GLOBE METALS AND MINING LIMITED
ACN 114 400 609

NOTICE OF GENERAL MEETING

TIME: 2:00pm (WST)

DATE: Wednesday, 19 April 2023

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, 19 April 2023 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 act 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, 17 April 2023. 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 a General Meeting of Shareholders will be held at 45 Ventnor Avenue, West Perth, Western Australia on Wednesday, 19 April 2023 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. RESOLUTION 1 – RATIFICATION OF TRANCHE ONE PLACEMENT

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

"That the issue of 16,365,439 Shares and 3,273,078 Options pursuant to the Tranche One Placement is approved under and for the purposes of Listing Rule 7.4."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the Tranche One Placement 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.

2. RESOLUTION 2 – 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 Third 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.

Dated: 6 March 2023
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. RESOLUTION 1 – RATIFICATION OF TRANCHE ONE PLACEMENT

1.1 General

On 25 November 2022 (**Issue Date**), the Company issued a total of 16,365,439 Shares at $0.0635 each, together with one (1) free-attaching Option for every five (5) Shares issued, to raise $1,039,205 pursuant to a placement to investors under sections 708(1) and 708(8) of the Corporations Act (**Tranche One Placement**).

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount 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 period.

The Tranche One Placement does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12-month period following the Issue Date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 1 seeks shareholder approval for the Tranche One Placement under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the Tranche One Placement will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Issue Date.

If Resolution 1 is not passed, the Tranche One Placement will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Issue Date.

1.2 Technical information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 1:

(a) the Shares and Options issued pursuant to the Tranche One Placement were issued to the persons specified in section 1.3, who are not related parties of the Company;

(b) 16,365,439 Shares and 3,273,078 Options were issued;

(c) the material terms of the Options issued pursuant to the Tranche One Placement are set out in Schedule 1;

(d) the Shares and Options issued pursuant to the Tranche One Placement were issued on 25 November 2022;

(e) the issue price of each Share was $0.0635, raising a total of $1,039,205 (before costs). The issue price of the Options was nil; and

(f) funds raised pursuant to the Tranche One Placement were used to undertake engineering and processing finalisation studies ahead of progression to first phase production at the Company's Kanyika Niobium Project, and for general working capital.

1.3 Recipients

NAME	SHARES	OPTIONS
NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	2,519,685	503,937
VIRIATHUS CAPITAL PTY LTD <SETTLEMENT 1 A/C>	179,891	35,978
MR JEFFREY HOWARD LATIMER & MRS JUDITH ANN LATIMER <LATIMER SF A/C>	300,000	60,000
MR JAMES CHEN	784,054	156,810
COOPER HOLDINGS NSW PTY LTD <THE COOPER FAMILY A/C>	314,961	62,992
INTELLSOFT SERVICES PTY LTD	200,000	40,000
MR GEOFFREY ELBERT COOPER	157,481	31,496
MR ANDREW STARKEY	236,221	47,244
MORSEC NOMINEES PTY LTD <ACCUMULATION ACCOUNT>	472,441	94,488
MR BASIL YOUNG <BASIL YOUNG PRIVATE S/F A/C>	472,441	94,488
MR MANISH GARG	392,028	78,405
GENESIS 2000 PETROLEUM PTY LTD	160,000	32,000
PRIMARY SECURITIES LTD <ANADARA ASX SP OPP FUND A/C>	1,432,893	286,578
NETWEALTH INVESTMENTS LIMITED <SUPER SERVICES A/C>	2,204,725	440,945
MR MARTIN LUKE SIMICH	157,481	31,496
INVENET PTY LTD <INVENET SUPER FUND A/C>	787,401	157,480
T & W WONG HOLDINGS PTY LTD	313,622	62,724
DAVID COUPER & ASSOCIATES PTY LTD <D COUPER&ASS(VIC)PL SF A/C>	470,433	94,086
MR ZAC ANTHONY STARKIE <ZAC STARKIE FAMILY A/C>	110,236	22,047
MR SHAUN MATTHEW CARTWRIGHT <FIN CARTWRIGHT A/C>	15,749	3,149

