GLOBE METALS & MINING LIMITED

ACN 114 400 609

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

AND

PROXY FORM

Date of Meeting

Friday 28 November 2014

Time of Meeting

10 am (Perth time)

Place of Meeting

The Avon Room, Adina Hotel

33 Mounts Bay Road, Perth, Western Australia 6000

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF GLOBE METALS & MINING LIMITED ACN 114 400 609 ("GLOBE" or the "COMPANY") WILL BE HELD AT THE AVON ROOM, ADINA HOTEL, 33 MOUNTS BAY ROAD, PERTH, WESTERN AUSTRALIA 6000 ON 28 NOVEMBER 2014 AT 10 AM (PERTH TIME)

AGENDA FOR MEETING

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 2014.

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

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

> "That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the remuneration report forming part of the Company's 2014 Annual Report (which is available at www.globemetalsandmining.com.au) be adopted."

Item 2 of Business - Resolution 2 – Re-election of Mr Jingbin Tian as a Director

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

> "That, Mr Jingbin Tian, 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."

Item 3 of Business - Resolution 3 – Re-election of Ms Shasha Lu as a Director

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

> "That, Ms Shasha Lu, 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."

Item 4 of Business – Resolution 4 – 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 who was appointed by the Board of the Company and who retires in accordance with the Constitution of the Company and being eligible for election, be hereby elected as a Director of the Company."

Item 5 of Business - Resolution 5 – Approval of 10% placement facility

To consider and, if thought fit, pass, with or without amendment, the following resolution as a special resolution:

> "That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."

VOTING EXCLUSIONS FOR THE PURPOSES OF RESOLUTION 1

The Company will disregard any votes cast (in any capacity) on Resolution 1 by, or on behalf of, a member of the Key Management Personnel listed in the Remuneration Report ("**KMP**") or a KMP's closely related party. 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 KMP.

VOTING EXCLUSIONS FOR THE PURPOSES OF RESOLUTION 5

The Company will disregard any votes cast on Resolution 5 by any person who may participate in the issue of Equity Securities under the Placement Facility and any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if Resolution 5 is passed, and any associate (as defined in the Listing Rules) of those persons. However the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

(b) it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The proposed allottees of any Equity Securities under the Placement Facility are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

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 5pm (Perth time) on 26 November 2014 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 (ie. 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 Suite 2, Level 1, 16 Ord 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.

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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Ms Kerry Angel
Company Secretary
20 October 2014

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 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.globemetalsandmining.com.au or www.asx.com.au and will be tabled at the Meeting. There is no formal resolution to accept the contents of the Annual Report, but provision will be made for Shareholders to question the Directors and the Auditor should they so desire.

Whilst there is no requirement for Shareholders to approve the Annual Report, Shareholders will be offered the opportunity to ask questions or make statements in relation to these reports or the management of the Company but no formal resolution to adopt the reports will be put to Shareholders at the Meeting (save for Resolution 1 for the adoption of the remuneration report). Shareholders will also be given an opportunity 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 2014. 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.

Part 1 - Item 1 of Business - Resolution 1: Adoption of Remuneration Report

The Board submits its Remuneration Report for the year ended 30 June 2014 to Shareholders for consideration and adoption by way of non-binding resolution.

The Remuneration Report is set out in the Annual Report. This report can also be found on the Company's website at www.globemetalsandmining.com.au. 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.

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

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution that a further meeting is held at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

A voting exclusion applies to this item of business, as set out in the Notice of AGM.

Part 2 - Resolution 2: To Re-elect Mr Jingbin Tian as a Director

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 Jingbin Tian 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 Jingbin Tian is set out below.

Mr Jingbin Tian is Deputy Director of the Outward Investment Department of ECE. Prior to this he worked with Jiangsu International Tender Company and led a consulting team in the utilities sector for nearly ten years.

Jingbin holds both BA and MA degrees in Literature from Nanjing University, China and a LLM in International Commercial Law with distinction from Nottingham University, UK.

Part 3 - Resolution 3: To Re-elect Ms Shasha Lu as a Director

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 Shasha Lu retires at the Meeting in accordance with the Company's constitution and, being eligible, has offered herself for re-election at the Meeting.

