GLOBE METALS & MINING LIMITED

ACN 114 400 609

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

AND

PROXY FORM

Date of Meeting

Wednesday 14 November 2018

Time of Meeting

11 am (Perth time)

Place of Meeting

137 Lake Street
Perth
Western Australia 6000

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NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF GLOBE METALS & MINING LIMITED, ACN 114 400 609, (the "COMPANY") WILL BE HELD AT 137 LAKE STREET, PERTH WA 6000 ON WEDNESDAY, 14 NOVEMBER 2018 AT 11 AM (WST)

AGENDA FOR MEETING

Item 1 of Business - Financial Statement and Reports

To receive and consider the annual financial report of the Company and the reports of the Directors and the Auditors for the financial year ended 30 June 2018.

***Short Explanation**: There is no requirement for shareholders to approve the Annual Report. The tabling of the Annual Report provides an opportunity for shareholders to ask any questions related to the Annual Report of the Company or make comment.*

Item 2 of Business - Resolution 1 – Adoption of Remuneration Report

To consider and if thought fit, to pass, with or without amendment, the following resolution as a non-binding ordinary resolution:

> "That, for the purposes of Section 250R(2) of the Corporations Act 2001 and for all other purposes, the remuneration report forming part of the Company's 2018 Annual Report (which is available at www.globemm.com.au) be adopted."

***Short Explanation**: The Annual General Meeting of a listed company must propose that the Remuneration Report be adopted by Shareholders.*

***Voting Exclusion**: A vote on this Resolution must not be cast (in any capacity) by or on behalf of the following persons:*

(a) a member of the Key Management Personnel, details of whose Remuneration are included in the Remuneration Report; or

(b) a Closely Related Party of such a member.

However, a person described above may vote on this Resolution if:

(c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and

(d) the vote is not cast on behalf of a person in sub-paragraphs (a) or (b) above.

Recommendation: The directors recommend you vote in favor of this resolution.

Item 3 of Business - Resolution 2 – Re-election of Ms Alice Wong as a Director

To consider and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

> "That, Ms Alice Wong, being a Director of the Company, retires by rotation in accordance with the Constitution of the Company and being eligible for re-election, be hereby re-elected as a Director of the Company."

Short Explanation*: Pursuant to Rule 11.3 of the Constitution, if the Company has 3 or more Directors, one third of the Directors (rounded to the nearest whole number) must retire at each Annual General Meeting. A director who retires in accordance with Rule 11.3 of the Constitution is eligible for re-election at the Annual General Meeting.*

Voting Exclusion*: Nil*

Recommendation: The directors (Ms Wong abstaining) recommend you vote in favor of this resolution.

Item 4 of Business - Resolution 3 – Re-election of Mr Alex Ko as a Director

To consider and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

> "That, Mr Alex Ko, being a Director of the Company, retires by rotation in accordance with the Constitution of the Company and being eligible for re-election, be hereby re-elected as a Director of the Company."

Short Explanation*: Pursuant to Rule 11.3 of the Constitution, if the Company has 3 or more Directors, one third of the Directors (rounded to the nearest whole number) must retire at each Annual General Meeting. A director who retires in accordance with Rule 11.3 of the Constitution is eligible for re-election at the Annual General Meeting.*

Voting Exclusion*: Nil*

Recommendation: The directors (Mr Ko abstaining) recommend you vote in favor of this resolution.

RESOLUTIONS ARE NOT INTERDEPENDENT

The resolutions in this Notice of AGM are not inter-dependent. This means that a resolution may be passed by Shareholders notwithstanding that one or more of the other resolutions are not passed by Shareholders.

OTHER BUSINESS

To transact any other business that may be legally brought before the meeting.

EXPLANATORY MEMORANDUM

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

Capitalised terms in this Notice of Annual General Meeting and in the Explanatory Memorandum are defined in the Glossary for the Explanatory Memorandum.

ENTITLEMENT TO VOTE

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 11am (Perth time) on Monday, 12 November 2018 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the shares at that time.

Holders of options issued by the Company who are not also Shareholders but who wish to vote as Shareholders at the Meeting are requested to lodge valid option exercise notices with the Company no later than 1 week before the Meeting, to allow sufficient time for the Shares to be issued by the Company.

