is that the stockholders must duly approve the Continuation pursuant to the proposed Continuation Special Resolutions. The only material consent, approval or authorization of or filing with any governmental entity required to consummate the Continuation are the approval of the stockholders of Lincoln Gold in accordance with Nevada corporate law, the filing of the articles of

conversion with the Nevada Secretary of State and the filing of Articles of Continuance with the Director of Business Corporations under the CBCA.



### **Exchange of share certificates**

No exchange of certificates that, prior to the Continuation, represented shares of Lincoln Gold common stock is required with respect to the Continuation and the transactions contemplated by it. Promptly after the effective time of the Continuation, we shall mail to each record holder of certificates that immediately prior to the effective time of the Continuation represented shares of our common stock, a letter of transmittal and instructions for use in surrendering those certificates. Upon the surrender of each certificate formerly representing Lincoln Gold stock, together with a properly completed letter of transmittal, we shall issue in exchange a share certificate of Lincoln Gold, the Canadian company, and the stock certificate representing shares in the Nevada company shall be cancelled. Until so surrendered and exchanged, each Lincoln Gold stock certificate shall represent solely the right to receive shares in the new company.

### **Warrants and stock options**

As of the effective time of the Continuation, all warrants and options to purchase shares of Lincoln Gold common stock granted or issued prior to the effective time of the Continuation will remain warrants and options to purchase shares in Lincoln Gold as continued under the CBCA.

### **Recommendation of the Board of Directors**

THE BOARD OF DIRECTORS HAS UNANIMOUSLY APPROVED THE CONTINUATION DESCRIBED IN THIS PROXY/PROSPECTUS AND RECOMMENDS THAT STOCKHOLDERS APPROVE THE PLAN OF CONVERSION AND THE CONTINUATION.

In reaching its decision, the Board of Directors reviewed the fairness to Lincoln Gold and its stockholders of the proposed Continuation and considered, without assigning relative weights to, the following factors:

- the fact that the majority of Lincoln Gold's directors and executive officers and our current principal executive office are currently located in Canada, and always have been;
- the majority of Lincoln Gold's shareholders are resident in Canada;
- the belief that there will be minimal United States tax consequences of the proposed Continuation;
- the belief that the proposed Continuation will gain Lincoln Gold access to a larger capital market; and
- the fact that the stockholders have an opportunity to vote on the proposed Continuation.

Without relying on any single factor listed above more than any other factor, but rather based upon their consideration of all such factors taken as a whole, the Board of Directors have concluded that the Continuation proposal is fair to Lincoln Gold and its stockholders. ACCORDINGLY, THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE PROPOSED CONTINUATION SPECIAL RESOLUTIONS CONTAINED IN THIS PROXY/PROSPECTUS.

## **VOTING AND PROXY INFORMATION**

### **Special meeting**

A special meeting of the stockholders of Lincoln Gold Corporation will be held on , 2007, at a.m., at the offices of the Company located at Suite 350, 885 Dunsmuir Street, Vancouver, B.C., Canada, V6C 1N5 (or at any adjournments or postponements thereof) to consider and vote on a proposal to effect the proposed Continuation, which will have the effect of transferring the jurisdiction of incorporation of Lincoln Gold from the State of Nevada to Canada, and to vote on any other matters that may properly come before such meeting. The presence, in person or by proxy, of at least two stockholders holding not less than 1% of the outstanding shares of Lincoln Gold common stock will constitute a quorum. The vote of any stockholder who is represented at the special meeting by proxy will be cast as specified in

the proxy. If no vote is specified in a duly executed and delivered proxy, such vote will be cast for the proposal. Any stockholder of record who is present at the special meeting in person will be

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entitled to vote at the meeting regardless of whether the stockholder has previously granted a proxy for the special meeting.

THE BOARD OF DIRECTORS OF LINCOLN GOLD HAS APPROVED THE CONTINUANCE AND RECOMMENDS THAT STOCKHOLDERS VOTE IN FAVOR OF ITS APPROVAL.

### **Proxy solicitation**

The total cost of soliciting proxies will be borne by us. Proxies may be solicited by officers and regular employees of Lincoln Gold without extra remuneration, by personal interviews, telephone and by electronic means. We anticipate that banks, brokerage houses and other custodians, nominees and fiduciaries will forward soliciting material to stockholders and those persons will be reimbursed for the related out-of-pocket expenses they incur.

### **Record date**

Only those stockholders of record at the close of business on , 2007, as shown in Lincoln Gold's records, will be entitled to vote or to grant proxies to vote at the special meeting.

### **Vote required for approval**

Approval of Lincoln Gold's proposed Continuation Special Resolutions require the affirmative vote of the stockholders of Lincoln Gold holding the majority of the shares of Lincoln Gold common stock. Abstentions and broker non-votes will have the effect of votes against the Continuation. As of August 15, 2007, there were 47,141,666 shares of common stock issued and outstanding. The directors and executive officers of Lincoln Gold directly own, in the aggregate, 9,200,000 shares (approximately %) of the total number of shares of Lincoln Gold common stock outstanding at the record date. These persons have indicated that they will vote all of their shares for the approval of the Continuation Special Resolutions.

### **Proxies instruction**

Each Lincoln Gold stockholder as of , 2007, will receive a proxy card. A stockholder may grant a proxy to vote for or against, or to abstain from voting on, the Continuation Special Resolutions by marking his/her proxy card appropriately and executing it in the space provided.

Holders of our common stock whose names appear on the stock records of Lincoln Gold should return their proxy card to our transfer agent, **Pacific Stock Transfer Company, by fax at or by mail or by hand at** ], or at the address of the office of the Company at Suite 350, 885 Dunsmuir Street, Vancouver, B.C., Canada, V6C 1N5, at any time up to and including the last business day that precedes the day of the special meeting or, if the special meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the special meeting on the day of the special meeting or any reconvening thereof, or in any other manner provided by law, in the envelope provided with the proxy card. Stockholders who hold their common stock in the name of a bank, broker or other nominee should follow the instructions provided by their bank, broker or nominee on voting their shares.

TO BE EFFECTIVE, A PROXY CARD MUST BE RECEIVED PRIOR TO THE SPECIAL MEETING. ANY PROPERLY EXECUTED PROXY WILL BE VOTED IN ACCORDANCE WITH THE SPECIFICATION INDICATED ON THE PROXY CARD. A PROPERLY EXECUTED AND RETURNED PROXY CARD IN WHICH NO SPECIFICATION IS MADE WILL BE VOTED FOR THE CONTINUATION SPECIAL RESOLUTIONS.

There will be no other matters presented at the special meeting.

**Proxy revocation**

Holders of Lincoln Gold common stock whose names appear on the stock records of Lincoln Gold may revoke their proxy card at any time prior to its exercise by:

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- giving written notice of such revocation to the Secretary of Lincoln Gold;
- appearing and voting in person at the special meeting; or
- properly completing and executing a later-dated proxy and delivering it to the Secretary at or before the

special meeting.

Presence without voting at the special meeting will not automatically revoke a proxy, and any revocation during the meeting will not affect votes previously taken. Lincoln Gold stockholders who hold their Lincoln Gold common stock in the name of a bank, broker or other nominee should follow the instructions provided by their bank, broker or nominee in revoking their previously voted shares.

### **Proxy validity**

All questions as to the validity, form, eligibility (including time of receipt), and acceptance of proxy cards will be determined by the Lincoln Gold Board of Directors. Any such determination will be final and binding. The Lincoln Gold Board of Directors will have the right to waive any irregularities or conditions as to the manner of voting. Lincoln Gold may accept proxies by any reasonable form of communication so long as Lincoln Gold can be reasonably assured that the communication is authorized by the Lincoln Gold stockholder.

## **DISSENTERS RIGHTS**

Under Section 92A.120 of the Nevada Revised Statutes, the approval of the board of directors of a company and the affirmative vote of the holders of at least a majority-in-interest of its outstanding shares are required to approve and adopt a plan of conversion. Our board of directors has approved and adopted our Plan of Conversion by unanimous written consent, and we expect our shareholders to approve the conversion after the effectiveness of the registration statements of which this information statement/prospectus is a part. If the conversion is completed, eligible holders of Lincoln Gold Nevada common stock that follow the procedures summarized below will be entitled to dissenters rights under Sections 92A.300 to 92A.500 of the Nevada Revised Statutes.

**The following is a discussion of the material provisions of the law pertaining to dissenters rights under the Nevada Revised Statutes as set forth in Sections 92A.300 to 92A.500 of the Nevada Revised Statutes, a copy of which is attached hereto as Appendix E. You should read Appendix E in its entirety. A person having a beneficial interest in shares of our common stock held of record in the name of another person, such as a broker or nominee, must act promptly to cause the record holder to follow the steps summarized below properly and in a timely manner to perfect their dissenters rights. Failure to properly demand and perfect dissenters rights in accordance with Sections 92A.300 to 92A.500 of the Nevada Revised Statutes will result in the loss of dissenters rights.**

Eligible Lincoln Gold Nevada shareholders who wish to assert dissenters rights must not consent to or approve the conversion proposal and must follow the steps set forth in the dissenters notice described below.

When the conversion/continuance is authorized by the shareholders, Lincoln Gold Nevada will send a written dissenters notice to all eligible shareholders who provided timely notice of their intent to demand payment for their shares and who did not consent to the conversion/continuance, within 10 days after effectuation of the conversion/continuance. The notice will:

state where the demand for payment must be sent and where and when certificates for Lincoln Gold Nevada shares are to be deposited;

inform the holders of shares not represented by certificates to what extent the transfer of shares will be restricted after the demand for payment is received;

supply a form for demanding payment;

set a date by which we must receive the demand for payment, which may not be less than 30 or more than 60 days after the date the notice is delivered; and

be accompanied by a copy of Sections 92A.300 through 92A.500 of the NRS;

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An eligible shareholder to whom a dissenter's notice is sent must, by the date set forth in the dissenter's notice:

demand payment;

certify whether he or she acquired beneficial ownership of the shares before the date required to be set forth in the dissenter's notice for this certification; and

deposit his or her certificates in accordance with the terms of the dissenter's notice.