The profile of Ms Shasha Lu is set out below.

Ms Lu holds an Executive Master of Business Administration (EMBA) from Nanjing University, as well as PhD in Medicine from the Tianjin University, China. Ms Lu has worked as a Postdoctoral fellow at the Karolinska Institute in Stockholm, Sweden and as a Visiting Scholar at the Geneva University during which time, she undertook some work in the World Health Organisation.

In 2008, Ms Lu Shasha joined ECE and became the Executive Director and CEO of Hong Kong East China Non-Ferrous Mineral Resources Co. Ltd. (HKECE) and Ao-Zhong International Resources Pty Ltd (Ao-Zhong), wholly owned subsidiaries of Jiangsu East China Non-ferrous Metals Investment Holding Co., Ltd. (ECE). HKECE and Ao-Zhong hold the foreign business interests of ECE. In January 2014, Ms Lu joined Shenghe Resources Holding Co. Ltd, a listed company on Shanghai Stock Exchange with a market capitalization of around $1.2 billion, and became a Director of Shenghe's investment platform.

Part 4 - Resolution 4: Election of Mr. Alex Ko as a Director

The Board appointed Mr. Alex Ko as a Director in February 2014.

The Company's constitution requires that a Director appointed by the Board to fill a casual vacancy must retire as a Director at the next annual general meeting of the Company.

Mr. Alex Ko therefore retires at the Annual General Meeting in accordance with the Company's constitution and, being eligible, offers himself for election by Shareholders at the Annual General Meeting.

The profile of Mr. Alex Ko is set out below.

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. He has strengths in finance and corporate governance.

Mr Ko is currently an advisor to Minmetals Capital Ltd Hong Kong, a non-executive Director of Termbray Petro-king Oilfield Services Limited, and a trustee of a not for profit schooling academy in the USA.

Part 5 – Resolution 5: Approval of 10% placement facility

General

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued ordinary share capital through placements over a 12 month period beginning after the annual general meeting (the "**Placement Facility**"). The Placement facility expires 12 months after approval at an annual general meeting. The Placement Facility is in addition to the eligible entity's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purpose of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company is an eligible entity, as it meets those requirements.

The Company is now seeking Shareholder Approval by way of a special resolution to have the ability to issue Equity Securities under the Placement Facility.

The exact number of Equity Securities which may be issued under the Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see Heading 8.2 paragraph (c) below).

8.2 Description of Listing Rule 7.1A

(a) Shareholder Approval

The ability to issue Equity Securities under the Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue the following classes of Equity Securities:

(a) Ordinary shares quoted on ASX;

(b) the following Options:

Grant Date	Expiry Date	Exercise Price	Number of Options
26-Oct-10	26-Oct-14	25 cents	200,000
29-Nov-10	29-Nov-14	26 cents	500,000
29-Nov-10	29-Nov-14	15 cents	600,000
28-Dec-12	31-Jan-15	0.1 cents	3,000,000
28-Dec-12	31-Jan-15	0.1 cents	800,000
1-Jul-13	31-Dec-17	10 cents	1,000,000
1-Jul-13	31-Dec-18	15 cents	1,000,000
1-Jul-13	31-Dec-19	20 cents	1,000,000
1-Jul-13	31-Dec-20	25 cents	1,000,000
		Total:	**9,100,000**

(c) Formula for calculating Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the Placement Facility Period (see Heading 8.2 paragraph (f) below), a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A = the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:

(a) plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;

(b) plus the number of partly paid ordinary shares that become fully paid in the 12 months;

(c) plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of ordinary shares under Listing Rules 7.1 and 7.4;

(d) less the number of fully paid ordinary shares cancelled in the 12 months.