CHAIR OF THE MEETING

It is proposed that the Chairperson of the Meeting for each of the Resolutions be Mr Alistair Stephens. It is the Chairperson's intention to vote undirected proxies (i.e. open proxies) which the Chairperson holds as proxy in favour of all resolutions.

PROXIES

Please note that:

(a) a member of the Company entitled to attend and vote at the Annual 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 137 Lake Street, Perth, WA 6000 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.

Corporate Representation

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.

Important information in respect of proxy voting on Resolution 1 (Remuneration Report).

The key management personnel (excluding the Chairperson of the meeting) of the Company and their closely related parties will not be able to vote as your appointed proxy on Resolution 1 unless you direct them how to vote. If you intend to appoint a member of the KMP (other than the Chairperson) or their closely related parties as your proxy, please ensure that you direct them how to vote on Resolution 1.

By order of the Board of Directors



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Mr Michael Fry
Company Secretary
5 October 2018

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

GLOBE METALS & MINING LIMITED

ACN 114 400 609

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Introduction to Explanatory Memorandum

This Explanatory Memorandum has been prepared to assist Shareholders to understand the business to be put to Shareholders at the Annual General Meeting.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of AGM. Shareholders should read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

The Glossary at the end of this Explanatory Memorandum contains the definitions of the capitalised terms in the Notice of AGM and this forms part of the Explanatory Memorandum.

If any Shareholder is in doubt as to how they should vote, then they should seek advice from their professional adviser before voting.

Financial Statements and Reports

The Annual Report is available for review by Shareholders at www.globemm.com or www.asx.com.au and will be tabled at the Meeting.

Whilst there is no requirement, and hence no formal resolution, for Shareholders to approve the Annual Report, Shareholders will be offered the opportunity to ask questions or make statements in relation to the Annual Report or the management of the Company, and to ask the Auditor or the Auditor's representative questions relating to the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

Shareholders may also submit written questions for the Auditor if the questions are relevant to the content of the audit report or the conduct of the audit of the Company's financial report for the period ended 30 June 2018. Relevant written questions for the Auditor must be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

A list of the relevant written questions together with responses will be made available to shareholders attending the meeting. They will also be placed on the Company's website.

Resolution 1: Adoption of Remuneration Report

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

The Remuneration Report is part of the Director's report contained in the Annual Report of the Company for the year ended 30 June 2018.

This report can also be found on the Company's website at www.globemm.com.

The Remuneration Report:

(a) explains the Company's remuneration principles relating to the nature and amount of the remuneration of Directors, senior managers and other group executives of the Company;

(b) discusses the relationship between such remuneration principles and the Company's performance; and

(c) sets out remuneration details for each Director and for each relevant executive of the Company.

By law, the Company is required to put the Remuneration Report to a vote by members at the Annual General Meeting. However, the vote on the resolution is advisory only and does not bind the Directors of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

Key Management Personnel and their Closely Related Parties are excluded from voting on this Resolution in certain circumstances as follows:

Voting Exclusions

The Company will disregard any votes cast (in any capacity) on Resolution 1, or on behalf of, a member of the Key Management Personnel listed in the Remuneration Report or a Closely Related Party of Key Management Personnel. However, the Company need not disregard a vote if the vote is not cast on behalf of a person described above and either:

(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or

(b) the voter is the chair of the meeting and the appointment of the chair as proxy:

  (i) does not specify the way the proxy is to vote on this resolution; and

  (ii) expressly authorises the chair to exercise the proxy even if this resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Closely Related Party is defined in the Corporations Act 2001 (Cth) and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the Key Management Personnel.

Recommendation

The Remuneration Report forms part of the Directors' Report, made in accordance with a unanimous resolution of the Directors. **Each of the Directors recommends the report to Shareholders for adoption.**

Resolution 2: To Re-elect Ms Alice Wong as a Director

Clause 11.3 of the Company's constitution requires that one third of the Directors in office (other than a Managing Director) must retire by rotation at each annual general meeting of the Company.

Ms Wong retires at the Meeting in accordance with the Company's constitution and, being eligible, has offered himself for re-election at the Meeting.