Eligible shareholders who do not demand payment or deposit their certificates where required, each by the date set forth in the dissenter's notice, will not be entitled to demand payment for their shares under Nevada law governing dissenter's rights.

Within 30 days after receipt of a valid demand for payment, we will pay each dissenter who complied with the procedures described by the Nevada dissenter's rights statute the amount we estimate to be the fair value of the shares, plus accrued interest. The payment will be accompanied by:

our balance sheet as of the end of a fiscal year ending not more than 16 months before the date of payment, a statement of income for that fiscal year, a statement of changes in shareholders' equity for that fiscal year and the latest available interim financial statements, if any;  
a statement of our estimate of the fair value of the shares;

an explanation of how the interest was calculated;

a statement of dissenter's rights to demand payment under Section 92A.480 of the NRS; and

a copy of Sections 92A.300 through 92A.500 of the NRS.

An eligible dissenter may notify us in writing of the dissenter's own estimate of the fair value of the shares and interest due, and demand payment based upon his or her estimate, less our estimated fair value payment, or reject the offer for payment made by us and demand payment of the fair value of the dissenter's shares and interest due if the dissenter believes that the amount paid or offered is less than the fair value of the dissenter's shares or that the interest due is incorrectly calculated. A dissenter waives his right to demand such payment unless the dissenter notifies us of his demand in writing within 30 days after we made or offered payment for the dissenter's shares.

If a demand for payment remains unsettled, we will commence a proceeding within 60 days after receiving the demand for payment and petition the court to determine the fair value of the shares of Lincoln Gold Nevada common stock and accrued interest. If we do not commence the proceeding within the 60-day period, we will be required to pay each dissenter whose demand remains unsettled the amount demanded.

Each dissenter who is made a party to the proceeding is entitled to a judgment:

for the amount, if any, by which the court finds the fair value of the dissenter's shares, plus interest, exceeds the amount paid by us; or

for the fair value, plus accrued interest, of the dissenter's after-acquired shares for which we elected to withhold payment pursuant to Nevada law.

Under Nevada law, the fair value of shares of Lincoln Gold Nevada common stock means the value of the shares immediately before the consummation of the conversion, excluding any increase or decrease in value in anticipation of the conversion unless excluding such increase or decrease is inequitable. The value determined by the court for the Lincoln Gold Nevada common stock could be more than, less than, or the same as the conversion consideration, but the form of consideration payable as a result of the dissent proceeding would be cash.

The court will determine all of the costs of the proceeding, including the reasonable compensation and expenses of any appraisers appointed by the court. The court will assess the costs against us, except that the court may assess costs against all or some of the dissenters, in the amounts the court finds equitable, to the extent that the court finds



the dissenters acted arbitrarily, vexatiously or not in good faith in demanding payment. The court may also assess the fees and expenses of the counsel and experts for the respective parties, in amounts the court finds equitable:

against us in favor of all dissenters if the court finds we did not substantially comply with the Nevada dissenters rights statute; or

against either us or a dissenter in favor of any other party, if the court finds that the party against whom the fees and expenses are assessed acted arbitrarily, vexatiously or not in good faith with respect to the dissenters rights provided under the Nevada dissenters rights statute.

If the court finds that the services of counsel for any dissenter were of substantial benefit to other dissenters similarly situated, and that the fees for those services should not be assessed against us, the court may award to those counsel reasonable fees to be paid out of the amounts awarded to the dissenters who were benefited.

If a proceeding is commenced because we did not pay each dissenter who complied with the procedures described by the Nevada dissenters rights statute the amount we estimated to be the fair value of the shares, plus accrued interest, within 30 days after receipt of a valid demand for payment, the court may assess costs against us, except that the court may assess costs against all or some of the dissenters who are parties to the proceeding, in amounts the court finds equitable, to the extent the court finds that such parties did not act in good faith in instituting the proceeding. The assessment of costs and fees, if any, may also be affected by Nevada law governing offers of judgment.

The foregoing summary of the material rights of eligible dissenting shareholders does not purport to be a complete statement of such rights and the procedures to be followed by shareholders desiring to exercise any available dissenters rights. The preservation and exercise of dissenters rights require strict adherence to the applicable provisions of Nevada law.

#### **MATERIAL UNITED STATES FEDERAL TAX CONSEQUENCES**

The following section summarizes the material United States federal income tax consequences of the Continuance to Lincoln Gold to the U.S. holders (as defined below) of Lincoln Gold. It does not purport to discuss all of the United States consequences that may be relevant to stockholders, nor will it apply to the same extent or in the same way to all stockholders. The summary does not describe the effect of the U.S. federal estate tax laws or the effects of any state or local tax law, rule or regulation, nor is any information provided as to the effect of any other United States or foreign tax law, other than the federal income tax laws of the United States to the extent specifically set forth herein. Moran & Ozbirn, P.C., special United States tax counsel to Lincoln Gold, has approved the Material United States Federal Tax Consequences section set forth herein. Notwithstanding that it has been approved by U.S. tax counsel, this discussion and any conclusions contained therein neither bind the IRS or the courts nor preclude the IRS nor a court from adopting a contrary position. In addition, no assurance can be given that new or future legislation, regulations or interpretations will not significantly change the tax considerations described below, and any such change may apply retroactively. The tax discussion set forth below is based upon the facts set out in this proxy statement/prospectus and upon additional information possessed by the management of Lincoln Gold and upon representations of the management of Lincoln Gold.

The tax discussion is included for general information purposes only. It is not intended to be, nor should it be construed to be, legal or tax advice to any particular stockholder and does not address all aspects of taxation that may be relevant to individual circumstances and tax situation of any particular shareholder.

You are strongly advised and are expected to consult with your own legal and tax advisors regarding the United States income tax consequences of the Continuance in light of your particular circumstances.

This discussion applies to Lincoln Gold and to stockholders who are U.S. holders that own common shares of Lincoln Gold. U.S. holders include individual citizens or residents of the United States, corporations (or entities treated as

corporations for U.S. federal income tax purposes) organized under the laws of the United States or any State thereof or the District of Columbia, U.S. trusts and U.S. estates. U.S. trusts are trusts that are subject to U.S. federal income taxation regardless of source of income and generally include trusts that are subject to the primary supervision of a U.S. court and that are under the control of one or more U.S. persons with respect to substantial trust decisions. A U.S. estate is an estate that is subject to U.S. federal income taxation regardless of the source of

the income. U.S. holders who own interests indirectly through partnerships or through one or more non-U.S. entities or carry on business outside the United States through a permanent establishment or fixed place of business, or U.S. holders who hold an interest other than as a common shareholder, should consult with their tax advisors regarding their particular tax consequences.

This discussion is based on the Internal Revenue Code of 1986, as amended (the Code), adopted and proposed regulations thereunder, Internal Revenue Service (IRS) rulings and pronouncements, and judicial decisions, all of which are subject to change, perhaps with retroactive effect. Any such change could alter the tax consequences discussed below. No ruling from the IRS will be requested concerning the U.S. federal income tax consequences of the Continuance. This discussion does not address all aspects of U.S. federal income taxation that may be relevant to particular U.S. holders in light of their personal circumstances or to U.S. holders subject to special treatment under the U.S. Code, including, without limitation, banks, financial institutions, insurance companies, tax-exempt organizations, broker-dealers, S corporations, individual retirement and other deferred accounts, application of the alternative minimum tax rules, holders who received our stock as compensation, persons who hold notes or stock as part of a hedge, conversion, or constructive sale transaction, straddle, or other risk-reduction transaction, persons that have a functional currency other than the U.S. dollar, and persons subject to taxation as expatriates. This summary does not address the material U.S. federal income tax consequences to a U.S. holder of the ownership, exercise, or disposition of any warrants or compensatory options.

### **U.S. tax consequences to Lincoln Gold**

The Continuance of Lincoln Gold from Nevada to Canada is for corporate purposes a migration of Lincoln Gold from Nevada to Canada. The United States Congress considered transactions whereby U.S. corporations migrate to a foreign jurisdiction to be a potential abuse of the U.S. tax rules because thereafter the foreign entity is not subject to U.S. tax on its worldwide income. As a result, Section 7874(b) of the Code was enacted in 2004 to address this potential abuse. Section 7874(b) of the Code provides generally that a corporation that migrates from the United States will nonetheless remain subject to U.S. tax on its worldwide income unless the migrating entity has substantial business activities in the foreign country in which it is migrating when compared to its total business activities.

The term substantial business activities is defined in Treasury Regulation Section 1.7874-2T. The regulations state that the determination as to whether a corporation has substantial business activities in a particular country is to be made based on all the facts and circumstances, but thereafter lists certain factors that are considered in determining whether a company has substantial business activities in a country in question. Relevant factors include (1) historical presence in the country in question, (2) operations (including sales) in the country in question, (3) the presence of management and performance of management services in the country in question, (4) ownership by investors in the country in question, and (5) whether the existence of business activities in the country in question are material to the achievement of the company's overall business objectives.

Section 7874(b) of the Code will apply to the Lincoln Gold migration unless Lincoln Gold Canada has substantial business activities in Canada when compared to its total business activities. All but one of Lincoln Gold's employees, its only permanent office and all of its administrative functions are located in Canada. Lincoln Gold's only business activity relates to four early stage mining prospects, one in Mexico and three in the United States. Lincoln Gold has only one employee in the United States. Most of Lincoln Gold's shareholders reside in Canada, and historically most of its funds have been raised in Canada. Additionally, because it will be easier to raise additional funds as a Canadian entity (as a result of the shorter hold period and possible TSX-V listing), the Continuance is material to the achievement of Lincoln Gold's overall business objectives.

Lincoln Gold intends to take the position that it has substantial business activity in Canada in relation to its worldwide activities and that Section 7874(b) of the Code does not apply to cause Lincoln Gold, after the migration, to be subject to U.S. income tax on its worldwide income. Because of the inherently factual nature of the inquiry, U.S. tax counsel expresses no view on whether Lincoln Gold has substantial business activities in Canada in relation to its worldwide

business activities and whether Section 7874(b) of the Code will apply to the Continuation.

