GLOBE METALS & MINING LIMITED

ACN 114 400 609

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11:00am (WST)

DATE: Wednesday, 20 November 2019

PLACE: 137 Lake Street, Perth, Western Australia 6000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional adviser(s) prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9328 9368.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 11:00am (WST) on Wednesday, 20 November 2019 at 137 Lake Street, Perth, Western Australia 6000.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders by 11:00am on Monday, 18 November 2019.

Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X (3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholder and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies, which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB (1) of the Corporations Act provides that an appointment of proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chair at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-Chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the Chair; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; and
  - the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Corporate representatives

If a representative of a corporate shareholder or a corporate proxyholder will be attending the Meeting, the representative will need to lodge an original (or certified copy certified by a notary) of the instrument under which he/she has been appointed 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.

To be valid an instrument of appointment under which a representative has been appointed as proxy must be to the satisfaction of the Directors.

A proxy must be signed, if the member is a corporation, under its common seal or under the hand of an authorised officer or attorney.

Other Information

Resolutions are not interdependent

The resolutions in this Notice of Meeting 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.

Chairperson 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, except Resolution 2: Spill Meeting Resolution.

BUSINESS OF THE MEETING

Notice is hereby given that the Meeting of Shareholders will be held at 11:00am (WST) on Wednesday, 20 November 2019 at 137 Lake Street, Perth, Western Australia 6000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and the Explanatory Statement are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

1. ANNUAL REPORT

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2019 (**2019 Annual Report**), which includes the Directors' Report, the Remuneration Report, Financial Statements, Notes to the Financial Statements and the independent Auditor's Report.

Short Explanation: There is no requirement for Shareholders to approve the 2019 Annual Report. The tabling of the 2019 Annual Report provides an opportunity for Shareholders to ask questions related to the 2019 Annual Report or make comment.

2. 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 purpose of Section 250R (2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's 2019 Annual Report."*

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

Note: This resolution is advisory only and does not bind the Company or its Directors. The Directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting when reviewing the Company's remuneration policies.

Voting Exclusion Statement: Pursuant to section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf, a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of a member of the Key Management Personnel (each, an **Excluded Person**).

However, the Excluded Person may cast a vote on this Resolution if:

(a) the vote is not cast on behalf of another Excluded Person and they have appointed as proxy by writing that specifies how the proxy is to vote on the resolution; or

(b) the Excluded Person is the Chair and the appointment of the Chair does not specify the way the proxy is to vote on this Resolution, and expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Recommendation: The directors recommend you vote <u>in favour</u> of this resolution.

3. RESOLUTION 2 – SPILL MEETING RESOLUTION

Note: This resolution will only be moved and put to the meeting if at least 25% of the eligible votes cast on Resolution 1 are against the adoption of the remuneration report.

If at least 25% of the eligible cast votes on Resolution 1 are against the adoption of the remuneration report, to consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That,

a. *another general meeting of the Company (the Spill Meeting) be held within 90 days of the passing of this resolution;*

b. *all of the Directors in office when the Board resolution to make the Directors' Report for the financial year ended 30 June 2019 was passed excluding the Company's Managing Director (such Directors being Alice Wong, Bill Hayden, Bo Tan and Alex Ko) and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*

c. *resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of the shareholders at the Spill Meeting.*"

Voting Exclusion Statement: Pursuant to section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf, a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of a member of the Key Management Personnel (each, an **Excluded Person**).

However, the Excluded Person may cast a vote on this Resolution if:

(a) the vote is not cast on behalf of another Excluded Person and they have appointed as proxy by writing that specifies how the proxy is to vote on the resolution; or

(b) the Excluded Person is the Chair and the appointment of the Chair does not specify the way the proxy is to vote on this Resolution, and expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Recommendation: The directors recommend you vote <u>against</u> this resolution.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR BO TAN

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

> *"That, Mr Bo Tan, 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 Tan abstaining) recommend you vote in favour of this resolution.

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR BILL HAYDEN

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

> *"That, Mr Bill Hayden, 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 Hayden abstaining) recommend you vote in favour of this resolution.

Dated: 2 October 2019
By order of the Board of Directors



Mr Michael Fry
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

The Explanatory Statement should be read in conjunction with the Notice of Meeting.

