GLOBE METALS AND MINING LIMITED
ACN 114 400 609

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2:00pm (WST)

DATE: Wednesday, 30 November 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 advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting, please contact the Company Secretary on +61 8 6118 7240.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

The Meeting will be held at 45 Ventnor Avenue, West Perth, Western Australia on Wednesday, 30 November 2022 at 2:00pm (WST).

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 in the Company, and your vote is important. Please take action by voting in person or by proxy.

VOTING ELIGIBILITY

Pursuant to Regulation 7.11.37 of the Corporations Regulations, the Directors have determined that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on Monday, 28 November 2022. Shareholders registered after that time will be disregarded in determining eligibility to attend and vote at the Meeting.

VOTING IN PERSON

To vote in person, attend the Meeting on the date and at the time and place specified.

VOTING BY PROXY

To vote by proxy, please complete and sign the Proxy Form and return it to the Company 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 Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder'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

Under section 250D of the Corporations Act, a corporate Shareholder may appoint an individual as a representative to attend the Meeting and vote in person. If a corporate representative attends the Meeting, a signed 'Appointment of Corporate Representative' form must be produced prior to admission. A copy of this form may be obtained from the Company's share registry online at https://automic.com.au.

OTHER INFORMATION

Resolutions are not interdependent

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

Chair of the Meeting

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

BUSINESS OF THE MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 45 Ventnor Avenue, West Perth, Western Australia on Wednesday, 30 November 2022 at 2:00pm (WST).

The Explanatory Statement, which forms part of this Notice of Meeting, provides additional information on matters to be considered at the Meeting.

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

AGENDA

ORDINARY BUSINESS

1. ANNUAL REPORT

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2022, which includes the Directors' Report, the Financial Report, and the Auditor's Report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purpose of section 250R(2) of the Corporations Act, Shareholders adopt the Remuneration Report for the financial year ended 30 June 2022."

Voting Prohibition: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member. However, the prohibition does not apply if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the Resolution, but expressly authorises the Chair to exercise the proxy even if the Resolution is connected, directly or indirectly, with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MS ALICE WONG

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

"That Ms Alice Wong, who retires by rotation in accordance with Clause 11.3 of the Constitution, and being eligible, be re-elected as a Director."

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

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

"That Mr Bo Tan, who retires by rotation in accordance with Clause 11.3 of the Constitution and Listing Rule 14.4, and being eligible, be re-elected as a Director."

5. RESOLUTION 4 – APPROVAL TO ISSUE SHARES TO RELATED PARTY – BO TAN

To consider and, if thought fit, pass the following resolution, with or without amendment, 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) under the Second Loan Facility on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Bo Tan (or his nominee) 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 in the Company) or an Associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- 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
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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
    - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

OTHER BUSINESS

To deal with any other business which may be brought before the Meeting in accordance with the Constitution and the Corporations Act.

Dated: 4 October 2022
By order of the Board



Mr Paul Hardie
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

The purpose of this Explanatory Statement is 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.

1. ANNUAL REPORT

In accordance with section 317 of the Corporations Act, the Directors must lay before the Company's AGM the Financial Report, the Directors' Report and the Auditor's Report for the last financial year that ended before the AGM (**Annual Report**).

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

At the Meeting, the Chair will allow a reasonable opportunity for Shareholders as a whole to:

(a) discuss the Annual Report;

(b) ask questions about, or make comments on, the management of the Company; and

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

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

(a) the conduct of the audit;

(b) the preparation and content of the Auditor's Report;

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

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

may be submitted to the Company Secretary at phardie@globemm.com no later than 2:00pm (WST) on Wednesday, 23 November 2022.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Remuneration Report sets out the remuneration policy of the Company and the remuneration arrangements in place for the Directors and senior management of the Company.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

At the Meeting, the Chair will allow a reasonable opportunity for Shareholders as a whole to ask questions about, or make comments on, the Remuneration Report.

Under the Corporations Act, if a listed company receives a Strike at 2 consecutive AGMs, the company is required to put to shareholders at the second AGM a resolution on whether another meeting should be held (within 90 days) at which all directors of the company who were in office at the time the relevant Directors' Report was approved (excluding the managing director) must stand for re-election.

