GLOBE METALS & MINING LIMITED

ACN 114 400 609

NOTICE OF GENERAL MEETING

TIME: 2:00pm (WST)

DATE: Wednesday, 14 September 2022

PLACE: 45 Ventnor Avenue, West Perth, Western Australia

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 6118 7240.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 2:00pm (WST) on Wednesday, 14 September 2022 at 45 Ventnor Avenue, West Perth, Western Australia.

The Company has been closely monitoring the impact of the COVID-19 virus in Western Australia and following guidance from the Federal and State Governments. Having considered the current circumstances, the Directors have made the decision that a physical meeting will be held allowing Shareholders to attend the Meeting in person should they desire. The Company advises that a poll will be conducted for each of the Resolutions and strongly encourages Shareholders to lodge a directed proxy form prior to the Meeting, particularly if you will not be attending.

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 4:00pm (WST) on Monday, 12 September 2022.

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.

Shareholders and their proxies should be aware 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 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 (ie, 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 (ie, 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 (ie, 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 copy certified by a notary) of the instrument under which he/she has been appointed at the Registered Office of the Company at Unit 1, 26 Elliott Street, Midvale, Western Australia, 6056 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

Resolution1 is not interdependent

Resolution 1 is not interdependent on any other Resolution in this Notice of Meeting being passed. This means that Resolution 1 may be passed by Shareholders notwithstanding that one or more of the other Resolutions are not passed by Shareholders.

Resolutions 3 to 6 are interdependent on Resolution 2 being passed

Resolutions 3 to 6 are interdependent on Resolution 2 being passed. This means that

Resolutions 3 to 6 will not be passed if Resolution 2 is not passed by Shareholders.

Chairperson of the Meeting

It is proposed that the Chairperson of the Meeting for each of the Resolutions be Mr Michael Barrett. It is the Chairperson's intention to vote undirected proxies (ie, open proxies) which the Chairperson holds as proxy in favour of all Resolutions.

BUSINESS OF THE MEETING

Notice is hereby given that the Meeting of Shareholders will be held at 2:00pm (WST) on Wednesday, 14 September 2022 at 45 Ventnor Avenue, West Perth, Western Australia.

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. RESOLUTION 1 – APPROVAL TO ISSUE SHARES TO RELATED PARTY – BO TAN

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 208 of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue Shares to Bo Tan (or his nominee(s)) under the Loan Agreement on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see further below.

2. RESOLUTION 2 – ADOPTION OF EMPLOYEE SHARE OPTION PLAN

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

> *"That, for the purpose of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled "Employee Share Option Plan" and for the issue of securities under the Employee Share Option Plan, on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see further below.

3. RESOLUTION 3 – APPROVAL TO ISSUE OPTIONS TO RICKY LAU

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

> *"That, subject to the passing of Resolution 2, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14, and for all other purposes, approval is given for the Company to issue 1,250,000 Options to Ricky Lau (or his nominee(s)) under the Employee Share Option Plan on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see further below.

4. RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS TO BO TAN

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

> *"That, subject to the passing of Resolution 2, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14, and for all other purposes, approval is given for the Company to issue 1,250,000 Options to Bo Tan (or his nominee(s)) under the Employee Share Option Plan on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see further below.

5. RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS TO MICHAEL BARRETT

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

> *"That, subject to the passing of Resolution 2, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14, and for all other purposes, approval is given for the Company to issue 1,250,000 Options to Michael Barrett (or his nominee(s)) under the Employee Share Option Plan on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see further below.

6. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO MICHAEL CHOI

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

> *"That, subject to the passing of Resolution 2, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14, and for all other purposes, approval is given for the Company to issue 1,250,000 Options to Michael Choi (or his nominee(s)) under the Employee Share Option Plan on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see further below.

Dated: 12 August 2022
By order of the Board of Directors

Mr Paul Hardie
Company Secretary

VOTING EXCLUSION STATEMENTS AND VOTING PROHIBITION STATEMENTS

Voting Exclusion Statements:

The Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 1 – Approval to issue Shares to Related Party – Bo Tan	Bo Tan (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities) or any associates of those persons.
Resolution 2 – Adoption of Employee Share Option Plan	Any person who is eligible to participate in the Employee Share Option Plan or an associate of a person who is eligible to participate in the Employee Share Option Plan.
Resolutions 3 to 6 – Approval to issue Options to Directors	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Share Option Plan or any associates of those persons.

However, the above does not apply to a vote cast in favour of a Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

  (ii) the holder votes on the Resolution in accordance with directors given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on each of Resolutions 1 to 6 must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the relevant Resolution would permit a financial benefit to be given, or any of their associates (**Restricted Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the relevant Resolution and it is not cast on behalf of any Restricted Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on any of Resolutions 1 to 6 if:

(a) the proxy is either:

  (i) a member of the Company's KMP; or

  (ii) a Closely Related Party of those KMP; and

(b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, provided the Chair is not a Restricted Party, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(bi) the appointment expressly authorises the Chair to exercise the proxy even if the relevant Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

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.