Shareholders should read the Notice of Meeting and this Explanatory Statement carefully before deciding how to vote on the resolutions.

ANNUAL REPORT

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the 2019 Annual Report of the Company.

The Company will not provide a hard copy of the Company's 2019 Annual Report to Shareholders unless specifically requested to do so. The Company's 2019 Annual Report is available at www.globemm.com.

There is no requirement for Shareholders to approve the 2019 Annual Report.

Shareholders will be offered the following opportunities:

(i) to discuss the 2019 Annual Report.

(ii) to ask questions or make comment on the management of the Company.

(iii) to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

(i) the preparation and content of the auditor's report;

(ii) the conduct of the audit;

(iii) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(iv) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

The Corporations Act requires that at a company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

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 financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

1.2 Voting consequences

If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company.

If more than 50% of votes cast are in favour of the resolution, the company must convene a shareholder meeting within 90 days of the second annual general meeting ("Spill Meeting").

All of the directors of the company in office when the Board resolution to make the Directors' Report for the financial year ended 30 June 2019 was passed excluding the Company's Managing Director and who remain in office at the time of the Spill Meeting, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

1.3 Previous voting results

At last year's annual general meeting, shareholders holding 25% or more of the Company's shares cast votes against the adoption of the remuneration report. This resulted in what is referred to as a "first strike" under the executive remuneration provisions of the Corporations Act 2001.

If (and only if) the votes cast against the 2019 Remuneration Report represent at least 25% of the votes cast, the Company will receive a "second strike".

Under the Corporations Act 2001, if the Company receives a second strike, a resolution must immediately be put to shareholders, allowing shareholders, if they so choose, to pass a resolution to hold fresh elections for directors ("Spill Meeting Resolution").

Resolution 2 is the Spill Meeting Resolution. If Resolution 2 is passed, it will be necessary for the Board to convene a further general meeting ("Spill Meeting") of the Company within 90 days in order to consider the composition of the Board.

1.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Proxy	Directions given	No directions given
Key Management Personnel[1]	Vote as directed	Unable to vote[3]
Chair[2]	Vote as directed	Able to vote at discretion of Proxy[4]
Other	Vote as directed	Able to vote at discretion of Proxy

Notes:

[1] Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.

[2] Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).

[3] Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

[4] The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

1.5 Board recommendation

The Remuneration Report forms part of the Directors' Report, made in accordance with a unanimous resolution of the Directors. **The Board recommends that Shareholders vote in favour of Resolution 1**. The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

2. RESOLUTION 2 – SPILL MEETING RESOLUTION

This resolution will only be moved and put to the meeting if at least 25% of the eligible votes cast on Resolution 1 were against the adoption of the remuneration report i.e. there is a "second strike".

2.1 General

Under the Corporations Act 2001, if the Company receives a second strike, a resolution must immediately be put to shareholders, allowing shareholders, if they so choose, to pass a resolution to hold a Spill Meeting to enable a fresh election for directors.

If a Spill Meeting is held, the following directors will automatically vacate office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that meeting:

- Ms Alice Wong
- Mr William Hayden
- Mr Bo Tan
- Mr Alex Ko

Even if Mr Hayden and Mr Tan are re-elected at this Meeting, they will still need to stand to be re-elected at the Spill Meeting to remain in office after the Spill Meeting.

Following the Spill Meeting, those persons whose election or re-election as directors of the Company is approved will be the directors of the Company.

2.2 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Proxy	Directions given	No directions given
Key Management Personnel[1]	Vote as directed	Unable to vote[3]
Chair[2]	Vote as directed	Able to vote at discretion of Proxy[4]
Other	Vote as directed	Able to vote at discretion of Proxy

Notes:

[1] Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.

[2] Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).

[3] Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

[4] The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

2.3 Board recommendation

The Board recommends that Shareholders vote against of Resolution 2. The Chairman of the meeting intends to vote undirected proxies against this resolution.

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR - MR BO TAN

Clause 11.3 of the Company's constitution requires that one third of the Directors (rounded to the nearest whole number), to retire by rotation, other than a Managing Director, at each annual general meeting of the Company.

Listing Rule 14.4 prevents a Director from holding office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is the longer. In addition, Listing Rule 14.5 provides that a company that has directors must hold an election of directors each year.