The Company did not receive a Strike at last year's AGM, therefore a resolution on whether another meeting should be held to consider the composition of the Board will not be put to Shareholders at this year's AGM.

2.2 Proxy restrictions

Pursuant to the Corporations Act, if you elect to appoint the Chair or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member, as your proxy to vote on Resolution 1, *you must direct the proxy how they are to vote*. Where you do not direct the Chair or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member, on how to vote on Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to Resolution 1.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MS ALICE WONG

3.1 General

Clause 11.3 of the Constitution provides that at the AGM in every year one-third of the Directors for the time being, or if their number is not 3 or a multiple of 3, then the number nearest one-third, and any other Director not in such one-third who has held office for 3 years or more (except the managing director), must retire from office.

Any Director who retires by rotation in accordance with Clause 11.3 of the Constitution is eligible for re-election. The Directors to retire at the AGM are those who have been longest in office since their last election.

Ms Wong, who is one of 2 Directors required under the Constitution to retire by rotation at this year's AGM, will retire from office at the conclusion of the Meeting and, being eligible, seeks re-election as a Director.

3.2 Qualifications and experience

Ms Wong is an accountant by training and commenced her career with Price Waterhouse. After more than a decade of service in the investment banking industry in Asia working for large multinational companies Morgan Stanley, ABN AMRO Rothschild, and BNP Paribas Peregrine, Ms Wong extended her

entrepreneurial endeavour into luxurious products and health care companies. Ms Wong invested into the Company via Apollo Metals Investment Co. Ltd during 2014 and has since served as the Non-Executive Chairperson of the Board where she has played an integral role in advancement of the Kanyika Niobium Project, including the granting of a mining licence.

Ms Wong holds a Bachelor of Business Administration in Accounting and Finance from the University of Hong Kong and is a member of the American Institute of Certified Public Accountants (AICPA).

In addition to her role as Non-Executive Chairperson of the Board, Ms Wong is a member of the Nomination and Remuneration Committee.

3.3 Board recommendation

The Board (excluding Ms Wong) recommends that Shareholders vote **in favour** of Resolution 2.

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

4.1 General

Clause 11.3 of the Constitution provides that at the AGM in every year one-third of the Directors for the time being, or if their number is not 3 or a multiple of 3, then the number nearest one-third, and any other Director not in such one-third who has held office for 3 years or more (except the managing director), must retire from office.

Any Director who retires by rotation in accordance with Clause 11.3 of the Constitution is eligible for re-election. The Directors to retire at the AGM are those who have been longest in office since their last election.

Listing Rule 14.4 relevantly provides that a Director must not hold office (without re-election) past the third AGM following the Director's appointment or 3 years, whichever is longer.

Mr Tan was last re-elected as a Director at the 2019 AGM of the Company. Mr Tan therefore retires by rotation in accordance with the Constitution and Listing Rule 14.4 and, being eligible, seeks re-election as a Director.

If Resolution 3 is passed, Mr Tan will be re-elected as a Director. If Resolution 3 is not passed, Mr Tan will cease to be a Director at the conclusion of the Meeting.

4.2 Qualifications and experience

Mr Tan has over 15 years' experience as a senior manager and director in financial planning, reporting, investment, capital structure and industrial research; and has worked for companies such as Bohai Industrial Investment Fund, Lehman Brothers Asia and Macquarie Securities Asia, and across international markets in China, Hong Kong, Canada and the USA.

Mr Tan holds a Bachelor of Economics from Renmin University of China, an MBA from Thunderbird School of Global Management, and an MA in Economics from the University of Connecticut.

Mr Tan chairs the Audit and Risk Committee.

4.3 Board recommendation

The Board (excluding Mr Tan) recommends that Shareholders vote **in favour** of Resolution 3.

