GLOBE METALS & MINING LIMITED

ACN 114 400 609

NOTICE OF GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

AND

PROXY FORM

Date of Meeting

Wednesday 24 February 2016

Time of Meeting

10 am (Perth time)

Place of Meeting

Suite 1, Level 1
35 – 37 Havelock Street
West Perth
Western Australia 6005

NOTICE IS HEREBY GIVEN THAT A GENERAL MEETING OF SHAREHOLDERS OF GLOBE METALS & MINING LIMITED ACN 114 400 609 ("GLOBE" or the "COMPANY") WILL BE HELD AT SUITE 1, 35 – 37 HAVELOCK STREET, WEST PERTH WA 6005 ON WEDNESDAY, 24 FEBRUARY 2016 AT 10 AM (PERTH TIME)

AGENDA FOR MEETING

Resolution 1: Election of Director - Ms Alice Wong

To consider and if thought fit, to pass, the following resolution as an ordinary resolution:

"*That, for the purpose of section 250W of the Corporations Act 2001 and for all other purposes, Ms Alice Wong, being a Non-Executive Director of the Company who will cease to hold office immediately before the conclusion of this General Meeting in accordance with section 250V(1)(b) of the Corporations Act 2001, being eligible, be re-elected as a Director of the Company with effect from the conclusion of this General Meeting*."

Resolution 2: Election of Director - Mr Alex Ko

To consider and if thought fit, to pass, the following resolution as an ordinary resolution:

"*That, for the purpose of section 250W of the Corporations Act 2001 and for all other purposes, Mr Alex Ko, being a Non-Executive Director of the Company who will cease to hold office immediately before the conclusion of this General Meeting in accordance with section 250V(1)(b) of the Corporations Act 2001, being eligible, be re-elected as a Director of the Company with effect from the conclusion of this General Meeting*."

Resolution 3: Election of Director - Mr Bo Tan

To consider and if thought fit, to pass, the following resolution as an ordinary resolution:

"*That, for the purpose of section 250W of the Corporations Act 2001 and for all other purposes, Mr Bo Tan, being a Non-Executive Director of the Company who will cease to hold office immediately before the conclusion of this General Meeting in accordance with section 250V(1)(b) of the Corporations Act 2001, being eligible, be re-elected as a Director of the Company with effect from the conclusion of this General Meeting*."

Resolution 4: Election of Director - Mr William Hayden

To consider and if thought fit, to pass, the following resolution as an ordinary resolution:

"*That, for the purpose of section 250W of the Corporations Act 2001 and for all other purposes, Mr William Hayden, being a Non-Executive Director of the Company who will cease to hold office immediately before the conclusion of this General Meeting in accordance with section 250V(1)(b) of the Corporations Act 2001, being eligible, be re-elected as a Director of the Company with effect from the conclusion of this General Meeting*."

Resolution 5: Election of Director - Mr Wuming Wang

To consider and if thought fit, to pass, the following resolution as an ordinary resolution:

"*That, Mr Wuming Wang, having been duly nominated in accordance with clause 11.7 of the Company's Constitution, and having consented to being nominated, be hereby elected as a Director of the Company."*

Resolution 6: Election of Director - Mr Cungen Ding

To consider and if thought fit, to pass, the following resolution as an ordinary resolution:

"*That, Mr Cungen Ding, having been duly nominated in accordance with clause 11.7 of the Company's Constitution, and having consented to being nominated, be hereby elected as a Director of the Company."*

Resolution 7: Election of Director - Mr Neville Bergin

To consider and if thought fit, to pass, the following resolution as an ordinary resolution:

"*That, Mr Neville Bergin, having been duly nominated in accordance with clause 11.7 of the Company's Constitution, and having consented to being nominated, be hereby elected as a Director of the Company."*

By order of the Board of Directors



Mr Michael Fry
Company Secretary
22 January 2016

NOTES

1. VOTING

Ordinary resolutions require the support of more than 50% of those shareholders voting in person, by proxy, representative or attorney.

Every resolution will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Company's constitution in place of, or subsequent to, the vote on a show of hands.

On the show of hands, every shareholder who is present in person or by proxy, representative or attorney will have one vote.

2. VOTING ENTITLEMENT

The Company may specify a time, not more than 48 hours before the meeting, at which a "snap-shot" of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the meeting.

The Company's directors have determined that all shares of the Company that are quoted on ASX at 5pm (Perth time) on Monday 21 February 2016 shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the shares at that time.

3. PROXIES

In accordance with section 249L of the *Corporations Act* 2001,

(a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

Members are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.

The Proxy Form and the Power of Attorney (if any) or the instrument appointing the proxy and power of attorney (if any) under which it is signed (or an office copy or certified copy certified by a notary) must be deposited at the Registered Office of the Company at Suite 1, Level 1, 35 Havelock Street, West Perth, WA 6005 at least 48 hours prior to the time of holding of the Meeting (and at any adjournment thereof), at which the individual named in the Proxy Form proposes to vote.