If Lincoln Gold does not have substantial business activities in Canada, and if Section 7874(b) of the Code were to apply to the migration of Lincoln Gold from Nevada to Canada, it would cause Lincoln Gold Canada to be subject to United States federal income taxation on its worldwide income. The position adopted by Lincoln Gold may be challenged by the U.S. tax authorities with the result that Lincoln Gold may remain subject to U.S. federal income tax on its worldwide income even after the Continuance. In addition to U.S. income taxes, were Section 7874(b) of

the Code to apply to Lincoln Gold, Lincoln Gold could be subject to penalties for failure to file U.S. tax returns, late fees and interest on past due taxes. The remainder of this discussion assumes that Section 7874(b) of the Code does not apply to Lincoln Gold.

The Continuance of Lincoln Gold from Nevada to Canada is, for U.S. federal income tax purposes, treated as the transfer of the assets of Lincoln Gold to a Canadian company in exchange for stock of the Canadian company, followed by a distribution of the stock in the Canadian company to the stockholders of Lincoln Gold, and then the exchange by Lincoln Gold Nevada's stockholders of their Lincoln Gold Nevada stock for Lincoln Gold Canada stock. Lincoln Gold must recognize a gain on the assets held by it at the time of the Continuance to the extent that the fair market value of any assets exceeds its respective basis. The calculation of any potential gain is made separately for each asset held by Lincoln Gold Nevada. No loss will be allowed for any asset that has a taxable basis in excess of its fair market value. Management of Lincoln Gold does not believe the fair market value of any of its assets exceeds their tax basis. Therefore, management is of the view that no gain should be recognized by Lincoln Gold as a result of the Continuance.

The valuation of Lincoln Gold's assets may be challenged by the IRS. Should the IRS disagree with the valuation of Lincoln Gold's assets, they could reassess the deemed proceeds on the Continuance to a higher amount. It is possible on any such reassessment that the tax liability to Lincoln Gold could be significant and Lincoln Gold may not have the available cash at that time to settle the liability owing. Should Lincoln Gold be unable to settle any such liability, Lincoln Gold may have to cease operations in which case the stockholders of Lincoln Gold would likely lose their investment in Lincoln Gold. Management believes that its determination of the fair market value of its assets and liabilities and the methodology, estimates and assumptions used in reaching such determination are reasonable and the most appropriate in these circumstances.

#### **U.S. tax consequences to U.S. and Canadian shareholders**

The Continuance will be treated by shareholders as the exchange by shareholders of stock in a Nevada company for stock of the Canadian company. The shareholders will not be required to recognize any U.S. gain or loss on this transaction. A shareholder's adjusted basis in the shares of Lincoln Gold Canada received in the exchange will be equal to such shareholder's adjusted basis in the shares of Lincoln Gold Nevada surrendered in the exchange. A shareholder's holding period in the shares of Lincoln Gold Canada received in the exchange should include the period of time during which such shareholder held his or her shares in Lincoln Gold Nevada. Because the Continuation qualifies as an F reorganization under the Code, there are no U.S. tax consequences to any of the current stockholders of our company. The rule applies whether or not the stockholders are residents or citizens of the U.S. or of a country other than the U.S.

#### **Passive Foreign Investment Company considerations**

After the Continuance, Lincoln Gold Canada and every U.S. shareholder of Lincoln Gold Canada will need to annually evaluate whether Lincoln Gold Canada is a Passive Foreign Investment Company ( PFIC ) under IRC Sections 1291 - 1298. If, at any time after the Continuance, Lincoln Gold Canada were considered a PFIC, Lincoln Gold and all U.S. shareholders of Lincoln Gold Canada would need to consider various potential reporting requirements, tax elections and tax liabilities imposed under the PFIC rules. In such situation, the company and all U.S. shareholders should consult with their tax advisors regarding their particular tax consequences. If Lincoln Gold Canada generates revenues in any tax year that are at least 75% passive income (dividends, interest, royalties, rents, annuities, foreign currency gains, and gains from the sale of assets generating passive income), Lincoln Gold Canada will be considered a PFIC for that year and for all future years. In addition, if 50% or more of the gross average value of Lincoln Gold Canada's assets in any tax year consist of assets that would produce passive income (including cash and cash equivalents held as working capital), Lincoln Gold Canada will be considered a PFIC for that year and for all future years.

**Post-Continuance sale of Lincoln Gold Canada shares**

A U.S. shareholder who sells his or her shares of Lincoln Gold Canada will generally recognize a long term capital gain (or loss) equal to the amount by which the cash received pursuant to sale of the shares exceeds (or is exceeded by) such holder's adjusted basis in the shares surrendered. If the U.S. shareholder's holding period for the Lincoln Gold Canada shares (which includes the holding period for the Lincoln Gold Nevada shares) is less than one year, the U.S. shareholder will recognize a short term capital gain (or loss) on the sale of his or her shares. Individuals are subject to a lower rate of federal income tax (currently 15%) on long term capital gains, while short term capital

gains are subject to the same tax rate as is ordinary income. There are limitations on the ability of taxpayers to utilize both long term and short term capital losses.

### **Post-Continuance dividends on Lincoln Gold Canada shares**

Any dividends received by U.S. shareholders of Lincoln Gold Canada will, assuming Lincoln Gold is not a passive foreign investment company, be qualified dividends. Individual shareholders are currently subject to United States federal income tax on qualified dividends at a 15% rate. Any Canadian tax withheld by Canada Customs & Revenue Agency on such dividends will be available as a foreign tax credit to the U.S. shareholders. The amount of the Canadian taxes that can be used as a foreign tax credit will depend on the particular tax situation of each U.S. shareholder. Each U.S. shareholder should consult with a tax advisor regarding the calculation of any available foreign tax credit available in his or her particular tax consequences.

### **MATERIAL CANADIAN INCOME TAX CONSEQUENCES**

In the opinion of Lang Michener LLP, Canadian tax counsel to Lincoln Gold, the following fairly summarizes the principal Canadian federal income tax consequences under the *Income Tax Act* (Canada) (the Canadian Act ) applicable to Lincoln Gold and its shareholders of the Continuation, and thereafter of holding and disposing of common shares in the capital of Lincoln Gold.

Comment is restricted to shareholders (each in this summary a Holder ) of Lincoln Gold each of whom is an individual (other than a trust) or corporation who or which, at all material times for the purposes of the Canadian Act, holds all common shares in the capital of Lincoln Gold solely as capital property, acts at arm's length with Lincoln Gold, and is not, a financial institution to which the mark to market rules apply, a specified financial institution , nor a shareholder in respect of whom Lincoln Gold is a foreign affiliate under the Canadian Act. Comment is further restricted, in the case of any Holder who is not resident in Canada for Canadian income tax purposes (in this commentary, a Non-resident Holder ), to Non-resident Holders whose common shares in the capital of Lincoln Gold are not used in or in the course of carrying on a business in Canada, and will not constitute taxable Canadian property at any particular time after the Continuation. In general, a Lincoln Gold common share held by a Non-resident Holder will not constitute taxable Canadian property at any particular time after the Continuation provided that neither the Non-resident Holder, nor any one or more persons with whom the Nonresident Holder does not deal at arm's length, alone or in any combination held or had a right to acquire 25% or more of the issued shares of any class in the capital stock of Lincoln Gold at any time in the five years immediately preceding the particular time.

This summary assumes that Lincoln Gold will not, at the time of the Continuation, own shares of a corporation that is resident in Canada for the purposes of the Canadian Act or any property that is taxable Canadian property for such purposes, and will not elect pursuant to §128.1(2)(b)(i) to increase the paid-up capital of shares in its capital in respect of the Continuation.

Comment is based on the current provisions of the Canadian Act and regulations, all amendments thereto publicly proposed by the Minister of Finance of Canada to the date hereof, and counsel's understanding of the published administrative practices of the Canada Revenue Agency (CRA). Unless otherwise expressly stated, it is assumed that all such amendments will be enacted substantially as currently proposed, and that there will be no other material change to any relevant law or administrative practice, although no assurances can be given in these respects. Except to the extent otherwise expressly provided, this summary does not take into account any provincial, territorial or foreign tax law, nor any bilateral income tax treaty to which Canada is a party.

This summary is of a general nature only and is not, and is not to be construed as, Canadian income tax advice to any particular Holder. Each Holder is urged to obtain independent advice as to the legal and Canadian income tax implications of the Continuation, and thereafter of holding and disposing of common shares in the capital of Lincoln Gold, applicable to the Holder's particular circumstances.





## **The Continuation**

### ***Lincoln Gold***

Lincoln Gold's taxation year for Canadian tax purposes will be deemed to have ended immediately before the Continuation. It will be required to fix a new taxation year end for Canadian income tax purposes.

Lincoln Gold will also be deemed to have disposed of all its assets immediately before the Continuation for proceeds of disposition, and immediately thereafter to have acquired them at a cost, equal to their fair market value at that time. Lincoln Gold should not thereby incur any liability for Canadian income tax.

Lincoln Gold will become a resident of Canada for the purposes of the Canadian Act as a result of the Continuation, and consequently thereafter will be liable for Canadian income tax on its world-wide taxable income, if any, computed in accordance with the Canadian Act, subject only to such relief, if any, to which it may be entitled under any Canadian bilateral income tax treaty that may apply to it.

### ***Resident Holders and Non-resident Holders***

The Continuation should not give rise to any liability for Canadian income tax to any Holder, regardless of the Holder's fiscal residence.

## **Disposing of common shares**

### ***Canadian Resident Holders***

The normal rules for the taxation of capital gains and losses applicable before the Continuation to Holders who are resident in Canada for the purposes of the Canadian Act (each a Resident Holder) will continue to apply to Resident Holders in respect of a disposition of common shares in the capital of Lincoln Gold after the Continuation.

In summary, these rules will provide that a Resident Holder who disposes of such a common share after the Continuation will realize a capital gain (capital loss) equal to the amount by which the proceeds received by the Resident Holder on the disposition exceed (are exceeded by) the adjusted cost base of the common share to the Resident Holder.