5. RESOLUTION 4 – APPROVAL TO ISSUE SHARES TO RELATED PARTY – BO TAN

5.1 Background

On 11 March 2022, Mr Tan provided a short-term loan facility in the amount of A$1 million, repayable in cash or by the issue of fully paid ordinary shares in the Company at a price of 6.35 cents per share (**First Loan Facility**). The First Loan Facility was repaid in full on 16 September 2022 by the issue of 16,397,666 shares, at an issue price of $0.0635 per share, to Mr Tan's nominee as approved by Shareholders at the General Meeting held on 14 September 2022.

On 5 August 2022, the Company announced that Mr Tan had provided a new loan facility for A$500,000, by way of a second tranche, on substantially identical terms as the First Loan Facility (**Second Loan Facility**).

5.2 Key terms of the Second Loan Facility

Pursuant to the Second Loan Facility, Mr Tan agreed to provide a further $500,000 on an unsecured basis to assist the Company with its short-term working capital requirements and to support the advancement of the Company's Kanyika Niobium Project. Interest at 8% per annum accrues on the Second Loan Facility, capitalised monthly and calculated daily on the basis of a 365-day year.

Subject to the approval of Shareholders, the Company may elect to convert some or all of the amount owing under the Second Loan Facility (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 agreed to repay the amount owing under the Second Loan Facility to Mr Tan on 9 February 2023, unless conversion of that amount into Shares has already occurred. If the loan is not repaid in full (or converted into Shares) by 9 February 2023, interest thereon will default to 20% per annum.

On 26 September 2022, Mr Tan agreed to provide an additional loan facility of up to $500,000 on an unsecured basis to further assist the Company with its short-term working capital requirements via drawdowns of $100,000 at a time (**Third Loan Facility**). The further funding under the Third Loan Facility, which will only be drawn down if required, is provided on substantially identical terms as the Second Loan Facility, including a term of 6 months from the date of the first drawdown and an interest rate of 8% per annum. The effect of this transaction is that, in addition to the Shares to be issued pursuant to Resolution 4, 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 Third Loan Facility 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 Third Loan Facility into Shares.

5.3 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 Second Loan Facility 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 Second Loan Facility. Accordingly, Shareholder approval is sought for the issue of Shares to Mr Tan for the purposes of section 208 of the Corporations Act.

5.4 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 Mr 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.

5.5 Specific information required by section 219 of the Corporations Act and Listing Rule 10.13

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 Mr 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 Mr Tan (being the nature of the financial benefit being provided) will be calculated by dividing the amount outstanding under the Second Loan Facility by the deemed issue price of 6.35 cents per Share. At the date of this Notice of Meeting, the amount outstanding under the Second Loan Facility is $506,268, which equates to 7,972,724 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 Mr 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 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 Second Loan Facility, at a deemed issue price of 6.35 cents per Share. The deemed issue price is the same price per Share issued upon conversion of the First Loan Facility;

(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 Second Loan Facility (converting a debt owed by the Company into equity, thereby reducing the Company's debt);

(g) the funds advanced by Mr Tan pursuant to the Second Loan Facility 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 Mr Tan;

(i) as at the date of this Notice of Meeting, Mr Tan has a relevant interest in 16,397,666 Shares and 1,250,000 Director Options;

(j) the remuneration and emoluments from the Company to Mr 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 Second Loan Facility 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 approximately a 15% premium to the conversion price under the Second Loan Facility. The Board resolved to issue the Shares to Mr Tan when the previous closing price of the Shares on ASX was 7.6 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	$0.140	20 October 2021
Lowest	$0.066	24 February 2022
Last	$0.072	3 October 2022

(m) the primary purpose of the issue of the Shares to Mr Tan is to convert the outstanding loan amount provided under the Second Loan Facility, 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 in accordance with its stated objectives;

(n) if Resolution 4 is passed, the Company will be able to proceed with the issue of Shares to Mr Tan, calculated as 7,972,724 Shares as at the date of this Notice of Meeting, which has the potential to increase the number of Shares on issue from 482,320,039 to 490,292,763 (assuming no other Shares are issued), with the effect that the shareholdings of existing Shareholders will be diluted by approximately 1.63%. 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 on the basis that he (or his nominee) will be issued the Shares should Resolution 4 be passed. Further, Mr Tan did not vote on the proposal for the Company to enter into the Second Loan Facility at the relevant Board meeting;

