

**Lincoln Gold Mining Inc.**  
**(the “Company”)**

**Corporate Disclosure Policy**

**Purpose**

The purpose of the Company’s corporate disclosure policy is:

1. to ensure every shareholder has equal access to information
2. to ensure that material information is disclosed in a timely manner and in compliance with applicable regulatory requirements
3. to assist insiders with determining the materiality of information and fulfillment of their corporate governance responsibilities

**Determination of Material Information**

The determination of whether information is material or not should be evaluated on an individual case basis – with the general guiding principle being whether such information could reasonably be expected to have a significant effect on the market value of the Company’s securities. If there is any doubt as to whether the information is material, the Company will consult with corporate legal counsel to make the appropriate determination. The Company is also aware of Policy 3.3 *Timely Disclosure* of the TSX Venture Exchange (the “Exchange”), in which certain events are deemed to be material for an issuer listed on the Exchange.

The following lists examples of potentially material information:

- Changes in Company securities (e.g. stock splits, private placements, grant of options)
- Change in auditor
- Significant legal issues
- Changes in financial results
- Significant change in assets or business acquisition, merger
- Significant change in capital investments or corporate objectives
- Change in control, senior management or Board

The above list is not exhaustive and will be periodically reviewed and amended as necessary.

**Disclosure of Material Information**

All material changes will be disclosed through the issuance of a press release through a commercial news disseminator plus a material change report will be filed within 10 days of the material change.

In rare instances, delay of disclosure of material information is permitted where immediate release of the information would be unduly detrimental to the Company’s interest (i.e. immediate disclosure would interfere with its ability to complete a transaction). Where the Company has determined to delay the release of the confidential information, it shall consider making a confidential filing with the securities commissions. Should it appear to the Company that the confidential information has been leaked; it will immediately contact the Exchange and request a trading halt prior to issuance of a press release.

### **Limited Disclosure of Material Information**

In some instances, it is necessary to disclose confidential information in the ordinary course of business. National Policy 51-201 *Disclosure Standards* allows for instances where the “necessary course of business” exception would apply.

Exceptions include communications with:

- Vendors, strategic partners, and parties to negotiations
- Legal counsel, auditors, underwriters and other professional advisors to the Company
- Employees, officers and board members

When the Company discloses information in the “necessary course of business”, it will ensure that those receiving such information understand they cannot pass the information along to anyone (except as permitted above) or trade on the information until it has been generally disclosed.

### **Requirements for Exploration Disclosure**

When the Company discloses information in writing about a mineral project, the disclosure must include a summary of:

- material results of surveys and investigations regarding the property;
- interpretation of the exploration information; and
- quality assurance program and quality control measures applied during the execution of the work being reported on.

If the disclosure includes sample, analytical or test results, the disclosure must include:

- location and type of samples
- location, azimuth and dip of drill holes and depth of sample intervals
- summary of relevant analytical values, widths and to the extent known, true widths of mineralized zones
- results of any significantly higher grade intervals within a lower grade intersection;
- any drilling, sampling, recovery or other factors that could materially affect the accuracy or reliability of the data referred to in this subsection;
- a summary description of the type of analytical or testing procedures utilized, sample size, the name and location of each analytical or testing laboratory used, and any relationship of the laboratory to the Company

The Company may seek independent professional advice to assist in compliance with the requirements of National instrument 43-101.

## **Unintentional Disclosure**

In the event that the Company makes an unintentional selective disclosure of material information, it will take immediate steps to ensure that a full public announcement is made. The Company will contact the Exchange and request a trading halt prior to issuance of a press release.

## **Forecasts and Financial Performance**

The Company has adopted a policy not to provide forecasts of financial performance (i.e. earnings per share forecasts); however, “forward looking” statements will be permitted. Such forward looking statements must indicate that the information is “forward looking” and describe the factors that could cause actual results to differ materially from such statements.

## **Market Rumours**

It is the Company’s policy not to comment on market rumours; however, the Company will diligently respond to the Exchange or regulatory inquiries regarding unusual activity in the trading of the Company’s securities.

## **Insider Trading and Tipping**

Any person who has a “special relationship” with the Company is prohibited from trading in the securities of the Company if they have knowledge of previously undisclosed material information.

A person in a “special relationship” with the Company includes:

- Directors, officers, employees
- Persons engaging in professional activities with the Company
- Anyone who learns of material information from a person in a special relationship with the Company

In addition, the Company recommends that a person in a “special relationship” with the Company allow 24 hours to elapse (from the time of general disclosure of material information) before trading in the Company’s securities.

## **Investor Relations Optionees**

The Company is required to monitor the trading in the Company’s securities of any investor relations (“IR”) consultant granted options. If an IR optionee (“Optionee”) trades in the Company’s securities, the Optionee is required to advise the Company, in writing, of its trades within 5 days of such trading activity. In addition, the Optionee will be required to provide written acknowledgement of the Company’s disclosure policy.

## **Complaint Procedures for Accounting & Related Matters**

The Audit Committee has adopted the following procedures for submission and handling of complaints or concerns:

- a) The Company shall promptly forward to the Chair of the Audit Committee any complaints or concerns regarding accounting, internal accounting controls or auditing matters
- b) Any employee of the company may submit on a confidential, anonymous basis any complaints or concerns regarding accounting, internal controls or auditing matters. Confidential complaints or concerns may be submitted anonymously in writing in a sealed envelope addressed to the Chair of the Audit Committee and labeled confidential submission. The submission should include contact information for further discussion by the Audit Committee as deemed necessary
- c) Following receipt of complaints or concerns, the Chair of the Audit Committee shall determine whether the complaint requires further investigation by the Audit Committee or does not warrant further consideration
- d) The Audit Committee will use reasonable efforts to protect the confidentiality of the submission; however, in order to conduct an effective investigation, it may not be possible to maintain anonymity or confidentiality of the complainant
- e) The Company will not permit discrimination or harassment against any employee filing a complaint; however, intentional filing of a false report may subject the employee to disciplinary action
- f) The Audit Committee will retain complaints as part of its records for a period of 7 years and external auditors will have access to such records
- g) The Audit Committee has the right to amend the procedures herein as deemed necessary for the effective operation of the Audit Committee

## **Hiring Restrictions for External Auditors**

- a) The Company will not employ current or former employees of its external auditor who worked on the Company's audit for any management position for a period of 3 years from the time of the individual(s) assignment to the audit
- b) The Chair of the Audit Committee may grant an exception to the above restriction if deemed appropriate

**General**

All insiders will be provided with a copy of the Company's disclosure policy and will be required to submit an acknowledgement to the Company stating they have read the policy and agree to comply with its terms.

The Company's Disclosure Policy will be reviewed and revised from time to time as necessary. It is the responsibility of the Chief Executive Officer to implement the policy and to review and authorize disclosure prior to public release

Approved by the Board June 24, 2011