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.

1. RESOLUTION 1 – APPROVAL TO ISSUE SHARES TO RELATED PARTY – BO TAN

1.1 Background

On 11 March 2022, the Company announced that it had entered into a loan agreement for $1 million with Bo Tan, a director of the Company (**Loan Agreement**).

1.2 Key terms of the Loan Agreement

Pursuant to the Loan Agreement, Mr Tan has provided the Company with an unsecured loan facility of $1 million for the purpose of providing working capital flexibility to the Company and supporting the advancement of the Company's Kanyika Niobium Project. Interest of 8% per annum on the loan amount, capitalised monthly and calculated on a daily basis on a year of 365 days applies under the Loan Agreement.

The Loan Agreement provides that, subject to the approval of Shareholders, the Company may elect to convert some or all of the amount owing under the Loan Agreement (ie, the principal amount plus interest) into Shares, by the issue of Shares to Mr Tan at a deemed issue price of 6.35 cents per Share.

The Company has further agreed to repay the amount owing under the Loan Agreement to Mr Tan on 15 September 2022, unless conversion of that amount into Shares has already occurred. If the loan is not repaid in full (or converted into Shares) by 15 September 2022, interest thereon will default to 20% per annum.

On 4 August 2022, Mr Tan agreed to provide a further loan facility to the Company in the amount of $500,000, by way of a second tranche, on substantially identical terms as the Loan Agreement, including a term of 6 months and an interest rate of 8% per annum (**Second Loan Agreement**). The effect of this transaction is that, in addition to the Shares to be issued pursuant to Resolution 1, additional Shares will be issued to Mr Tan at 6.35 cents per Share should the Company elect to repay some or all of the amount owing under the Second Loan Agreement by the issue of Shares. The Company will convene a separate general meeting in due course for Shareholders to consider and vote on the conversion of any amount owed under the Second Loan Agreement into Shares.

1.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

For the purposes of Chapter 2E of the Corporations Act, the issue of the Shares on conversion of the amount owing under the Loan Agreement constitutes the giving of a financial benefit to Mr Tan, who is a related party of the Company by virtue of him being a Director.

It is the view of the Directors (other than Mr Tan) that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply to the conversion of the amount owing under the Loan Agreement. Accordingly, Shareholder approval is sought for the issue of Shares to Mr Tan for the purposes of section 208 of the Corporations Act.

1.4 Listing Rule 10.11

Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in Listing Rule 10.12 applies.

It is the view of the Directors (other than Bo Tan) that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the issue of Shares to Mr Tan for the purposes of Listing Rule 10.11.

1.5 Technical information required by section 219 of the Corporations Act and Listing Rule 10.13

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act and Listing Rule 10.13, the following information is provided in relation to the proposed issue of Shares to Bo Tan:

(a) the related party is Bo Tan by virtue of him being a Director;

(b) the maximum number of Shares to be issued to Bo Tan (being the nature of the financial benefit being provided) will be calculated by dividing the amount outstanding under the Loan Agreement by the deemed issue price of 6.35 cents per Share. At the date of this Notice of Meeting, the amount outstanding under the Loan Agreement is $1,034,224.74, which equates to 16,287,004 Shares;

(c) the Shares will be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares;

(d) the Shares will be issued to Bo Tan no later than one month after the date of the Meeting (or such later date as is permitted by any ASX waiver or modification of the ASX Listing Rules), and it is anticipated that all Shares will be issued on the same date;

(e) the Shares will be issued for the conversion of the amount owing under the Loan Agreement, at a deemed issue price of 6.35 cents per Share. The deemed issue price represents a 5% discount to the volume weighted average price of the Company's Shares trading on ASX between 2 March 2022 and 8 March 2022 (being 5 trading days prior to the date the Loan Agreement was executed by the Company);

(f) the Company will not receive any funds upon the issue of the Shares as they are issued in consideration for the conversion of the amount owing under the Loan Agreement (converting a debt owed by the Company into equity, thereby reducing the Company's debt);

(g) the funds advanced by Bo Tan pursuant to the Loan Agreement are being used by the Company to provide working capital flexibility, and to support the advancement of the Company's Kanyika Niobium Project;

(h) the Shares are not intended to remunerate or incentivise Bo Tan;

(i) Bo Tan holds no relevant interest in any Equity Securities as at the date of this Notice of Meeting;

(j) the remuneration and emoluments from the Company to Bo Tan for the prior financial year and the proposed remuneration for the current financial year are set out below:

Related party	**Current Financial Year (ending 30 June 2023)**	**Prior Financial Year (ended 30 June 2022)**
Bo Tan	$58,000	58,000

(k) if the amount outstanding under the Loan Agreement is converted into Shares at a conversion price that is less than the price of the Shares that are currently trading on ASX, there may be a perceived cost to the Company. The Board resolved to issue the Shares, subject to Shareholder approval, on the terms and conditions set out in this Notice of Meeting at a time when the Shares were trading on ASX at a price on or around the conversion price under the Loan Agreement. The Board resolved to issue the Shares to Bo Tan when the previous closing price of Shares on ASX was 6.7 cents;

(l) the trading history of the Shares on ASX in the 12 months before the date of this Notice of Meeting is set out below:

Trading	**Share Price**	**Date**
Highest	$0.195	19 August 2021
Lowest	$0.063	7 March 2022
Last	$0.083	21 July 2022

(m) the primary purpose of the issue of the Shares to Bo Tan is to convert the outstanding loan amount provided under the Loan Agreement, which is a debt owing by the Company, to equity, thereby reducing the Company's debt. The loan was provided at a time when the Company needed to secure such funds for the purpose of providing it with the working capital flexibility and at a time when it has continued to tender and bid for new work in accordance with its stated business objectives;

(n) if Resolution 1 is passed, the Company will be able to proceed with the issue of Shares to Mr Tan, calculated as 16,287,004 Shares as at the date of this Notice of Meeting, which has the potential to increase the number of Shares on issue from 465,922,373 to 482,209,377 (assuming no other Shares are issued), with the effect that the shareholdings of existing Shareholders will be diluted by approximately 3.38%. Mr Tan declines to make a recommendation to Shareholders in relation to Resolution 1 due to his material personal interest in the outcome of the Resolution on the basis that he will be issued the Shares should Resolution 1 be passed. Further, Mr Tan did not vote on the proposal for the Company to enter into the Loan Agreement at the relevant Board meeting;

(o) the Directors, other than Bo Tan, recommend that Shareholders vote in favour of Resolution 1 for the reasons set out below:

(i) the issue of the Shares to Bo Tan will align the interests of Bo Tan with those of Shareholders;

(ii) the issue of the Shares will also extinguish the liability of the Company to repay the amounts owing under the Loan Agreement upon issue of the Shares;

(iii) the issue of the Shares is a reasonable and appropriate method to provide cost effective consideration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of consideration were used to service the loan; and

(iv) the Board does not consider that there are any significant opportunity costs to the Company, or benefits foregone by the Company, in issuing the Shares to Bo Tan on the terms proposed;

(p) with the exception of Bo Tan, no other Director has a personal interest in the outcome of Resolution 1;

(q) in forming their recommendations, each Director also considered the current market price of the Shares, the current market practices when determining the number of Shares to be issued as well as the conversion price of the loan;

(r) section 1.2 of this Explanatory Statement contains a summary of the material terms of the Loan Agreement under which the Shares are proposed to be issued;

(s) a voting exclusion statement has been included in respect of Resolution 1; and

(t) the Directors are not aware of any other information that would reasonably be required by Shareholders to allow them to make a decision as to whether it is in the best interests of the Shareholders to pass Resolution 1.

1.6 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Shares within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and the amount outstanding under the Loan Agreement will be reduced to nil. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares (because approval is being sought under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the Shares to Bo Tan and the full amount outstanding under the Loan Agreement will become due and payable by the Company on 15 September 2022.

1.7 Voting intention

The Chair intends to vote all undirected proxies in favour of Resolution 1.

2. RESOLUTION 2 – ADOPTION OF EMPLOYEE SHARE OPTION PLAN

2.1 Overview

Resolution 2 seeks Shareholder approval for the adoption of the employee incentive scheme titled "Employee Share Option Plan" (**Employee Share Option Plan**) in accordance with ASX Listing Rule 7.2 (Exception 13(b)).

The Company does not currently have an employee incentive scheme in place and wishes to adopt one to provide Options as incentives to its employees.

The objective of the Employee Share Option Plan is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the Employee Share Option Plan and the future issue of Options under the Employee Share Option Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

The Employee Share Option Plan will operate in accordance with ASIC class order CO 14/1000.

2.2 Listing Rules 7.1 and 7.2 (Exception 13(b))

Broadly, and subject to a number of exceptions, Listing Rule 7.1 limits the number of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within 3 years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of Equity Securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 2 is passed, the Company will be able to issue Options under the Employee Share Option Plan to eligible participants of the Employee Share Option Plan over a period of 3 years. The issue of any such Options to eligible participants under the Employee Share Option Plan (up to the maximum number of Options stated in section 2.3) will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Options under the Employee Share Option Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 2 is not passed, the Company may still issue Options to key personnel other than Directors on the terms set out in Schedule 1, however those Equity Securities will count towards the Company's 15% placement capacity under Listing Rule 7.1.