(o) the Directors, other than Mr Tan, recommend that Shareholders vote in favour of Resolution 4 for the reasons set out below:

(i) the issue of the Shares to Mr Tan will align the interests of Mr 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 Second Loan Facility 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 Mr Tan on the terms proposed;

(p) with the exception of Mr Tan, no other Director has a personal interest in the outcome of Resolution 4;

(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 5.2 of this Explanatory Statement contains a summary of the material terms of the Second Loan Facility under which the Shares are proposed to be issued;

(s) a voting exclusion statement is included in the Notice of Meeting; and

(t) the Directors are not aware of any other information that would reasonably be required by Shareholders to allow them to decide whether it is in the best interests of the Shareholders to pass Resolution 4.

5.6 Specific information required by Listing Rule 14.1A

If Resolution 4 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 Second Loan Facility 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 4 is not passed, the Company will not be able to proceed with the issue of the Shares to Mr Tan and the full amount outstanding under the Second Loan Facility will become due and payable by the Company on 9 February 2023.

GLOSSARY

AGM means annual general meeting.

Annual Report has the meaning given in section 1 of the Explanatory Statement.

Associate has the meaning given in Chapter 19 of the Listing Rules.

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

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors as constituted from time to time.

Chair means the chairperson of the Meeting.

Closely Related Party, in relation to a member of the Key Management Personnel, means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependant of the member or of the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;

(e) a company the member controls; or

(f) a person so prescribed by the Corporations Regulations.

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

Constitution means the constitution of the Company as amended from time to time.

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

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

Director Option means an option to subscribe for a Share on the terms and conditions set out in Schedule 1.

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

Directors' Report means the annual directors' report of the Company and its controlled entities prepared under Chapter 2M of the Corporations Act.

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

Financial Report means the annual financial report of the Company and its controlled entities prepared under Chapter 2M of the Corporations Act.

Key Management Personnel means those persons having authority and responsibility for planning, directing, and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company or, if the Company is part of a consolidated entity, of an entity within the consolidated group.

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.

Meeting means the Annual General Meeting of Shareholders to be held at 45 Ventnor Avenue, West Perth, Western Australia on Wednesday, 30 November 2022 at 2:00pm (WST).

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

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

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

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

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

Second Loan Facility has the meaning given in section 5.1 of the Explanatory Statement.

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

Shareholder means the holder of a Share.

Strike means a 'no' vote of 25% or more on a resolution to adopt the Remuneration Report.

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

SCHEDULE 1 – TERMS OF DIRECTOR OPTIONS

(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) Options will immediately lapse if the relevant Holder either ceases employment or ceases to hold office as a Director (as the case may be).

(n) In these terms, unless the context otherwise requires:

(i) **ASIC** means the Australian Securities & Investments Commission.

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

(iii) **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.

(iv) **Change of Control** means:

(A) 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;

(B) 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

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

(v) **Company** means Globe Metals and Mining Limited (ACN 114 400 609).

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

(vii) **Director** means a director of the Company from time to time.

(viii) **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.

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

(x) **Option** means an option to subscribe for a Share.

(xi) **Share** means a fully paid ordinary share in the capital of the Company.

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

Globe Metals and Mining Limited | 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, 28 November 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

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.

Lodging your Proxy Voting Form:

Online:
Use your computer or smartphone to appoint a proxy at
https://investor.automic.com.au/#/loginsah
or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting 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:
WEBCHAT: https://automicgroup.com.au/

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

STEP 1 - How to vote

APPOINT A PROXY:
I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Globe Metals and Mining Limited, to be held at **2.00pm (WST) on Wednesday, 30 November 2022 at 45 Ventnor Avenue, West Perth, Western Australia** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair 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 Resolutions 1 and 4 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 4 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.	Adoption of Remuneration Report	☐	☐	☐
2.	Re-Election of Director – Ms Alice Wong	☐	☐	☐
3.	Re-Election of Director – Mr Bo Tan	☐	☐	☐
4.	Approval to Issue Shares to Related Party – Bo Tan	☐	☐	☐

STEP 3 – Signatures and contact details

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).

AUTOMIC

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