The Resident Holder will be required to include one half of any such capital gain (taxable capital gain) in income to be taxed at normal rates.

The Resident Holder may deduct one half of any such capital loss (allowable capital loss) from taxable capital gains realized in the taxation year of the Resident Holder in which the disposition occurs and, to the extent not so deductible, from taxable capital gains realized in any of the three preceding taxation years or any subsequent taxation year.

The Resident Holder, if a Canadian-controlled private corporation as defined for the purposes of the Canadian Act, will be required to include any taxable capital gain so arising in its aggregate investment income and pay an additional refundable tax equal to 6 2/3% of its aggregate investment income, and will be entitled to a refund of such additional tax at the rate of CDN\$1 of refund for every CDN\$3 of taxable dividends that it subsequently pays.

### ***Non-resident Holders***

A Non-resident Holder who disposes of a common share in the capital of Lincoln Gold after the Continuation will be subject to the normal rules for the taxation of capital gains and losses applicable after the Continuation to Resident

Holders as discussed above if, at the time of disposition, the common share is not listed on a Canadian or foreign prescribed stock exchange as defined in the Canadian Act, unless the Non-resident Holder is relieved from such liability by an applicable tax treaty. The OTC Bulletin Board is not such a prescribed stock exchange. The disposition will be subject to capital gains tax unless exempted by an applicable tax treaty.

Generally, a Non-resident Holder who is a US resident for the purposes of the Canada U.S. Income Tax Convention, 1980, as amended (the Treaty ) will not incur any tax liability provided that at the time of disposition

not more than 50% of the value of the common shares in the capital of Lincoln Gold derives from real property situated in Canada as defined for the purposes of the Treaty (which includes among other things, any right to explore for or exploit mineral deposits and sources in Canada and other natural resources in Canada, or any right to an amount computed by reference to the production, including profit, from, or to the value of production from, mineral deposits and sources in Canada and other natural resources in Canada).

A Non-resident Holder who disposes of common shares in the capital of Lincoln Gold after the Continuation will not incur any liability for Canadian income tax in respect of any taxable capital gain so arising, nor be permitted to deduct any allowable capital loss so arising from taxable capital gains (if any) of the Non-resident Holder otherwise subject to Canadian federal income tax if at the time of disposition such common shares are listed on a Canadian or foreign prescribed stock exchange, including the TSX-V.

The Non-resident Holder will also be required to obtain a tax clearance certificate from CRA in respect of the disposition unless at the time of disposition the common shares in the capital of Lincoln Gold are listed on a Canadian or foreign prescribed stock exchange.

Any Non-resident Holder who is contemplating disposing of common shares in the capital of Lincoln Gold after the Continuation should obtain Canadian tax advice as to whether the Non-resident Holder will be subject to Canadian income tax, or be required to obtain a tax clearance certificate from CRA, in respect of the disposition.

### **Dividends on common shares**

#### ***Canadian Resident Holders***

A Resident Holder who is an individual will be required to include the amount of any dividend actually or deemed to have been received after the Continuation on a common share in the capital of Lincoln Gold in income, subject to the usual dividend gross-up and dividend tax credit rules applicable to dividends paid by a taxable Canadian corporation.

A Resident Holder that is a corporation will be required to include the amount of any dividend actually or deemed to have been received by it after the Continuation on a common share in the capital of Lincoln Gold in income, but generally will be entitled to deduct an equivalent amount in computing its taxable income. The corporation, if it is a private corporation as defined for the purposes of the Canadian Act, or a corporation controlled by or for the benefit of an individual or any related group of individuals, may be liable for a further 33 1/3% refundable tax (Part IV Tax) on any such dividend to the extent that the dividend was deductible in computing its taxable income, and will be entitled to a refund on such Part IV Tax at the rate of CDN\$1 of refund for every CDN\$3 of taxable dividends that it subsequently pays.

#### ***Non-resident Holders***

Each Non-resident Holder will be required to pay Canadian withholding tax on the amount of any dividend, including any stock dividend, paid or credited or deemed to be paid or credited by Lincoln Gold after the Continuation to the Non-resident Holder on a common share. The rate of withholding tax is 25% of the gross amount of the dividend, or such lesser rate as may be available under an applicable income tax treaty. The rate of withholding tax under the Treaty applicable to a dividend paid to a Non-resident Holder who is a resident of the United States for the purposes of the Treaty is 5% if the Non-resident Holder is a company that owns at least 10% of the voting stock of Lincoln Gold, and 15% in any other case, of the gross amount of the dividend. Lincoln Gold will be required to withhold any such tax from the dividend, and remit the tax directly to CRA for the account of the Non-resident Holder.

## **COMPARATIVE RIGHTS OF STOCKHOLDERS**

After the Continuation, the stockholders of the former Nevada corporation will become the holders of shares in the capital of a Canadian company organized under the Canada Business Corporations Act ( CBCA ). Differences between the Nevada Revised Statutes and the CBCA, will result in various changes in the rights of stockholders of Lincoln Gold. The following is a summary description of the more significant differences. This summary description is qualified by reference to the Nevada Revised Statutes and the CBCA.

<b>Subject Matter</b>	<b>Nevada</b>	<b>Canada</b>
Inspection of Books and Records	Under Nevada law, any person who has been a stockholder of record of a corporation for at least six months immediately preceding his demand, or any person holding, or thereunto authorized in writing by the holders of, at least five percent of all of its outstanding shares, upon at least five days written demand is entitled to inspect in person or by agent or attorney, during usual business hours, a corporations records and make copies therefrom.	Similarly, under Canadian law, there is no specific statutory provision regarding a stockholder's right to inspect the books and records of the company. Where a corporation has previously distributed its shares to the public, shareholders and creditors of a corporation may, on payment of a reasonable fee, require a corporation to furnish a list setting out the names and addresses of the stockholders of a corporation and the number of shares held by each stockholder. In order to obtain such a list, an affidavit must also be provided confirming that the list will only be used in connection with an effort to influence voting of the stockholders, an offer to acquire securities of the corporation or any other matter relating to the affairs of the corporation.
Qualification of Directors	A director must be a natural person who is at least 18 years of age. A company must have at least one director. Unless otherwise provided in the articles of incorporation of the company, directors need not be stockholders.	A director must be a natural person who is at least 18 years of age. Directors must not have the status of bankrupt, and must not have been found to be of unsound mind by a court in Canada or elsewhere. All Canada Business Act Corporation corporations must have at least one director, and distributing corporations must have at least three directors, at least two of which must not be officers or employees of the corporation or its affiliates. Lincoln Gold is a distributing corporation because it has filed a registration statement in a jurisdiction other than Canada. There are no other actions which must be taken by us in order to remain in compliance with the CBCA.
Amendments to the Articles	In order to amend the articles of incorporation of a company, the board of directors must adopt a resolution setting forth the proposed amendment and call a meeting of the stockholders to vote on the amendment or direct that the proposed amendment be considered at the next annual meeting of the stockholders entitled to vote on the amendment. If it appears upon the canvassing of the votes that stockholders holding shares entitling them to exercise at least a majority of the voting power, or such	In order to amend its articles, the shareholders of a CBCA corporation must pass a special resolution approving the amendment. A special resolution must be approved by two thirds of the votes cast on the resolution. The holders of a class or series of shares are entitled to vote as a separately as a class on any proposed amendment which would increase or decrease any maximum number of authorized shares of that class, or increase any maximum number of authorized shares

greater proportion of the voting power as may be required in the case of a vote by classes, or as may be required by the provisions of the articles

of a class having rights or privileges equal or superior to those of such class or series; effect an exchange, reclassification or cancellation

Subject Matter	Nevada	Canada
	<p>of incorporation, have voted in favour of the amendment. The certificate setting forth the amendment and the vote by which the amendment was adopted must be signed by an officer of the company and filed with the secretary of state. If any proposed amendment would adversely alter or change any preference or any other right given to any class of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class adversely affected by the amendment.</p>	<p>of all or part of the shares of that class; add, change or remove the rights, privileges, restrictions or conditions attached to the shares of that class; increased the rights or privileges of any class of shares having rights or privileges equal or superior to the shares of that class; create a new class of shares equal or superior to the shares of that class; make any class of shares having rights or privileges inferior to the shares of that class equal or superior to the shares of that class; effect an exchange or create a right of exchange of all or part of the shares of another class into the shares of that class; or constrain the issue, transfer or ownership of the shares of that class, or change or remove any such constraint. The right of holders of a class of shares which would be affected in such a manner to vote separately as a class will apply whether or not that class of shares is otherwise entitled to vote. If authorized by the shareholders in the special resolution amending the articles, the directors may revoke the resolution before it is acted on without further approval of the shareholders. If the directors do not revoke the resolution, the articles of amendment must be filed with the Director under the CBCA, and the Director will then issue a certificate of amendment.</p>
Election and Removal of Directors	<p>Directors are elected at the annual meeting of the stockholders by a plurality of the votes cast at the election and any director, or the entire Board, may be removed with or without cause, but only by the vote of not less than two thirds of the issued and outstanding stock entitled to vote at a meeting called for that purpose. The directors may fill vacancies on the board unless the bylaws provide otherwise.</p>	<p>Shareholders of a corporation shall, by ordinary resolution at each annual meeting at which an election of directors is required, elect directors to hold office. The shareholders of a corporation may by ordinary resolution at a special meeting remove any director or directors from office and may fill such vacancy at the meeting in which the director was removed. If not so filled, a quorum of directors may fill a vacancy among the directors.</p>
Inspection of Stockholders List	<p>Under Nevada law, any stockholder of record of a corporation who has held his shares for more than six months and stockholders holding at least 5% of all of its outstanding shares, is entitled to inspect,</p>	<p>Under Canadian law, where a corporation has previously distributed its shares to the public, shareholders and creditors of a corporation may, on payment of a reasonable fee require a corporation to furnish a list</p>