2.3 Technical information required by Listing Rule 7.2 (Exception 13(b))

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13(b)), the following information is provided in relation to Resolution 2:

(a) a summary of the key terms of the Employee Share Option Plan is set out in Schedule 1;

(b) the Company has not issued any Options under the Employee Share Option Plan as this is the first time that Shareholder approval is being sought for the adoption of the Employee Share Option Plan; and

(c) the maximum number of Equity Securities proposed to be issued under the Employee Share Option Plan, following Shareholder approval, is 23,000,000 Options which equates to approximately 5% of the Company's current issued capital as at the date of this Notice of Meeting (excluding any Equity Securities proposed to be issued under Resolution 1 and Resolutions 3 to 6).

2.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 2.

2.5 Voting intention

The Chair intends to vote all undirected proxies in favour of Resolution 2.

3. RESOLUTIONS 3 TO 6 – APPROVAL TO ISSUE OPTIONS TO DIRECTORS

3.1 General

The Company has agreed, subject to obtaining Shareholder approval to adopt the Employee Share Option Plan (Resolution 2), to issue a total of 5,000,000 Options (as set out in the table below) to each of Mr Lau, Mr Tan, Mr Barrett, and Mr Choi (or their nominee(s)) (together, the **Proposed Recipient Directors**) pursuant to the Employee Share Option Plan.

The Company proposes to issue the Options as follows:

Director	Number
Ricky Lau	1,250,000
Bo Tan	1,250,000
Michael Barrett	1,250,000
Michael Choi	1,250,000

The Options are being issued to incentivise and reward the Proposed Recipient Directors.

The number of Options to be issued to the Proposed Recipient Directors is determined based on the experience of the relevant Director, the nature and scale of the role of the relevant Director, and to provide ongoing equity incentives to advance the Company and its assets.

3.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party of that public company unless one of a number of exceptions applies.

The issue of Options to the Proposed Recipient Directors constitutes the giving of a financial benefit and each of the Proposed Recipient Directors is a related party of the Company by virtue of being a Director. It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the issue of Options to each of the Proposed Recipient Directors and the Company will not issue the Options unless Shareholder approval is granted.

3.3 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit a director to acquire Equity Securities under an employee incentive scheme without the approval of the holders of its ordinary securities.

The issue of Options to the Proposed Recipient Directors falls within Listing Rule 10.14 and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolutions 3 to 6 seek Shareholder approval for the issue of the Options to the Proposed Recipient Directors for the purposes of Listing Rule 10.14.

3.4 Technical information required by Listing Rule 14.1A

If Resolutions 3 to 6 are passed, the Company will be able to proceed with issuing the Options to the Proposed Recipient Directors under the Employee Share Option Plan within 3 years after the date of the Meeting (or such later date as permitted by an ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Options (because approval is being obtained under Listing Rule 10.14), the issue of the Options will not use up any of the Company's 15% placement capacity under Listing Rule 7.1.

If Resolutions 3 to 6 are not passed, the Company will not be able to proceed with the issue of the Options to the Proposed Recipient Directors and alternative forms of remuneration may need to be negotiated.

3.5 Technical information required by Listing Rule 10.15 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.15 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 3 to 6:

(a) the related parties are Ricky Lau, Bo Tan, Michael Barrett, and Michael Choi (or their respective nominee(s)), who each fall within the category set out in Listing Rule 10.14.1 by virtue of being Directors;

(b) the maximum number of Options to be issued to the Proposed Recipient Directors (being the nature of the financial benefit provided) is 5,000,000, comprising:

  (i) 1,250,000 Options to Ricky Lau (or his nominee(s));

  (ii) 1,250,000 Options to Bo Tan (or his nominee(s));

  (iii) 1,250,000 Options to Michael Barrett (or his nominee(s)); and

  (iv) 1,250,000 Options to Michael Choi (or his nominee(s));

(c) as this is the first time that Shareholder approval is being sought for the adoption of the Employee Share Option Plan, no Options have been previously issued under the Employee Share Option Plan;

(d) a summary of the material terms and conditions of the Options is set out in Schedule 2 and a summary of the material terms and conditions of the Employee Share Option Plan is set out in Schedule 1;

(e) the Options will be issued to the Proposed Recipient Directors no later than one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue of the Options will occur on the same date;

(f) the Options will be issued for nil cash consideration and accordingly no funds will be raised (other than in respect of funds received on exercise of the Options);

(g) the value of the Options and the pricing methodology is set out in Schedule 3;

(h) each of the Proposed Recipient Directors hold no Equity Securities as at the date of this Notice of Meeting:

(i) the current total remuneration package of each of the Proposed Recipient Directors and their associates for the prior financial year, and the proposed remuneration for the current financial year (excluding the Options), is set out below:

Related party	**Current Financial Year (ending 30 June 2023)**	**Prior Financial Year (ended 30 June 2022)**
Ricky Lau	$57,000	$57,000
Bo Tan	$58,000	$58,000
Michael Barrett (1)	$58,000	$30,510
Michael Choi (2)	$57,000	$29,984

(1) Mr Barrett was appointed as a Director on 17 December 2021. Entitlement to fees in Prior Financial Year is a pro rata amount from the date of appointment until 30 June 2022.
(2) Mr Choi was appointed as a Director on 17 December 2021. Entitlement to fees in Prior Financial Year is a pro rata amount from the date of appointment until 30 June 2022.

(j) if all Options granted to the Proposed Recipient Directors are exercised, a total of 5,000,000 Shares would be allotted and issued. This will increase the number of Shares on issue from 465,922,373 to 470,922,373 (assuming no other Options are exercised and no other Shares are issued, including under Resolution 1, if approved) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.06%;

The market price of Shares during the term of the Options would normally determine whether or not the Options are exercised. If, at a time any of the Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company;

(k) the trading history of the Shares on ASX in the 12 months before the date of this Notice of Meeting is set out below:

Trading	**Share Price**	**Date**
Highest	$0.195	19 August 2021
Lowest	$0.063	7 March 2022
Last	$0.083	21 July 2022

(l) the primary purpose of the issue of the Options is to reward the Proposed Recipient Directors and to provide cost effective remuneration to the Proposed Recipient Directors for their ongoing commitment and contribution to the Company in their respective roles as Directors, whilst allowing the Company to maintain cash reserves for acquisitions and operations. The Directors do not consider that there are any significant opportunity costs to the Company in issuing the Options to the Proposed Recipient Directors;

(m) if Messrs Lau, Tan, Barrett, and Choi exercise all Options the subject of Resolutions 3 to 6 and no other Shares are issued by the Company, they would each hold 0.26% of the issued capital of the Company (on an undiluted basis);

(n) the Board does not consider there are any significant opportunity costs to the Company in issuing the Options to the Directors;

(o) the Options are not being issued under any agreement and no loan is being made to any of the Proposed Recipient Directors in connection with the issue of the Options;

(p) details of any Options issued under the Employee Share Option Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;

(q) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Options under the Employee Share Option Plan after Resolutions 3 to 6 are approved and who were not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14;

(r) a voting exclusion statement has been included in respect of each of Resolutions 3 to 6; and

(s) the Directors are not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision as to whether it is in the best interests of the Company to pass Resolutions 3 to 6.

3.6 Board recommendation

Each of the Directors (other than Mr Lau in respect of Resolution 3, Mr Tan in respect of Resolution 4, Mr Barrett in respect of Resolution 5, and Mr Choi in respect of Resolution 6) recommends that Shareholders vote in favour of Resolutions 3 to 6 for the following reasons:

(a) the Options are unquoted, therefore the issue of the Options has no immediate dilutionary impact on Shareholders;

(b) the grant of the Options to the Proposed Recipient Directors will align the interests of the Proposed Recipient Directors with those of Shareholders;

(c) the grant of the Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than would be the case if alternative cash forms of remuneration were given to the Proposed Recipient Directors;

(d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Options upon the terms proposed; and

(e) in forming their recommendations, each Director (other than Mr Lau in respect of Resolution 3, Mr Tan in respect of Resolution 4, Mr Barrett in respect of Resolution 5, and Mr Choi in respect of Resolution 6) considered the experience of each other Director, the current price of the Shares trading on ASX, and current market practices when determining the basis of issue of the Options and the expiry date of those Options.

If Resolution 3 is passed, the Company will be able to proceed with the issue of 1,250,000 Options to Mr Lau which has the potential to increase the number of Shares on issue from 465,922,373 to 467,172,373 (assuming all of Mr Lau's Options are exercised and no other Options are exercised and no other Shares are issued), with the effect that the shareholdings of existing Shareholders will be diluted by approximately 0.27%. Mr Lau declines to make a recommendation to Shareholders in relation to Resolution 3 due to his material personal interest in the outcome of the Resolution as the proposed recipient of 1,250,000 Options. Further, Mr Lau did not vote on the proposed issue of Options to him when the matter was considered at the relevant Board meeting.

If Resolution 4 is passed, the Company will be able to proceed with the issue of 1,250,000 Options to Mr Tan which has the potential to increase the number of Shares on issue from 465,922,373 to 467,172,373 (assuming all of Mr Tan's Options are exercised and no other Options are exercised and no other Shares are issued), with the effect that the shareholdings of existing Shareholders will be diluted by approximately 0.27%. Mr Tan declines to make a recommendation to Shareholders in relation to Resolution 4 due to his material personal interest in the outcome of the Resolution as the

proposed recipient of 1,250,000 Options. Further, Mr Tan did not vote on the proposed issue of Options to him when the matter was considered at the relevant Board meeting.