A proxy must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, under its common seal or under the hand of an authorised officer or attorney.

A company may only vote by proxy, power of attorney or by appointment of a corporate representative. The instrument appointing a proxy is not valid unless the original instrument and the power of attorney or other authority (if any) under which the instrument is signed (duly stamped where necessary) or a copy or facsimile which appears on its face to be an authentic copy of that proxy, or power of attorney is submitted to the Registered Office within the time set out herein. A company must sign a proxy under common seal in accordance with its Constitution or otherwise in accordance with the Corporations Act 2001 or under power of attorney which must be produced with the Proxy Form.

If the shares are registered in the name of more than one person, all such holders must sign the Proxy Form.

To be valid a Proxy Form and the Power of Attorney under which it is signed or proof thereof must be to the satisfaction of the Directors.

4. CORPORATE REPRESENTATIVES

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the *Corporations Act 2001 (Cth)* in which case the Company will require a Certificate of Corporate Representative executed in accordance with the *Corporations Act 2001 (Cth)*. An example certificate is attached.

The Certificate must be lodged with the Company before the meeting or at the registration desk on the day of the meeting. The Company will retain the certificate.

5. CHAIR'S INTENTION

It is the Chairperson's intention to vote undirected proxies (ie. open proxies) which the Chairperson holds as proxy:

- IN FAVOUR of Resolutions 1 – 4 in this Notice of Meeting; and
- AGAINST Resolution 5 – 7 in this Notice of Meeting.

6. EXPLANATORY MEMORANDUM

Shareholders should read the Explanatory Memorandum which accompanies this Notice of Meeting. The Explanatory Memorandum explains the resolutions which are to be put to Shareholders at the Meeting.

Capitalised terms in this Notice of Meeting and in the Explanatory Memorandum are defined in the Glossary to the Explanatory Memorandum.

EXPLANATORY MEMORANDUM

BACKGROUND TO THE SPILL MEETING

Under the 'two strikes' legislation which came into effect on 1 July 2011, if at least 25% of the eligible votes cast on the adoption of the remuneration report of the Company at two consecutive annual general meetings are against the adoption of the remuneration report, the Company must put to the shareholders a 'spill resolution'. If the spill resolution is passed, the Company must hold another general meeting of the Company's shareholders ("spill meeting") within 90 days of passing of the resolution. All the directors of the Company who were directors of the Company when the spill resolution was passed at the second AGM, with the exception of the Company's Managing Director, will cease to hold office immediately before the end of the spill meeting and resolutions to appoint persons to offices that will be vacated immediately before the end of the spill meeting must be put to the vote. Those directors who cease to hold office immediately before the end of the spill meeting are eligible for re-election as directors at the spill meeting.

At least 25% of eligible votes were cast against the adoption of the Company's remuneration report at its 2014 AGM and at its 2015 AGM representing two successive strikes and hence, a spill resolution was put to shareholders at the Company's 2015 AGM. The spill resolution was passed at the Company's 2015 AGM and accordingly the directors have called this spill meeting.

Immediately before the end of the spill meeting, each of the Company's current directors, excluding the Company's Managing Director Mr Alistair Stephens, will cease to hold office, but being eligible each director is standing for re-election.

Accordingly, Resolutions 1 – 4 in this Notice of Meeting are put to Shareholders to consider and, if thought fit, to re-elect the current directors of the Company, being Ms Alice Wong, Mr Alex Ko, Mr Bo Tan and Mr William Hayden.

Resolutions 5 – 7

On 18 January 2016, the Company received a written notice from its substantial shareholder Ao-Zhong International Mineral Resources Pty Ltd (**Ao-Zhong**), nominating Mr Wuming Wang, Mr Cungen Ding and Mr Neville Bergin for election as directors of the Company.

Having been duly nominated in accordance with clause 11.7 of the Company's Constitution, and having consented to being nominated, the Company has accepted the nomination of Mr Wuming Wang, Mr Cungen Ding and Mr Neville Bergin for election as directors of the Company at the General Meeting and accordingly has put Resolution 5 – 7 to Shareholders for their consideration.

The Company advises Shareholders that resolutions for the election of Mr Wuming Wang, Mr Cungen Ding and Mr Neville Bergin as directors of the Company were put to Shareholders at the 2015 Annual General Meeting of the Company following a nomination by Ao-Zhong. After due consideration by Shareholders, the resolutions to elect Mr Wuming Wang, Mr Cungen Ding and Mr Neville Bergin as directors of the Company were not passed by Shareholders.

To the best of the knowledge of the Board, no circumstance has changed in the intervening period since the 2015 Annual General Meeting to warrant a change in that decision by Shareholders.

Accordingly, the Board recommends you vote against each of Resolution 5 – 7. The Chairman of the Meeting intends to vote undirected proxies against these Resolutions.

There is no voting exclusion applicable to the resolutions to be put to the spill meeting.