during normal business hours, the company s stock ledger and make extracts therefrom. It also provides that a Nevada company may condition such inspection right upon delivery of a written	setting out the names and addresses of the stockholders of a corporation and the number of shares held by each stockholder. In order to obtain such a
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Subject Matter	Nevada	Canada
	affidavit stating that inspection is not desired for any purpose not related to the stockholder's interest in the company.	list, an affidavit must also be provided confirming that the list will only be used in connection with an effort to influence voting of the stockholders, an offer to acquire securities of the corporation or any other matter relating to the affairs of the corporation.
Transactions with Officers and Directors	Under Nevada law, contracts or transactions in which a director or officer is financially interested are not automatically void or voidable if (i) the fact of the common directorship, office or financial interest is known to the board of directors or committee, and the board or committee authorizes, approves or ratifies the contract or transactions in good faith by a vote sufficient for the purpose, without counting the vote or votes of the common or interested director or directors, or (ii) the contract or transaction, in good faith, is ratified or approved by the holders of a majority of the voting power, (iii) the fact of common directorship, office or financial interest known to the director or officer at the time of the transactions is brought before the board of directors for actions, or (iv) the contract or transaction is fair to the corporation at the time it is authorized or approved. Common or interested directors may be counted to determine presence of a quorum and if the votes of the common or interested directors are not counted at the meeting, then a majority of directors may authorize, approve or ratify a contract or transaction.	Under Canadian law, a material contract or transaction between a corporation and one or more of its directors or officers, or between a corporation and another entity in which a director or officer of the corporation is a director or officer or has a material interest in, is not invalid if the director or officer has disclosed the nature and extent of his interest and the contract or transaction was approved by the directors. Even if such disclosure is not made, a director or officer, acting honestly and in good faith, will not be accountable to the corporation for any profit realized in such a transaction, and the contract or transaction will not be invalid only by reason of such interest, if the contract or transaction is approved by a special resolution at a meeting of shareholders, disclosure of the interest sufficient to indicate its nature was made before shareholder approval, and the contract or transaction is reasonable and fair to the corporation at the time it was approved.
Limitation on Liability of Directors; Indemnification of Officers and Directors	Nevada law provides for discretionary indemnification made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances. The determination must be made either: (i) by the stockholders; (ii) by the board of directors by majority vote of a quorum consisting of directors who were not parties to the actions, suit or proceeding; (iii) if a majority vote of a quorum consisting of directors who were not	Canadian law provides that a corporation may indemnify a director or officer or a former director or officer of the corporation against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of a proceeding to which such person was a party by reason of being or having been a director or officer, if the person: (i) acted honestly and in good faith with a view to the best interests of the corporation; and (ii) in the case of a criminal

parties to the actions, suit or proceeding so orders, by independent legal counsel in a written opinion; or (iv) if a quorum consisting of directors who were not parties to the actions, suit or proceeding cannot be obtained, by independent legal

or administrative proceeding enforced by a monetary penalty, the individual had reasonable grounds for believing that the individuals conduct was lawful.

Subject Matter	Nevada	Canada
	<p>counsel in a written opinion. The articles of incorporation, the bylaws or an agreement made by the corporation may provide that the expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the corporation as they are incurred and in advance of the final disposition of the actions, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation. The provisions do not affect any right to advancement of expenses to which corporate personnel other than directors or officers may be entitled under any contract or otherwise by law. The indemnification and advancement of expenses authorized in or ordered by a court pursuant to Nevada law does not exclude any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation or any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, for either an action in his official capacity or an action in another capacity while holding office, except that indemnification, unless ordered by a court or for the advancement of expenses, may not be made to or on behalf of any director or officer if his acts or omissions involved intentional misconduct, fraud or a knowing violation of the law and was material to the cause of action. In addition, indemnification continues for a person who has ceased to be a director, officer, employee or agent and inures to the benefit of the heirs, executors and administrators of such a person.</p>	
Voting Rights with respect to extraordinary corporate transactions	Approval of mergers and consolidations and sales, leases or exchanges of all or substantially all of the property or assets of a corporation, whether or not in the ordinary course of business, requires the affirmative	Approvals of amalgamations (except amalgamations between a corporation and wholly owned subsidiaries), consolidations, and sales, leases or exchanges of substantially all the property of a

vote or consent of the holders of a majority of the outstanding shares entitled to vote, except that, unless required by the articles of incorporation, no vote of stockholders of the corporation surviving a merger is necessary if: (i) the merger does not amend the articles of

corporation, other than in the ordinary course of business of the corporation requires approval by the stockholders by a two-thirds majority vote at a duly called meeting.

Subject Matter	Nevada	Canada
	<p>incorporation of the corporation; (ii) each outstanding share immediately prior to the merger is to be an identical share after the merger, and (iii) either no common stock of the corporation and no securities or obligations convertible into common stock are to be issued in the merger, or the common stock to be issued in the merger, plus that initially issuable on conversion of other securities issued in the merger does not exceed 20% of the common stock of the corporation outstanding immediately before the merger.</p>	
<p>Stockholders consent without a meeting</p>	<p>Unless otherwise provided in the articles of incorporation or the bylaws, any actions required or permitted to be taken at a meeting of the stockholders may be taken without a meeting if, before or after taking the actions, a written consent is signed by the stockholders holding at least a majority of the voting power, except that if a different proportion of voting power is required for such an action at a meeting, then that proportion of written consent is required. In no instance where actions are authorized by written consent, need a meeting of the stockholders be called or notice given.</p>	<p>Any action required or permitted to be taken at a meeting of the stockholders may be taken by a written resolution signed by all the stockholders entitled to vote on such resolution.</p>
<p>Stockholder Voting Requirements</p>	<p>Unless the articles of incorporation or bylaws provide for different proportions, a majority of the voting power, which includes the voting power that is present in person or by proxy, regardless of whether the proxy has authority to vote on all matters, constitutes a quorum for the transactions of business. In all matters other than the election of directors, the affirmative vote of the majority of shares present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the stockholders. Directors must be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. Where a separate vote by a class or series or classes or series is required, a majority of the voting power of</p>	<p>Unless the by-laws otherwise provide, a quorum of stockholders is present for a meeting if the holders of a majority of the shares entitled to vote at the meeting are present in person or represented by proxy. Except where the CBCA requires approval by a special resolution, being approval by a two-thirds majority of the shares present in person or represented by proxy and entitled to vote on the resolution, a simple majority or the shares present in person or represented by proxy and entitled to vote on a resolution is required to approve any resolution properly brought before the stockholders. Where the articles of a corporation provide for cumulative voting, stockholders voting at an election of directors have the right to a number of votes equal to the votes attached to the shares held by such stockholder</p>

the class or series that is present or represented by proxy, regardless of whether the proxy has authority to vote on all matters, constitutes a quorum for the transaction of business. An act by the

multiplied by the number of directors to be elected and stockholders may cast all such votes in favour of one candidate for director or may distribute the votes among the candidates in any manner.

Subject Matter	Nevada	Canada
	<p>stockholders of each class or series is approved if a majority of the voting power of a quorum of the class or series votes for the actions.</p>	<p>The holders of a class or series of shares are entitled to vote separately on proposals to amend the articles of a corporation where such amendment affects the rights of such class or series in a manner different than other shares of the corporation. A vote to approve any such amendment is passed if approved by a two-thirds majority of the voting power of the class or series represented in person or by proxy at a meeting called to approve such amendment.</p>
Dividends	<p>A corporation is prohibited from making a distribution to its stockholders if, after giving effect to the distribution, the corporation would not be able to pay its debts as they become due in the usual course of business or the corporation's total assets would be less than its total liabilities (plus any amounts necessary to satisfy any preferential rights).</p>	<p>A corporation is prohibited from declaring or paying a dividend if there are reasonable grounds for believing that the corporation, is or would after the payment be, unable to pay its liabilities as they become due or the realizable value of the corporation's assets would be less than the total of its liabilities and stated capital of all classes.</p>
Anti-Takeover Provisions	<p>Nevada's Acquisition of Controlling Interest Statute applies to Nevada corporations that have at least 200 shareholders, with at least 100 shareholders of record being Nevada residents, and that do business directly or indirectly in Nevada. Where applicable, the statute prohibits an acquiror from voting shares of a target company's stock after exceeding certain threshold ownership percentages, until the acquiror provides certain information to the company and a majority of the disinterested shareholders vote to restore the voting rights of the acquiror's shares at a meeting called at the request and expense of the acquiror. If the voting rights of such shares are restored, shareholders voting against such restoration may demand payment for the fair value of their shares (which is generally equal to the highest price paid in the transaction subjecting the stockholder to the statute). The Nevada statute also restricts a business combination with interested shareholders, unless certain conditions are met, with respect to corporations which have at least 200 shareholders of record. A combination includes (a) any merger with an interested</p>	<p>There is no provision under Canadian law similar to the Nevada Acquisition of Controlling Interest Statute.</p>

stockholder, or any other corporation which is or after the merger would be, an affiliate or associate of the interested stockholder, (b)
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Subject Matter	Nevada	Canada
	<p>any sale, lease, exchange, mortgage, pledge, transfer or other disposition of assets, to an interested stockholder, having (i) an aggregate market value equal to 5% or more of the aggregate market value of the corporation's assets; (ii) an aggregate market value equal to 5% or more of the aggregate market value of all outstanding shares of the corporation; or (iii) representing 10% or more of the earning power or net income of the corporation, (c) any issuance or transfer of shares of the corporation or its subsidiaries, to the interested stockholder, having an aggregate market value equal to 5% or more of the aggregate market value of all the outstanding shares of the corporation, (d) the adoption of any plan or proposal for the liquidation or dissolution of the corporation proposed by the interested stockholder, (e) certain transactions which would result in increasing the proportionate percentage of shares of the corporation owned by the interested stockholder, or (f) the receipt of benefits, except proportionately as a stockholder, of any loans, advances or other financial benefits by an interested stockholder. An interested stockholder is a person who, together with affiliates and associates, beneficially owns (or within the prior three years, did beneficially own) 10% or more of the corporation's voting stock. A corporation to which this statute applies may not engage in a combination within three years after the interested stockholder acquired its shares, unless the combination or the interested stockholder's acquisition of shares was approved by the board of directors before the interested stockholder acquired the shares. If this approval was not obtained, then after the three year period expires, the combination may be consummated if all applicable statutory requirements are met and either (a) (i) the board of directors of the corporation approves, prior to such person becoming an interested stockholder, the combination or the purchase of shares by the interested</p>	