If Resolution 5 is passed, the Company will be able to proceed with the issue of 1,250,000 Options to Mr Barrett which has the potential to increase the number of Shares on issue from 465,922,373 to 467,172,373 (assuming all of Mr Barrett's Options are exercised and no other Options are exercised and no other Shares are issued), with the effect that the shareholdings of existing Shareholders will be diluted by approximately 0.27%. Mr Barrett declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution as the proposed recipient of 1,250,000 Options. Further, Mr Barrett did not vote on the proposed issue of Options to him when the matter was considered at the relevant Board meeting.

If Resolution 6 is passed, the Company will be able to proceed with the issue of 1,250,000 Options to Mr Choi which has the potential to increase the number of Shares on issue from 465,922,373 to 467,172,373 (assuming all of Mr Choi's Options are exercised and no other Options are exercised and no other Shares are issued), with the effect that the shareholdings of existing Shareholders will be diluted by approximately 0.27%. Mr Choi declines to make a recommendation to Shareholders in relation to Resolution 6 due to his material personal interest in the outcome of the Resolution as the proposed recipient of 1,250,000 Options. Further, Mr Choi did not vote on the proposed issue of Options to him when the matter was considered at the relevant Board meeting.

3.7 Voting intention

The Chair intends to vote all undirected proxies in favour of each of Resolutions 3 to 6.

4. GENERAL INFORMATION

Shareholders who require further information regarding the Meeting should contact the Company Secretary prior to the Meeting on +61 8 6118 7240 during normal business hours in Western Australia.

GLOSSARY

$ means Australian dollars

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

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 has the meaning given in section 9 of the Corporations Act.

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

Company Secretary means any person occupying the position of company secretary of the Company from to time.

Corporations Act means the *Corporations Act* 2001 (Cth).

Directors means the directors of the Company from time to time and **Director** means any one of them.

Employee Share Option Plan has the meaning given in section 2.1 of the Explanatory Statement.

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

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

KMP means the key management personnel of the Company and 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 of ASX and any other rules of ASX which are applicable while the Company is admitted to the Official List, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

Loan Agreement has the meaning given in section 1.1 of the Explanatory Statement.

Meeting means the General Meeting of Shareholders to be held at 45 Ventnor Avenue, West Perth, Western Australia on Wednesday, 14 September 2022 at 2:00pm (WST).

Notice of Meeting means this notice of general meeting, including the Explanatory Statement.

Official List means the official list of entities that ASX has admitted and not removed.

Option means an option to subscribe for a Share.

Proposed Recipient Director has the meaning given in section 3.1.

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

Resolutions means the resolutions to be proposed at the Meeting and **Resolution** means any one of them.

Schedule means a schedule to this Notice of Meeting.

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.

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

In this Notice of Meeting and the Explanatory Statement words importing the singular include the plural and vice versa.

SCHEDULE 1 – TERMS OF EMPLOYEE SHARE OPTION PLAN

The following is a summary of the material terms of the Employee Share Option Plan.

(a) **Eligibility**: Participants in the Employee Share Option Plan may be Directors, the Company Secretary, employees, or contractors of the Company (to the extent permitted by ASIC class order CO 14/1000 (as amended or replaced), who are declared by the Board to be eligible to receive grants of Options under the Employee Option Plan (**Eligible Participants**).

(b) **Offer**: The Board may, from time to time in its absolute discretion, make a written offer to any Eligible Participant (including an Eligible Participant who has previously received an offer) to apply for Options upon the terms set out in the Employee Share Option Plan and such additional terms and conditions as the Board determines (**Offer**).

(c) **Plan Limit**: The Company must have reasonable grounds to believe, when making an Offer, that the number of Shares to be received on exercise of Options offered under an Offer, when aggregated with the number of Shares issued, or that may be issued as a result of offers made at any time during the previous 3 year period under an employee incentive scheme covered by an ASIC class order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the Offer.

(d) **Issue Price**: Options issued under the Employee Share Option Plan will be issued for nil cash consideration.

(e) **Exercise Price and Expiry Date**: The exercise price and expiry date for the Options will be determined by the Board in its absolute discretion prior to the grant of the Options. To the extent the Listing Rules specify or require a minimum price, the Option exercise price must not be less than any minimum price specified in the Listing Rules.

(f) **Vesting Conditions**: Options may be issued subject to vesting conditions as determined by the Board in its discretion and as specified in the relevant Offer (**Vesting Conditions**).

