

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate Instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
Lincoln Mining Corporation		None	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
Paul Saxton	604-688-7377	saxton@lincolnmining.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and Zip code of contact	
Suite 350 - 885 Dunsmuir		Vancouver, British Columbia, V6C 1N5	
<b>8</b> Date of action		<b>9</b> Classification and description	
May 16, 2014		Shares	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
534018205	N/A	LMG	N/A

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ May 16, 2014, Lincoln Mining Corporation ("LMG") consolidated its outstanding common shares on a basis of one (1) post-consolidation share for every ten (10) pre-consolidation shares. As a result of such consolidation, the 158,860,203 issued and outstanding shares were reduced to 15,886,020 shares.

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ Immediately after the share consolidation, the tax basis of the shares held by a stockholder prior to the share consolidation should be divided equally among the reduced number of shares held. The share consolidation had no impact on a stockholder's total tax basis, as the number of shares held by each shareholder was reduced proportionately to the increase in value per share.

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See line 15 above

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Sections 358 and 368(a)(1)(E)

18 Can any resulting loss be recognized? ▶ No resulting loss

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The tax basis adjustment would be taken into account in the tax year of the stockholder during which the consolidation occurred (e.g., 2014 for calendar year taxpayers).

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶ *John Hollinrake* Date ▶ 06/09/14

Print your name ▶ \_\_\_\_\_ Title ▶ \_\_\_\_\_

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>John Hollinrake</u>	<u><i>John Hollinrake</i></u>	<u>30 May 2014</u>		<u>PO1568530</u>
	Firm's name ▶ <u>Dorsey &amp; Whitney LLP</u>	Firm's EIN ▶ <u>41-0223337</u>		Phone no. <u>(206)903-8812</u>	
Firm's address ▶ <u>Columbia Center, 701 Fifth Avenue, Suite 6100, Seattle, Washington 98104</u>					