stockholder or (ii) the combination is approved by the affirmative vote of holders of a majority of voting power not beneficially owned by the interested stockholder at a meeting called no earlier than three years	
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Subject Matter	Nevada	Canada
	<p>after the date the interested stockholder became such or (b) (i) the aggregate amount of cash and the market value of consideration other than cash to be received by holders of common shares and holders of any other class or series of shares meets certain minimum requirements set forth in the statutes and (ii) prior to the consummation of the combination, except in limited circumstances, the interested stockholder will not have become the beneficial owner of additional voting shares of the corporation.</p>	
Appraisal Rights; Dissenters' Rights	<p>Under Nevada law, unless otherwise provided in the articles of incorporation or the bylaws of the issuing corporation in effect on the tenth day following an acquisition of a controlling interest by an acquiring person, if control shares are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all the voting power, any stockholder, other than the acquiring person, whose shares are not voted in favour of authorizing voting rights for the control shares may dissent in and obtain payment of the fair value of his shares. Also, Nevada law does not provide for dissenters' rights in the case of a sale of assets.</p>	<p>Under the CBCA, the holders of shares of any class of a corporation have the right to dissent when a company amends its articles to change any provisions restricting or constraining the issue, transfer or ownership of shares of that class. Stockholders also have dissenters' rights when a company proposes to amend its articles to add, change or remove any restrictions on the business or businesses that the corporation may carry on, amalgamate (other than a vertical short-form amalgamation with a wholly-owned subsidiary), continue to another jurisdiction, sell, lease or exchange all or substantially all of its property, or carry out a going private or squeeze-out transaction. A shareholder who properly exercises his or her rights of dissent is entitled to be paid the fair market value of his or her shares in respect of which he or she dissents.</p>

#### ACCOUNTING TREATMENT

For United States accounting purposes, the Continuation of our company from a Nevada corporation to a Canadian corporation represents a non-substantive exchange to be accounted for in a manner consistent with a transaction between entities under common control. All assets, liabilities, revenues and expenses will be reflected in the accounts of Lincoln Gold Canada based on existing carrying values at the date of the exchange. The historical comparative figures of Lincoln Gold will be those of Lincoln Gold as a Nevada company.

We currently prepare our consolidated financial statements in accordance with GAAP in the United States. After our Continuance to Canada, as a Canadian domestic issuer, we plan to prepare our annual and interim consolidated financial statements in accordance with Canadian GAAP. For the purpose of our annual disclosure obligations in the United States, we will annually file in the United States consolidated financial statements prepared in accordance with Canadian GAAP together with a reconciliation to US GAAP. In addition, as a foreign private issuer, Lincoln Gold will not have to file quarterly reports with the SEC.



## APPLICATION OF SECURITIES LAWS

Upon the effective date of the Continuation we will continue to be subject to the securities laws of the provinces of Canada as those laws apply to Canadian domestic issuers. We will qualify as a foreign private issuer in the United States and, as a foreign private issuer, Lincoln Gold's directors, officers and 10% stockholders will no longer be subject to Section 16(b) of the Exchange Act and we will not be subject to the proxy rules of Section 14 of the Exchange Act. Furthermore, Regulation FD does not apply to non-United States companies and will not apply to Lincoln Gold upon the Continuation.

## DESCRIPTION OF BUSINESS

### **Corporation Organization**

#### ***Incorporation***

We were incorporated under the laws of the State of Nevada as Braden Technologies, Inc. on February 17, 1999. We have been engaged in the acquisition, exploration and development of mineral properties since our inception.

#### ***Share Split***

We completed a four-for-one split of our common stock effective March 10, 2004. As a result of this stock-split, our authorized capital increased from 25,000,000 shares to 100,000,000 shares of common stock. Concurrent with our stock split, the number of our issued and outstanding shares increased from 2,850,000 shares to 11,400,000 shares.

#### ***Acquisition of Lincoln Gold***

We completed the acquisition of Lincoln Gold Corp. ( Lincoln Gold ) a Nevada corporation effective March 26, 2004. This acquisition was completed by our acquisition of all of the issued and outstanding shares of Lincoln Gold from the former shareholders of Lincoln Gold. On closing of the acquisition, we issued 24,000,000 shares of our common stock to the shareholders of Lincoln Gold. As a result of this issuance, the number of our issued and outstanding shares increased from 11,400,000 shares to 35,400,000 shares, of which approximately 67.80% was owned by the former shareholders of Lincoln Gold upon the completion of the acquisition.

#### ***Merger with Lincoln Gold***

*Subsequent to our acquisition of Lincoln Gold, we merged with Lincoln Gold in a parent/ subsidiary merger in April 2004 under Chapter 92A of the Nevada Revised Statutes. We completed the change of our name from Braden Technologies Inc. to Lincoln Gold Corporation as part of this merger process.*

### **Overview**

We are engaged in the acquisition and exploration of mineral properties in the State of Nevada. Our plan of operations for the next twelve months is to conduct exploration of our mineral properties in the State of Nevada.

We are an exploration stage company. All of our projects are at the exploration stage and there is no assurance that any of our mining claims contain a commercially viable ore body. We plan to undertake further exploration of our properties. We anticipate that we will require additional financing in order to pursue full exploration of these claims. We do not have sufficient financing to undertake full exploration of our mineral claims at present and there is no assurance that we will be able to obtain the necessary financing.

There is no assurance that a commercially viable mineral deposit exists on any of our mineral properties. Further exploration beyond the scope of our planned exploration activities will be required before a final evaluation as to the economic and legal feasibility of mining of any of our properties is determined. There is no assurance that further exploration will result in a final evaluation that a commercially viable mineral deposit exists on any of our mineral properties.

## Mineral Properties and Plan of Operations

We presently hold interests in three groups of mineral properties in Nevada and one in northern Mexico, as described below:

Name of Property	Location
Hannah Property	Churchill County, Nevada
JDS Property	Eureka County, Nevada
La Bufa	State of Chihuahua, Mexico
Pine Grove Property	Yerrington, Nevada

Subsequent to the completion of our second quarter, we dropped out interest in the Jenny Hill Property in the Mineral and Nye Counties of Nevada as a result of unfavorable exploration results.

In addition, we are in the process of negotiating to acquire a fourth property in Nevada. The property is known as the Pine Grove and is near Yerington, Nevada. There are two patented claims associated with the property and two claim holders. We are in the process of drawing up formal agreements on the claims pursuant to negotiations that have been completed to date. No expenditures have been made on the claims and none will be made until the formal agreements are signed.

Our plan of operations is to carry out exploration of our mineral properties. Our specific exploration plan for each of our mineral properties, together with information regarding the location and access, history of operations, present condition and geology of each of our properties, is presented in the section of this Registration Statement entitled Description of Properties. All of our exploration programs are preliminary in nature in that their completion will not result in a determination that any of our properties contains commercially exploitable quantities of mineralization.

Our exploration programs will be directed by our management and will be supervised by Mr. Jeff Wilson, our vice-president of exploration. We will engage contractors to carry out our exploration programs under Mr. Wilson's supervision. Contractors that we plan to engage include project geologists, geochemical sampling crews and drilling companies, each according to the specific exploration program on each property. Our budgets for our exploration programs are set forth in the section of this Registration Statement entitled Description of Properties. We plan to solicit bids from drilling companies prior to selecting any drilling company to complete a drilling program. We anticipate paying normal industry rates for reverse-circulation drilling.

We plan to complete our exploration programs within the periods specified in the section of this Registration Statement entitled Description of Properties. Key factors that could delay completion of our exploration programs beyond the projected timeframes include the following:

- (a) poor availability of drill rigs due to high demand in Nevada and Mexico;
- (b) delays caused by permitting and bonding with the US Bureau of Land Management (BLM) with respect to drilling programs;
- (c) our inability to identify a joint venture partner and conclude a joint venture agreement where we anticipate a joint venture will be required due to the high costs of a drilling program;
- (d) adverse weather, including heavy snow; and
- (e) our inability to obtain sufficient funding.

Key factors that could cause our exploration costs to be greater than anticipated include the following:

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- (a) adverse drilling conditions, including caving ground, lost circulation, the presence of artesian water, stuck drill steel and adverse weather precluding drill site access;
- (b) increased costs for contract geologists and geochemical sampling crews due to increased demand in Nevada; and
- (c) increased drill rig and crew rental costs due to high demand in Nevada and Mexico.

Our board of directors will make determinations as to whether to proceed with the additional exploration of our Nevada and Mexico mineral properties based on the results of the preliminary exploration that we undertake. In completing these determinations, we will make an assessment as to whether the results of the preliminary exploration are sufficiently positive to enable us to achieve the financing that would be necessary for us to proceed with more advanced exploration.

We may consider entering into joint venture arrangements on several of our mineral properties to provide the required funding to pursue drilling and advanced exploration of our mineral claims. If we entered into a joint venture arrangement, we would likely have to assign a percentage of our interest in our mineral claims to the joint venture partner. The assignment of the interest would be conditional upon contribution by the joint venture partner of capital to enable the advanced exploration on the mineral properties to proceed. We are presently in the process of attempting to locate a joint venture partner for our mineral claims, but we have not concluded any joint venture agreements to date. There is no assurance that any third party would enter into a joint venture agreement with us in order to fund exploration of our mineral claims.