(g) **Vesting**: Options will not vest and be exercisable unless the Vesting Conditions (if any) attaching to those Options have been satisfied, and the Board has notified the relevant Eligible Participant of that fact. The Board may in its absolute discretion, by written notice to the relevant Eligible Participant, resolve to waive any of the Vesting Conditions applying to Options due to:

(i) special circumstances arising in relation to the relevant Eligible Participant (for example, death, total or permanent disability, retirement, redundancy, or severe financial hardship);

(ii) a change of control occurring in respect of the Company (for example, a takeover, scheme of arrangement, or if a person acquires voting power in the Company which the Board (comprising the Directors immediately prior to the person acquiring that voting power) determines is sufficient to control the composition of the Board), in which case the Vesting Conditions are deemed to be automatically waived; or

(iii) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up, of the Company.

(h) **Renounceability**: Eligible Participants may renounce an Offer in favour of a nominee (the Eligible Participants and their nominees are each **Participants**). The Board may, in its discretion, resolve not to allow a renunciation of an Offer in favour of a nominee without giving any reason for that decision.

(i) **Share Restriction Period**: The Board may, in its discretion, determine at any time up until exercise of the Options that a restriction period will apply to some or all of the Shares issued to a Participant on exercise of those Options, up to a maximum of 15 years from the grant date of the Options (**Restriction Period**). In addition, the Board may, in its sole discretion, having regard to the circumstances at the time, waive a Restriction Period. Otherwise, there will be no transfer restrictions on Shares issued under the Employee Share Option Plan unless the sale, transfer, or disposal of Shares by a Participant upon an exercise of Options (or any interest in them) would require the preparation of a disclosure document (as defined in the Corporations Act).

(j) **Disposal of Options**: Subject to the Listing Rules, Options are only transferable in special circumstances with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death to the Participant's legal personal representative, or upon bankruptcy to the Participant's trustee.

(k) **Lapse of Options**: An Option will lapse upon the earlier to occur of:

(i) an unauthorised dealing in, or hedging of, the Option;

(ii) a Vesting Condition in relation to the Option is not satisfied by its due date, or becomes incapable of satisfaction, as determined by the Board in its absolute discretion;

(iii) in respect of unvested Options, the relevant Participant ceases to be an Eligible Participant, unless the Board decides in its discretion to vest the Options, or resolves to allow the unvested Options to remain unvested after the relevant Participant ceases to be an Eligible Participant;

(iv) in respect of vested Options, a relevant Participant ceases to be an Eligible Participant and the Options granted in respect of that relevant Participant are not exercised within one month of the date the relevant Participant ceases to be an Eligible Participant (or such later date as the Board determines);

(v) the Board deems that the Option lapses due to fraud, dishonesty or other improper behaviour of the relevant Participant;

(vi) the Company undergoes a change of control, or a winding up resolution or order is made in respect of the Company, and the Options do not vest; or

(vii) the expiry date of the Option.

(l) **Ranking of Shares**: Shares resulting from the exercise of Options will rank on equal terms with the Shares of the same class.

(m) **No Participation Rights**: There are no participating rights or entitlements inherent in the Options and holders of Options will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(n) **No Change in Exercise Price or Underlying Shares**: An Option does not confer the right to a change in exercise price or in the number of underlying Shares over which the Option can be exercised.

(o) **Reorganisation of Capital**: If, at any time, the issued capital of the Company is reorganised (including a consolidation, subdivision, reduction, or return), all rights of the holder of any Options will be changed to the extent necessary to comply with the Corporations Act and the Listing Rules at the time of the reorganisation.

(p) **Trust**: The Board may, at any time, establish a trust for the sole purpose of acquiring and holding Shares in respect of which a relevant Participant may exercise, or has exercised, vested Options and appoint a trustee to act as trustee of the trust. The trustee will, at all times, hold the relevant Shares as trustee for and on behalf of the relevant Participant as beneficial owner upon the terms of the trust.

SCHEDULE 2 – TERMS OF OPTIONS (RESOLUTIONS 3 TO 6)

(a) Each Option carries the right to subscribe for one Share.

(b) The exercise price of each Option is $A0.13.

(c) Options will lapse and expire at 5:00pm (WST) on 30 June 2026 (**Expiry Date**), and any Options not exercised on or before the Expiry Date will expire and cease to carry any rights or benefits.

(d) Subject to the Options having vested, Options are exercisable at any time on or before the Expiry Date (**Exercise Period**).

(e) Options that have vested may be exercised during the Exercise Period by the relevant holder (**Holder**) delivering to the Company's registered office a notice stating the number of Options to be exercised (**Notice**) together with payment (in Australian currency) for an amount equal to the exercise price for each Option being exercised by electronic funds transfer or other means of payment acceptable to the Company.