(*Note that "A" above has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.*)

D = 10%

E = the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice of AGM, the Company has on issue 469,729,062 Shares and Variable "A" for the purposes of the formula in Listing Rule 7.1 and in Listing Rule 7.1A is 469,729,062 Shares. Therefore the Company has a capacity to issue:

(a) 70,459,359 Equity Securities under Listing Rule 7.1 calculated as 15% of 469,729,062; and

(b) subject to shareholder approval being obtained under Resolution 5, 46,972,906 Equity Securities under Listing Rule 7.1A, calculated as 10% of 469,729,062 Shares.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (see Heading 8.2 paragraph (c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAMP (volume weighted average market price) of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(a) the date on which the price at which the Equity Securities are to be issued is agreed; or

(b) if the Equity Securities are not issued within five Trading Days of the date referred to in paragraph (a) above, the date on which the Equity Securities are issued.

(f) 10% placement period

Shareholder approval of the Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

(a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or

(b) the date of the approval by shareholders of a transaction under Listing Rule 11.1.1 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**Placement Facility Period**).

8.3 Listing Rule 7.1A

The effect of this Resolution will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the Placement Facility Period in addition to using the Company's 15% placement capacity under Listing Rule 7.1.

This Resolution is a special resolution and therefore requires approval of at least 75% of the votes cast by Shareholders entitled to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) on the Resolution.

8.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, this following information is provided in relation to the Shareholder Approval of the Placement Facility, to the extent that such information is not disclosed elsewhere in this Explanatory Memorandum:

(a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAMP (volume weighted average market price) for the Company's Equity Securities in the same class over the 15 Trading Days on which trades in that class were recorded immediately before:

(1) the data on which the price at which the Equity Securities are to be issued is agreed: or

(2) if the Equity Securities are not issued within five Trading Days of the date referred to in paragraph (1) above, the date on which the Equity Securities are issued.

(b) If this Resolution is approved by Shareholders and the Company issues Equity Securities under the Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below (in the case of quoted options, only if the quoted options are exercised). There is a risk that:

(1) The market price for the Company's Equity Securities in the same class may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

(2) The Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities in the same class on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the risk of voting dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice of AGM.

The table also shows:

(1) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issues or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(2) two examples of where the issue price of Shares has decreased by 50% and increased 100% as against the current market price.

Variable 'A' in formula in Listing Rule 7.1A.2		**Issue Price**		
		\$0.020 **50% decrease in issue price**	\$0.040 **Issue price**	\$0.080 **100% increase in issue price**
Current Variable 'A' 469,729,062 Shares	10% voting dilution	46,972,906 Shares	46,972,906 Shares	46,972,906 Shares
	Funds raised	\$939,458	\$1,878,916	\$3,757,832
50% increase in current Variable 'A' 704,593,593 Shares	10% voting dilution	70,459,359 Shares	70,459,359 Shares	70,459,359 Shares
	Funds raised	\$1,409,187	\$2,818,374	\$5,636,749
100% increase in current Variable 'A' 939,458,124 Shares	10% voting dilution	93,945,812 Shares	93,945,812 Shares	93,945,812 Shares
	Funds raised	\$1,878,916	\$3,757,832	\$7,515,665

The table has been prepared on the following assumptions:

(a) The Company issues the maximum number of Equity Securities available under the Placement Facility.

(b) No current options (including options issued under the Placement Facility) are exercised resulting in Shares being issued before the date of the issue of the Equity Securities.

(c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(c) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements pursuant to the Placement Facility, based on that Shareholder's holding at the date of the Meeting.

(d) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A and no other issues of Equity Securities.

(e) The issue of Equity Securities under the Placement Facility consists only of Shares. If the issue of Equity Securities includes options, it is assumed those options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

(f) The issue price is $0.040 being the closing ASX price of the Shares on the ASX on 8 October 2014.

(c) The Company will only issue and allot Equity Securities during the Placement Facility Period. The approval under this Resolution for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(d) The Company may seek to issue the Equity Securities for the following purposes:

(1) non-cash consideration for the acquisition of new assets and investments. In such circumstances, the Company will provide a valuation of the non-cash consideration as referred to in the Note to Listing Rule 7.1A.3; or

(2). cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), continued exploration expenditure on the Company's current assets and/or general working capital.

(e) The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

(f) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Placement Facility. The identity of the allottees of Equity Securities and the number of Equity Securities allotted to each will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:

(1) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which the existing security holders can participate;

(2) the effect of the issue of the Equity Securities on the control of the Company;

(3) the financial situation and solvency of the Company; and

(4) advice from corporate, financial and broking advisers (if applicable).