Shareholders should note that if sufficient resolutions are not passed with a 50% majority, then in the absence of any other consideration there is a potential that the entire existing Board, apart from the Managing Director, will be removed from office and the Company would have only one director. Under the Corporations Act, however, a public company such as Globe Metals & Mining Limited must have a minimum of three directors at all times. To avoid the possibility that this may not be the case, the Corporations Act provides that in the event that resolutions under the

spill meeting appointing at least 3 directors are not passed with a 50% majority then the unsuccessful nominees with the highest proportion of favourable votes will be appointed as directors, to make up the minimum number of three directors required under the Corporations Act.

GENERAL INFORMATION

Shareholders who require further information regarding the Meeting should contact the Company Secretary prior to the Meeting on (+61 8) (08) 9327 0700 during normal business hours in Western Australia.

GLOSSARY

In the Notice of AGM and in this Explanatory Memorandum:

AGM means the Annual General Meeting of the Shareholders.

ASX means ASX Limited ACN 008 624 691 or the securities exchange operated by it, as the context requires.

Board means the Board of Directors of the Company.

Company means Globe Metals & Mining Limited ACN 114 400 609.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Meeting or **General Meeting** means the general meeting of the Shareholders convened for the purposes of considering the Resolutions contained in the Notice of General Meeting (and any adjournment of the meeting).

Notice of General Meeting means the notice convening the Meeting

Proxy Form means the proxy form accompanying the Notice of General Meeting.

Resolutions means the resolutions contained in this Notice of General Meeting.

Share means a fully paid ordinary share in the Company and **Shares** has a corresponding meaning.

Shareholder means a person recorded in the Company's register as a holder of a Share or Shares.

CERTIFICATE OF APPOINTMENT OF CORPORATE REPRESENTATIVE

Shareholder Details

This is to certify that by a resolution of the Directors of:

…….. (***Company***),

Insert name of shareholder company

the Company has appointed:

…….

Insert name of corporate representative

in accordance with the provisions of section 250D of the *Corporations Act 2001*, to act as the body corporate representative of that company at the meeting of the members of GLOBE METALS & MINING LIMITED to be held on 24 February 2016 and at any adjournment/s of that meeting.

DATED …….. 2016

Please sign here

Executed by the Company in accordance with its constituent documents	)))	
..... Signed by authorised representative ..... Name of authorised representative (print) ..... Position of authorised representative (print)		..... Signed by authorised representative ..... Name of authorised representative (print) ..... Position of authorised representative (print)

Instructions for Completion

(1) Insert name of appointer Company and the name or position of the appointee (eg "John Smith" or "each director of the Company").

(2) Execute the Certificate following the procedure required by your Constitution or other constituent documents.

(3) Print the name and position (eg director) of each company officer who signs this Certificate on behalf of the company.

(4) Insert the date of execution where indicated.

Send or deliver the Certificate to the registered office of Globe Metals & Mining Limited Suite 1, Level 1, 35 Havelock Street, West Perth Western Australia 6005 or by post, PO Box 1811, West Perth WA 6872 or sent by facsimile to the registered office on 08 9327 0798.

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GLOBE METALS & MINING LIMITED

ACN: 114 400 609

«EFT_REFERENCE_NUMBER»

«Company_code»«Sequence_number»«Address_unknown»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

REGISTERED OFFICE:
SUITE 1
LEVEL 1, 35 HAVELOCK ST
WEST PERTH WA 6005

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
AUSTRALIA
770 Canning Highway, APPLECROSS WA 6153
AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code: GBE

Holder Number: «HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

VOTE ONLINE

Lodge your proxy vote securely at **www.securitytransfer.com.au**
1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

☐ The meeting chairperson **OR**

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the General Meeting of the Company to be held at 10:00am WST on Wednesday 24 February 2016 at Suite 1, Level 1, 35-37 Havelock Street, West Perth, Western Australia 6005 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of resolutions 1 to 4 and AGAINST resolutions 5 to 7. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain*
1. Election of Director - Ms Alice Wong	☐	☐	☐
2. Election of Director - Mr Alex Ko	☐	☐	☐
3. Election of Director - Mr Bo Tan	☐	☐	☐
4. Election of Director - Mr William Hayden	☐	☐	☐
5. Election of Director - Mr Wuming Wang	☐	☐	☐
6. Election of Director - Mr Cungen Ding	☐	☐	☐
7. Election of Director - Mr Neville Bergin	☐	☐	☐

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder	Security Holder 2	Security Holder 3
Sole Director & Sole Company Secretary	Director	Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 10:00am WST on Monday 22 February 2016.

My/Our contact details in case of enquiries are:

Name:

Number:

( )

1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and

b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Registrars Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX 535 Applecross WA 6953 AUSTRALIA
Street Address	Alexandrea House Suite 1, 770 Canning Highway Applecross WA 6153 AUSTRALIA
Telephone	+61 8 9315 2333
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.