We plan to continue exploration of our mineral claims for so long as the results of the geological exploration that we complete indicate the further exploration of our mineral claims is recommended and we are able to obtain the additional financing necessary to enable us to continue exploration. We have renewed all of our Nevada mineral claims by making the required filings with the BLM by September 1, 2006. We further plan to renew all of our mineral claims by making the required filings with the BLM by September 1, 2007 except where we determine to abandon exploration of any mineral claim prior to September 1, 2007. All exploration activities on our mineral claims are presently preliminary exploration activities. Advanced exploration activities, including the completion of comprehensive drilling programs, will be necessary before we are able to complete any feasibility studies on any of our mineral properties. If our exploration activities result in an indication that our mineral claims contain potentially commercial exploitable quantities of gold, then we would attempt to complete feasibility studies on our property to assess whether commercial exploitation of the property would be commercially feasible. There is no assurance that commercial exploitation of our mineral claims would be commercially feasible even if our initial exploration programs show evidence of gold mineralization.

If we determine not to proceed with further exploration of any of our mineral claims due to results from geological exploration that indicate that further exploration is not recommended or due to our lack of financing, we will attempt to acquire additional interests in new mineral resource properties. Due to our limited finances, there is no assurance that we would be able to acquire an interest in a new property that merits further exploration. If we were to acquire an interest in a new property, then our plan would be to conduct resource exploration of the new property. In any event, we anticipate that our acquisition of a new property and any exploration activities that we would undertake will be subject to our achieving additional financing, of which there is no assurance.

### **Jenny Hill Property**

Kinross completed the drilling of ten reverse circulation drill holes on our Jenny Hill Property located in the Black Hills, Mineral County, Nevada. This drilling work was carried out in March and April 2007 and although gold mineralization was encountered in a majority of the holes the property was returned to the Company by Kinross who stated that they would not carry out any additional work. After reviewing the results of the drilling, we concluded that

the property was not meeting our expectations and returned the property to its original owners. As a result, we no longer own any interest in the Jenny Hill Property.

**New Opportunities**

We continue to review new prospective gold exploration opportunities in Nevada, Utah, Arizona, California and Mexico. We plan to continue to review new opportunities on a case-by-case basis.

## **Government Regulations**

We will be required to obtain work permits from the United States Bureau of Land Management ( BLM ) for any exploration work on our Nevada mineral properties that results in a physical disturbance to the land. We will not be required to obtain a work permit for any phase of our proposed mineral exploration programs that does not involve any physical disturbance to the mineral claims, such as data compilation, field work and geochemical surveys. We will be required to obtain work permits for all drilling operations that we plan to conduct on our mineral properties. Prior to commencing drilling operations on any of our properties, we must submit a Notice of Intent to Operate to the BLM and post a bond as security for our obligation to complete reclamation activities. We will be required by the Bureau of Land Management to undertake remediation work on any work that results in physical disturbance to the mineral claims, including drilling programs. We estimate that the cost of remediation work for our drilling programs will be approximately \$25,000 for each drilling program. The estimated amount of remediation work is included within our budgets for our exploration programs. The actual amount of reclamation cost will vary according to the degree of physical disturbance.

We have made all current Bureau of Land Management filings for our Nevada properties. All claims are in good standing until September 1, 2007. Applicable county fees have also been paid.

The La Bufa property is an exploration concession granted by a branch of the Mexican government and is for a three year terms. Thereafter, the La Bufa property may be converted into an exploitation concession that would have a term of fifty years. The La Bufa property is presently beginning the second year of the term of its exploration concession. An annual fee of \$1.25 pesos per hectare is due to the Mexican federal government. The net area of the La Bufa exploration concession is 1040.75 hectares, thereby requiring an annual payment of \$1300.94 pesos. These amounts are subject to change and adjustment by the Mexican authorities.

## ***Competition***

We are a junior mineral resource exploration company. We compete with other mineral resource exploration companies for financing and for the acquisition of new mineral properties. Many of the mineral resource exploration companies with whom we compete have greater financial and technical resources than those available to us. Accordingly, these competitors may be able to spend greater amounts on acquisitions of mineral properties of merit, on exploration of their mineral properties and on development of their mineral properties. In addition, they may be able to afford more geological expertise in the targeting and exploration of mineral properties. This competition could result in competitors having mineral properties of greater quality and interest to prospective investors who may finance additional exploration and development. This competition could adversely impact on our ability to achieve the financing necessary for us to conduct further exploration of our mineral properties.

We will also compete with other junior mineral exploration companies for financing from a limited number of investors that are prepared to make investments in junior mineral exploration companies. The presence of competing junior mineral exploration companies may impact on our ability to raise additional capital in order to fund our exploration programs if investors are of the view that investments in competitors are more attractive based on the merit of the mineral properties under investigation and the price of the investment offered to investors.

We will also compete with other junior and senior mineral companies for available resources, including, but not limited to, professional geologists, camp staff, helicopter or float planes, mineral exploration supplies and drill rigs.

## **Research and Development Expenditures**

We have not spent any amounts on research and development activities since our inception. Our planned expenditures on our exploration programs are summarized under the section of this Registration Statement entitled Description of Properties.

***Employees***

We have two employees, namely Paul Saxton, our chief executive officer and chief financial officer, and Jeffrey Wilson, our vice-president of exploration. We carry out our exploration programs through contracts with third parties, including geologists, engineers, drilling companies.

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***Subsidiaries***

We do not have any subsidiaries.

**DESCRIPTION OF PROPERTIES**

We maintain our head office located at Suite 350 885 Dunsmuir Street, Vancouver, B.C., V6C 1N5. These premises are located at the business premises of our president, Mr. Paul Saxton. We pay a proportionate share of rent and administrative expenses associated with these premises.

Our operations office is located at 325 Tahoe Drive, Carson City, Nevada, 89703. Our operations office is located in the home of Mr. Jeff Wilson, our vice-president of exploration. These premises are provided by Mr. Wilson at no cost to us.

Our current four groups of mineral properties located in the State of Nevada are described below:

**HANNAH PROPERTY, CHURCHILL COUNTY, NEVADA**

**1. Location and Access**

The Hannah Property is located approximately 55 miles east of Reno, Nevada in the southern portion of the Trinity Range north of Interstate 80 in Churchill County. Access is east from Reno via Interstate 80 and then north on gravel and dirt roads from Hot Springs Flat to the Property. A map showing the location of and access to the Hannah property is presented below:





## 2. Ownership Interest

The Hannah property is comprised of twenty-three (23) unpatented lode claims covering approximately 460 acres (0.72 sq. miles) in Churchill County, Nevada.

We have an option to acquire a 100% interest in the claims comprising the Hannah project, subject to a net smelter royalty, pursuant to an option agreement dated December 24, 2003 between us and Larry and Susan McIntosh of Gardnerville, Nevada, as optionors. We have the option to acquire a 100% interest in the Hannah property by making aggregate payments to the optionors in the amount of \$210,000. We may exercise this option at any time prior to the ten year anniversary of the effective date of the agreement, being December 24, 2013. We are obligated to make the following option payments in order to maintain our option agreement in good standing:

<b>Date of Payment</b>	<b>Amount of Option Payment</b>
December 24, 2003	\$5,000 (paid)
January 10, 2005	\$5,000 (paid)
January 10, 2006	\$10,000 (paid)
January 10, 2007	\$15,000 (in quarterly payments) First payment has been made
January 10, 2008	\$25,000
January 10, 2009	\$25,000
January 10, 2010	\$25,000
January 10, 2011	\$25,000
January 10, 2012	\$25,000
January 10, 2013	\$50,000

We will be deemed to have exercised the option upon completion of the above option payments at which time we will be entitled to a 100% interest in the Hannah property, subject to the payment of a net smelter royalty to the optionors. The net smelter royalty will be calculated as 3% of net smelter returns, as defined in the option agreement, if the price of gold is less than or equal to \$400 per ounce, and 4% of net smelter returns if the price of gold is greater than \$400 per ounce. If we exercise the option, we will have the right to reduce the net smelter royalty by 1%, up to a maximum of 2%, upon the payment of \$500,000 to the optionors for each 1% of reduction as set out in the table below:

<b>Gold Price (\$ per ounce)</b>	<b>Net Smelter Royalty payable on execution of the Agreement</b>	<b>Net Smelter Royalty payable after first payment of \$500,000</b>	<b>Net Smelter Royalty payable after second payment of \$500,000</b>
Less than or equal to \$400	3%	2%	1%
Greater than \$400	4%	3%	2%

If we complete a positive feasibility study for the development or mining of mineral products on the Hannah property and obtains all government approvals, consents, licenses and permits to construct, develop or operate a mine on the Hannah property prior to January 10, 2013, we will be obligated purchase the Hannah property prior to the commencement of mining of mineral products. In this event, the purchase price for the Hannah property shall be the sum of all unpaid option payments due to the optionors through January 10, 2013.



We have the exclusive right to conduct exploration on the Hannah property during the term of the option agreement, provided that we make the required option payments. We are obligated to make all federal and county claim maintenance fees in a timely manner to keep the claims in good standing during the term of the option agreement.

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In the event that we do not make any required option payment, then the optionors will be entitled to terminate the agreement and we will lose our interest in the property. However, we will not have any obligation to make further option payments in the event of termination due to our inability to make any required option payment. We may surrender our interest in the property and terminate the agreement at our election upon written notice to the optionors. In this event, the optionors will retain all option payments paid pursuant to the agreement.

We have paid \$3,075 for BLM and County annual claim maintenance fees that were required to be paid by October 1, 2006. We will be required pay approximately \$3,075 for BLM and County annual claim maintenance fees by September 1, 2007. We are not obligated to complete any minimum exploration expenditures or other work commitment in order to maintain our option on the Hannah property.

### **3. History of Operations**

Various old shafts, adits, and numerous small prospects are on the Hannah Property from prospecting in the early 1900 s. Cominco was active in the general area in the 1960 s and Chevron drilled three scattered holes on the claim block in the 1980 s. None of Chevron s holes tested the Hannah gold target. Four backhoe trenches were dug by Cordex in the late 1990 s, however no follow-up work was conducted. NDT Ventures held the property in 2002 but conducted no significant work. A total of 50 soil samples and 329 rock-chip samples have been collected from the property and assayed.