(f) The Company will, within 15 Business Days of the exercise of any Options:

(i) issue the number of Shares required under these terms and conditions to be issued for which cleared funds have been received by the Company;

(ii) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares issued pursuant to the exercise of the Options does not require disclosure to investors; and

(iii) if admitted to the Official List at the relevant time, make application to ASX for quotation of all Shares issued pursuant to the exercise of the Options.

(g) Shares issued pursuant to an exercise of Options will, from the date of issue, rank equally with all other Shares on issue.

(h) Options must not be transferred or assigned by the Holder except with the prior written consent of the Company.

(i) Options will not be quoted on ASX.

(j) If at any time the issued capital of the Company is reconstructed, the rights of Holders will be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(k) There are no participation rights or entitlements inherent in the Options and Holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) Options will vest and be exercisable upon satisfaction of the following conditions:

(i) without limiting sub-paragraph (ii) below, 50% will vest 12 months after the date of issue and the balance will vest 24 months after the date of issue; and

(ii) 100% will vest immediately if a Change of Control occurs in respect of the Company.

(m) For the purposes of paragraph (l)(ii) above, "Change of Control" means:

(i) an offer is made for Shares pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional and the person making the takeover bid has a relevant interest in 50% or more of the Shares;

(ii) a Court having competent jurisdiction sanctions, under Part 5.1 of the Corporations Act, a compromise or arrangement relating to the Company, or a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company, or its amalgamation with any other company or companies; or

(iii) any person acquires a relevant interest in more than 50% of the Shares by any other means.

(n) Options will immediately lapse if the relevant Holder either ceases employment or ceases to hold office as a Director of the Company.

SCHEDULE 3 – VALUATION OF OPTIONS

The Options to be issued to the Proposed Recipient Directors pursuant to Resolutions 3 to 6 have been valued by management.

Using the Black & Scholes option model and based on the assumptions set out below, the Options were ascribed the following value:

Assumptions	**Options**
Valuation date	15 July 2022
Market price of Shares	$0.075 cents
Options	
Number of Options	5,000,000
Exercise price	$0.13 cents
Expiry date (length of time from issue)	4 years
Risk free interest rate	0.75%
Volatility (discount)	90%
Indicative value per Option	**$0.04**
Total value of Options	**$200,000.00**
Mr Ricky Lau (Resolution 3) - Number of Options - Value of Options	 1,250,000 $50,000.00
Mr Bo Tan (Resolution 4) - Number of Options - Value of Options	 1,250,000 $50,000.00
Mr Michael Barrett (Resolution 5) - Number of Options - Value of Options	 1,250,000 $50,000.00
Mr Michael Choi (Resolution 6) - Number of Options - Value of Options	 1,250,000 $50,000.00

Note: the valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.

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 Wednesday, 14 September 2022 and at any adjournment/s of that meeting.

DATED ……. 2022

Please sign here

Executed by the Company in accordance with its constituent documents	)))	
…… Signed by authorised representative		…… Signed by authorised representative
…… Name of authorised representative (print)		…… Name of authorised representative (print)
…… Position 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 at Unit 1, 26 Elliott Street, Midvale, Western Australia, 6056, or by post to PO Box 1811, West Perth WA 6872, or by facsimile to the registered office on 08 6323 0418.

GLOBE METALS & MINING LIMITED I ACN 114 400 609

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **2.00pm (WST) on Monday 12 September 2022** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at https://investor.automic.com.au/#/loginsah

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote i

SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

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 Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automic.com.au.

Contact

Return your completed form

BY MAIL
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL
meetings@automicgroup.com.au

BY FACSIMILE
+61 2 8583 3040

All enquiries to Automic

WEBSITE
https://automic.com.au/

PHONE
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

AUTOMIC

STEP 1: Appoint Your Proxy

Complete and return this form as instructed only if you do not vote online

I/We being a Shareholder entitled to attend and vote at the General Meeting of Globe Metals & Mining Limited, to be held at **2.00pm (WST) on Wednesday 14 September 2022 at 45 Ventnor Avenue, West Perth, Western Australia** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for"," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution(s) 1 to 6 (except where I/we have indicated a different voting intention below) even though Resolution(s) 1 to 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2: Your Voting Direction

Resolutions		For	Against	Abstain
1.	Approval to Issue Shares to Related Party – Bo Tan	☐	☐	☐
2.	Adoption of Employee Share Option Plan	☐	☐	☐
3.	Approval to Issue Options to Ricky Lau	☐	☐	☐
4.	Approval to Issue Options to Bo Tan	☐	☐	☐
5.	Approval to Issue Options to Michael Barrett	☐	☐	☐
6.	Approval to Issue Options to Michael Choi	☐	☐	☐

Please note: *If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

GBE

STEP 3: Sign Here + Contact Details

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).