Mr Tan retires at the Meeting in accordance with the Company's Constitution and Listing Rule 14.5 and, being eligible, has offered himself for re-election at the Meeting.

Qualifications and other material directorships

Mr Tan is a Canadian national who has over 15 years' experience as a senior manager and director in financial planning, reporting, investment, capital structure and industrial research.

Mr Tan has worked for companies such as Bohai Industrial Investment Fund, Lehman Brothers Asia and Macquarie Securities Asia, and across international markets in China, Hong Kong, Canada and USA.

Independence

Mr Tan has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board considers Mr Tan will be an independent director.

Board recommendation

The Board (Mr Tan abstaining) has considered Mr Tan's candidacy in respect of his individual merits and contribution to the Board's composition and supports the re-election of Mr Tan and **recommends that Shareholders vote in favour of Resolution 3**. The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR - MR BILL HAYDEN

Clause 11.3 of the Company's constitution requires that one third of the Directors (rounded to the nearest whole number), to retire by rotation, other than a Managing Director, at each annual general meeting of the Company.

Listing Rule 14.4 prevents a Director from holding office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is the longer. In addition, Listing Rule 14.5 provides that a company that has directors must hold an election of directors each year.

Mr Hayden retires at the Meeting in accordance with the Company's constitution and Listing Rule 14.5 and, being eligible, has offered himself for re-election at the Meeting.

Qualifications and other material directorships

Mr Hayden is a geologist with over 37 years' experience in the mineral exploration industry, much of which has been in Africa, South America and the Asia-Pacific region.

Mr Hayden was the co-founder and President of Ivanhoe Nickel and Platinum Ltd (now Ivanhoe Mines Ltd), a Canadian company which has assembled extensive mineral holdings in South Africa, and the Democratic Republic of Congo. Since 1983 Mr Hayden has worked

in a management capacity with several exploration and mining companies both in Australia and overseas.

Mr Hayden was President of Ivanhoe Philippines Inc and GovEx Uranium Inc, and a former director of Sunward Resources Ltd (TSX listed) and China Polymetallic Mining Ltd (HKSE listed). He is currently a director of Asia Pacific Mining Limited and Trilogy Metals Inc (TSX listed).

Independence

Mr Hayden has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board considers Mr Hayden will be an independent director.

Board recommendation

The Board (Mr Hayden abstaining) has considered Mr Hayden's candidacy in respect of his individual merits and contribution to the Board's composition and supports the re-election of Mr Hayden and **recommends that Shareholders vote in favour of Resolution 4**. The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

5. GENERAL INFORMATION

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

GLOSSARY

$ means Australian dollars

2019 Annual Report means the annual report of the Company and its controlled entities for the year ended 30 June 2019, including the Directors' Report, the Remuneration Report, Financial Statements, Notes to the Financial Statements and the independent Auditor's Report.

AGM or **Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the key Management Personnel means:

(a) a spouse or child of the member; or

(b) has the meaning given in section 9 of the Corporations Act.

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

Constitution means the Company's Constitution, as amended from time to time.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a current 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 Meeting.

KMP means the key management personnel of the Company and has the has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules published by the ASX.

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

Notice of Meeting means the notice convening the Meeting which accompanies the Explanatory Memorandum and Proxy Form.

Option means an option to subscribe for a Share.

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

Remuneration Report means the remuneration report contained in the Director's statement in the Company's 2019 Annual Report.

Share means a fully paid ordinary share in the capital of the Company.

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 Meeting.

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

WST means Western Standard Time as observed in Perth, Western Australia.

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 20 November 2019 and at any adjournment/s of that meeting.

DATED …….. 2019

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
PERTH 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
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«EFT_REFERENCE_NUMBER»

«Company_code» «Sequence_number»

MR SAMPLE
ADDRESS 1
ADDRESS 2
ADDRESS 3

Code: GBE

Holder Number:

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 20 November 2019 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 with the exception of Resolution 2: Spill Meeting Resolution.
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. Spill Meeting Resolution	☐	☐	☐
3. Re-election of Bo Tan as a Director	☐	☐	☐
4. Re-election of Bill Hayden 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 18 November 2019.

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

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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.