### **4. Present Condition of the Property and Current State of Exploration**

The Hannah Property is in the early stage of exploration and presently contains no known gold or silver resources. Our current state of exploration consists of geologic mapping, soil and rock-chip sampling, a ground magnetometer survey, and 11 reverse-circulation drill holes (4,815 ft) drilled by the Company in 2005. Shallow ore-grade gold and silver mineralization is present in two adjacent drill holes.

There is no plant or equipment on the Hannah Property other than some scattered remnants of past prospecting. The property consists of barren land with no improvements with the exception of dirt roads.

We have no formal reports on the Hannah Property. However, we do have all soil and rock-chip sample maps and results, a preliminary geologic map, a ground magnetometer map, and drill hole logs and assay results from 11 reverse-circulation drill holes.

During 2006, we conducted a ground magnetometer survey in the vicinity of mineralized drill holes H-1 and H-11 which were drilled in a northwest-trending, highly oxidized shear zone. Results show a magnetic high to the northwest buried under pediment gravels and a magnetic low to the southeast beneath alluvium. The abrupt transition area from low to high magnetic response offers a possible structural intersection between contrasting rock types. Structural intersections are potential gold-silver targets.

Provided adequate funding is available, we would like to conduct offset drilling from the two holes that encountered ore-grade gold-silver mineralization. However, we are also showing the property to multiple juniors who have expressed potential interest in participating in a joint venture on the Hannah Property. To date, we have not concluded any joint venture agreement for the Hannah Property. It is important to note that there is no work obligation in the property option agreement. Owing to this situation, the property may sit idle until a joint venture partner is acquired, provided that we continue to make the payments required under the option agreement.

We have determined that follow up drilling is warranted on the Hannah Property based on the results of the initial eleven hole drilling program that we completed on the Hannah Property. We did not complete any exploration work on the Hannah property in the six months of 2007. We have been talking to various potential joint venture candidates to take on the work noted below to earn-in to the property. If we do not find a joint venture partner this work will probably not be completed.

If we are successful in finding a joint venture partner, we anticipate our plan of exploration for the Hannah Property will be as follows:

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Description of Phase of Exploration	Description of Exploration Work Required
Acquire Joint Venture Partner	Execute an Exploration Agreement with Option to Joint Venture with a potential joint venture partner (a JV Partner )
Exploration Trenching	JV Partner conducts trenching across target with an excavator
Phase 2 Drilling	JV Partner drills 5 to 10 angle reverse circulation drill holes
Bottle Roll Metallurgical Tests	JV Partner conducts metallurgical tests on select drill cuttings
Data Evaluation	Evaluate results

The anticipated timetable and estimated budget for completion for each stage of exploration is as follows:

Stage of Exploration	Anticipated Timetable for Completion	Estimated Cost of Completion
Acquire Joint Venture Partner	4 <sup>th</sup> Quarter 2007	\$3,000
Exploration Trenching	4 <sup>th</sup> Quarter 2007	\$0 (Partner's Cost)
Phase 2 Drilling	2 <sup>nd</sup> Quarter 2008	\$0 (Partner's Cost)
Bottle-Roll Metallurgical Tests	3 <sup>rd</sup> Quarter 2008	\$0 (Partner's Cost)
Data Evaluation	3 <sup>rd</sup> Quarter 2008	\$2,000

All significant work is expected to be conducted by a joint venture partner using qualified contractors.

## 5. Geology

The Hannah Property lies in exotic metamorphic terrain comprised of Triassic metavolcanics (greenstones) and various Cretaceous intrusive rocks and Tertiary lake beds (no formation names). A highly oxidized, northwest trending, gold-silver-bearing shear zone cuts the metavolcanic rocks and is exposed in an outcrop approximately 50 to 100 ft wide and 300 ft long at the edge of the pediment. Pediment and alluvial gravels cover the shear zone to the northwest and southeast. The altered shear zone consists of hydrothermally altered breccia that contains conspicuous iron-oxides and bleaching. Two drill holes cut the zone. Angle hole H-1 (-45°) encountered 35 ft @ 0.016 opt gold from 40 to 75 ft and angle hole H-2 (-60°) encountered 10 ft @ 0.094 opt gold + 5.1 opt silver from 15 to 25 ft. This mineralization is believed to continue under gravels to the northwest and southeast. Similar, although much narrower, shear zones occur on the property and extend up to 1,200 ft in strike length.

## JDS PROPERTY, EUREKA COUNTY, NEVADA

### 1. Location and Access

The JDS property is located in central Nevada within the Cortez Trend portion of the Battle Mountain-Eureka Mineral Belt, approximately 40 miles northwest of the small mining town of Eureka. The property is in Denay Valley adjacent to the northern end of the Simpson Park Mountains. Access is fair to good during good weather via the Tonkin Road (dirt/gravel) that traverses through the property. A map showing the location of and access to the JDS property is presented below:

**2. Ownership Interest**

We are the owner of the seventy-seven (77) unpatented lode claims comprising the JDS project which covers approximately 1,540 acres (2.04 sq miles). We staked and recorded the mineral claims. These mineral claims are registered in our name and are not subject to underlying lease payments or royalties. The JDS property is subject only to annual claim maintenance fees payable to the BLM and Eureka County. We must pay approximately \$12,500 in BLM and Eureka County annual claim maintenance fees by September 1, 2007 in order to maintain our interest in these properties.

Effective May 15, 2006, we entered into a letter agreement on the JDS property for an Exploration Agreement with Option to Form Joint Venture with Golden Odyssey Exploration (TVX: GOE). The earn-in terms are presented below:

<b>Earn-In Period</b>	<b>Required Expenditures</b>	<b>Percent Earned Interest upon Completion of Required Expenditure</b>
18 months from Letter Agreement	6000 ft of exploration drilling	51%
To be determined	\$1,500,000	14%
To be determined	\$2,000,000	10%
		Total 75%

Under the terms of the letter agreement, Golden Odyssey is obligated for all annual claim maintenance fees payable to the BLM and to Eureka County.

### 3. History of Operations

There have been no previous operations of any type on the property.

### 4. Present Condition of the Property and Current State of Exploration

In 2005, we completed a mercury soil gas survey and a detail gravity survey line over the northwest portion of the claim block. This area is considered the most prospective for discovery of a Carlin-type gold deposit hosted in lower plate carbonate rocks.

There is no plant or equipment of the JDS Property. The property consists of barren land with no improvements other than a Eureka County dirt road that crosses the property and various cattle fences.

We presently have one geologic report on the JDS property that was written by Kenneth D. Cunningham, Nevada Professional Geologist PG-1636, dated February 9, 2004. The report reviews the potential for Carlin type gold deposits on the JDS Property. We have all raw data and maps for the mercury soil gas survey and for the detail gravity survey line in the same general area. We also have various summary maps and property diagrams.

Work in 2006 consisted largely of farm-out efforts by the Company which were consummated in May 2006 when we entered into the letter agreement with Golden Odyssey. Golden Odyssey has initiated drill permitting with the BLM and have located an available drill rig. Golden Odyssey initiated the drill program during the second quarter of 2007.

Property exploration during 2007 will be conducted by Golden Odyssey Exploration.

Description of Phase of Exploration	Description of Exploration Work Required
Phase 1 Drilling	Golden Odyssey to drill 6,000 ft of reverse-circulation drilling in various locations
Data Evaluation	Evaluate drill data

The anticipated timetable and budget for the Company's share of work is listed below:

Stage of Exploration	Anticipated Timetable for Completion	Estimated Cost of Completion
Phase 1 Drilling	4 <sup>th</sup> Quarter 2007 - 1 <sup>st</sup> Quarter 2008	\$0 (Golden Odyssey's Cost)
Data Evaluation	2 <sup>nd</sup> Quarter 2008	\$5,000

### 5. Geology

The JDS Property lies within the Cortez Trend in the southern portion of the Battle Mountain-Eureka Mineral Belt. Although covered by valley fill, the geology of the JDS Property is believed to be an extension of favourable lower plate rocks of the Roberts Mountains Thrust that are known to host large Carlin-type gold deposits. Potential Devonian host rocks are exposed in the nearby Simpson Park Mountains and are believed concealed under shallow cover at JDS. Similar Devonian strata host very large gold deposits at Pipeline and Cortez to the northwest of the JDS Property. Available gravity data at JDS suggest shallow depth to bedrock and north-trending faults that converge in the northwestern portion of the claim block. The combination of favourable lower plate bedrock and converging faults indicate exploration potential for Carlin-type gold deposit(s). A strong mercury soil gas anomaly has also been identified in the northwest portion of the JDS Property.





**LA BUFA PROPERTY, Chihuahua, Mexico**

**1. Location and Access**

The La Bufa exploration concession is located in the southwest extremity of the state of Chihuahua, Mexico and is centered on the small town (mining district) of Guadalupe y Calvo in the Sierra Madre Occidental. The single exploration concession adjoins and surrounds other concessions within the district. Net area is 2,291.26 hectares (approximately 5,661.7 net acres). The nearest commercial airport is in the city of Chihuahua, 480 km by road from the property. All-season vehicle access to the property is excellent. The town of Guadalupe y Calvo is the terminus of the paved, well-maintained Mexico Highway 24 which winds 270 kilometers from mining town of Hidalgo del Parral to the northeast. Access on the concession is via dirt roads. A map showing the location and access to the La Bufa property is presented below.

**2. Ownership Interest**

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The La Bufa Property consists of three contiguous Mexican Exploration Concessions, La Bufa (No. 219036), La Bufa 1 (No. 222724), and La Bufa 2 (No. 223165) totalling 1,916.21 hectares, as follows:

Name	Type	Title	File	Area Hect.	Issued	Expires	Tax Rate	Pesos	\$
La Bufa	Explor.	219036	16/31696	1040.7594	31/Jan/03	30-Jan-09	\$6.0100	\$6,256	\$585
La Bufa	Explor.	222724	16/32275	485.0000	27-Aug-04	26-Aug-10	\$6.0100	\$2,916	\$273

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Name	Type	Title	File	Area Hect.	Issued	Expires	Tax Rate	Pesos	\$
La Bufa	Explor.	223165	16/32529	765.					