The profile of Ms Wong is as follows:

Ms Wong, a Hong Kong *national, is the sole shareholder and Director of Apollo Metals Investment Co. Ltd, the Company's 52.79% shareholder. Ms Wong commenced her career in audit with Pricewaterhouse before working in the investment banking industry in Hong Kong with large multinational companies BNP Paribas Peregrine, ABN AMRO Rothschild and Morgan Stanley, where she was involved in numerous IPOs, share placements, rights issues and bond issues for a vast range of clients. Ms Wong holds a Bachelor of Business Administration in Accounting and Finance from the University of Hong Kong and is a member of the American Institute of Certified Public Accountants (AICPA).*

Recommendation

The Board (Ms Wong abstaining) has considered Ms Wong's candidacy both in respect of her individual merits and contribution to the Board's composition and **recommends you vote in favour of M's Wong's election**. The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

Resolution 3: To Re-elect Mr Alex Ko as a Director

Clause 11.3 of the Company's constitution requires that one third of the Directors in office (other than a Managing Director) must retire by rotation at each annual general meeting of the Company. Mr Bill Hayden retires at the Meeting in accordance with the Company's constitution and, being eligible, has offered himself for re-election at the Meeting.

The profile of Mr Ko is as follows:

Mr Ko has over 30 years' experience in finance and investment banking. He has been a pioneer in the listing of Chinese equity offers through the Hong Kong Exchange including many high-profile government and private Chinese companies. He has held many independent non-executive director roles with Hong Kong listed companies in the transportation, electronics and environmental protection industries. Mr Ko is currently a Director, Joint-Chairman and group CEO of HKSE listed Mason Group Holdings Limited, a non-executive director of Petro-King Oilfield Services Limited, and a trustee of a not for profit schooling academy in the USA.

Recommendation

The Board (Mr Ko abstaining) has considered Mr Ko's candidacy both in respect of his individual merits and contribution to the Board's composition and **recommends you vote in favour of Mr Ko's election**. The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

General Information

Shareholders who require further information regarding the Meeting should contact the Company Secretary prior to the Meeting on (+61 8) (08) 9328 9368 during normal business hours in Western Australia.

GLOSSARY

In the Notice of AGM and in this Explanatory Memorandum:

Annual Report means the Company's Annual Report for 2018, including the financial statement, Directors' report and Auditor's report for the financial year ended 30 June 2018.

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

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.

Equity Securities has the meaning given to that phrase in Chapter 19 of the Listing Rules.

Explanatory Memorandum means this Explanatory Memorandum accompanying the Notice of AGM.

KMP means key management personnel.

Listing Rules means the listing rules published by the ASX.

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

Notice of AGM means the notice convening the Meeting and which accompanies this Explanatory Memorandum.

Option means an option to subscribe for a Share.

Proxy Form means the proxy form accompanying the Notice of AGM.

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.

Shareholder Approval means, the approval sought in respect of the Resolutions, as set out in the Notice of AGM.

Trading Day has the meaning given in Chapter 19 of the Listing Rules.

CORPORATE REPRESENTATIVE FORM

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 14 November 2018 and at any adjournment/s of that meeting.

DATED …….. 2018

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, 137 Lake Street, Perth Western Australia 6000 or by post, PO Box 1811, West Perth WA 6872 or sent by facsimile to the registered office on 08 6323 0418.

GLOBE METALS & MINING LIMITED

ACN: 114 400 609

REGISTERED OFFICE:
137 LAKE STREET
NORTHBRIDGE WA 6003

SHARE REGISTRY:
Security Transfer Australia Pty Ltd
All Correspondence to:
PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«EFT_REFERENCE_NUMBER»

«Company_code» «Sequence_number»

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

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 Annual General Meeting of the Company to be held at 11:00am WST on Wednesday 14 November 2018 at 137 Lake Street, Perth, Western Australia 6000 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 all the resolutions.
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. Adoption of Remuneration Report	☐	☐	☐
2. Re-election of Ms Alice Wong as a Director	☐	☐	☐
3. Re-election of Mr Alex Ko as a Director	☐	☐	☐

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 Australia Pty Ltd no later than 11:00am WST on Monday 12 November 2018.

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 Australia 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 Australia Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX 52 Collins Street West VIC 8007
Street Address	Suite 913, Exchange Tower 530 Little Collins Street Melbourne VIC 3000
Telephone	1300 992 916
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia 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 Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.