The allottees under the Placement Facility have not been determined as at the date of this Notice of AGM but may include existing substantial Shareholders and/or new Shareholders who are not related parties (as defined in the Corporations Act) or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the Placement Facility will be the vendors of the new assets or investments or the nominee of such vendors.

(g) The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 18 November 2013 (**Previous Approval**).

The Company has not issued any securities pursuant to the Previous Approval.

In the last 12 months preceding the date of the Meeting, the Company issued a total of 249,389,931 Equity Securities which represent 96% of the total number of Equity Securities on issue at the commencement of that 12 month period. The Company issued the following Equity Securities in the 12 months preceding the date of this meeting;

- 9/12/2013 – 3,406,320 fully paid ordinary shares were issued to eligible shareholders under the Company's non-renounceable rights issue. The issue price was 4.5 cents per share and the share price on the day of issue was 4.2 cents. The Company raised $153,284.40 before costs from this issue.
- 9/12/2013 – 216,932,811 fully paid ordinary shares were issued to the underwriter of the Company's non-renounceable rights issue, Apollo Metals Investment Company Limited. The issue price was 4.5 cents per share and the share price on the day of issue was 4.2 cents. The Company raised $9,761,976.50 before costs from this issue.
- 18/12/2013 – 29,050,800 fully paid ordinary shares were issued to Apollo Metals Investment Company Limited on the conversion of Convertible Notes after shareholders approved the noteholder as underwriter of the rights issue (under section 611, item 7 of the Corporations Act) at the Company's 2013 annual general meeting. The issue price per share was 5.5 cents and the share price on the day of issue was 4.0 cents. The Company raised $1,597,794 before costs from this issue.

The funds raised from the above issues increased Globe's cash reserves at the end of December 2013 to $22 million. At the end of September 2014, Globe had cash reserves of $18 million. During this period funds were used on the bulk sample collection, engineering optimisation, and demonstration plant for the Kanyika project, on exploration activities on Globe's other projects, and assessment of project acquisitions, business opportunities and working capital. Globe will continue its normal line of business activity in the use of these funds.

A voting exclusion statement is included in the Notice of AGM. At the date of the Notice of AGM, the Company has not approached any particular existing Shareholder or security holder or identifiable class of existing security holder to participate in the issue of the Equity Securities. No Shareholder's votes will therefore be excluded under the voting exclusion statement in the Notice of AGM.

This Resolution is a special resolution.

The Directors recommend that shareholders vote in favour of this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Part 6 - 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:

Annual Report means the Company's Annual Report for 2014, including the financial statement, Directors' report and Auditor's report for the financial year ended 30 June 2014.

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 28 November 2014 and at any adjournment/s of that meeting.

DATED …….. 2014

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 2, Level 1, 16 Ord 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.



Globe Metals & Mining

ACN: 114 400 609

« REF No.»

«HOLDER_NAME»
«ADDRESS_LINE_1»
«ADDRESS_LINE_2»
«ADDRESS_LINE_3»
«ADDRESS_LINE_4»
«ADDRESS_LINE_5»

REGISTERED OFFICE:
LEVEL 1
SUITE 2, 16 ORD STREET
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:

Holder Number: «HOLDER_No.»

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 Proxy ID: «ONLINE PRX ID»

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 10:00 am (WST) on Friday 28th November 2014 at The Avon Room, Adina Hotel 33 Mounts Bay Road, 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.

RESOLUTIONS	FOR	AGAINST	ABSTAIN*
1. Adoption of Remuneration Report	☐	☐	☐
2. Re-election of Mr Jingbin Tian as a Director	☐	☐	☐
3. Re-election of Ms Shasha Lu as a Director	☐	☐	☐
4. Election of Mr Alex Ko as a Director	☐	☐	☐
5. Approval of 10% placement facility	☐	☐	☐

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 Secretary	Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 10:00 am (WST) on Wednesday 26th November 2014.

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 you wish to appoint the chairperson of the Meeting as your Proxy please mark "X" in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the Chairperson as your 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.