MR ANDREW ERNEST MURRAY	156,811	31,362
EQUITY TRUSTEES (SUPERANNUATION) LIMITED <AMG-SHAUN CARTWRIGHT A/C>	587,216	117,443
MR OON TIAN YEOH & MRS ELZBIETA HELENA YEOH	393,700	78,740
MR PHILIP ERNEST VIVIAN & MS LEE BERRYMAN	314,961	62,992
CHELSEA LANE CAPITAL PTY LTD <PLACEMENTS A/C>	196,851	39,370
MRS JOY ELAINE HORDERN	157,480	31,496
MR SHAUN CARTWRIGHT <REY CARTWRIGHT A/C>	15,749	3,149
LYCD NO 1 PTY LTD <LYCD NO 1 SUPERFUND A/C>	470,433	94,086
JATIG INVESTMENTS PTY LTD <JATIG S/F A/C>	392,028	78,405
THE MILLENNIAL FUND PTY LTD	248,938	49,787
OLAF SCHEUNERT	350,000	70,000
MS SUSAN XIAO LU & MR RONGHUI FANG	157,481	31,496
MR WALTER GRAHAM	110,237	22,047
INTELLSOFT SERVICES PTY LTD	314,961	62,992
JATHRO PTY LTD <IMON A/C>	300,000	60,000
MR RICHARD ULRICK & MRS WENDY ULRICK <ULRICK SUPER FUND A/C>	320,000	64,000
BLUE HEELER CAPITAL PTY LTD	196,850	39,370
TOTALS	**16,365,439**	**3,273,078**

2. RESOLUTION 2 – APPROVAL TO ISSUE SHARES TO RELATED PARTY – BO TAN

2.1 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 Shares at an issue price of $0.0635 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**). The Second Loan Facility was repaid in full on 6 December 2022 by the issue of 8,083,217 Shares, at an issue price of $0.0635 per share, to Mr Tan's nominee as approved by Shareholders at the Annual General Meeting held on 30 November 2022.

On 27 September 2022, the Company announced that Mr Tan had provided an additional loan facility of up to A$500,000 on an unsecured basis to further assist the Company with its short-term working capital requirements (**Third Loan Facility**).

2.2 Key terms of the Third Loan Facility

Pursuant to the Third Loan Facility, Mr Tan agreed to provide further funding of up to A$500,000 via drawdowns of $100,000 at a time, which would only be drawn down if required, to allow the Company to continue to focus its efforts on finalising

its phase one study and economics for release to the market and executing the mine development agreement for the Kanyika Niobium Project.

As at the date of this Notice of Meeting, a total of A$400,000 has been drawn down under the Third Loan Facility, with interest accruing thereon at 8% per annum 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 Third Loan Facility (ie, the principal amount plus interest) into Shares, by the issue of Shares to Mr Tan at a deemed issue price of $0.0635 per Share.

The Company has agreed to repay the amount owing under the Third Loan Facility to Mr Tan on 21 April 2023, unless conversion of that amount into Shares has already occurred. If the amount owing under the Third Loan Facility is not repaid in full (or converted into Shares) by 21 April 2023, interest thereon will default to 20% per annum.

2.3 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 Third 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 Third 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.

2.4 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.

2.5 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 Third Loan Facility by the deemed issue price of $0.0635 per Share. As at the date of this Notice of Meeting, the amount outstanding under the Third Loan Facility is $411,170.71, which equates to 6,475,129 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 Third Loan Facility, at a deemed issue price of $0.0635 per Share. The deemed issue price is the same price per Share issued upon conversion of the First Loan Facility and the Second 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 Third 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 Third 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 24,480,883 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 Third 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 10% premium to the conversion price under the Third Loan Facility. The Board resolved to issue the Shares to Mr Tan when the previous closing price of the Shares on ASX was $0.07;

(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	$0.100	25 January 2023
Lowest	$0.060	28 December 2022
Last	$0.063	6 March 2023

(m) the primary purpose of the issue of the Shares to Mr Tan is to convert the outstanding loan amount provided under the Third Loan Facility, which is a debt owing by the Company, to equity, thereby reducing the Company's debt. The Third Loan Facility 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 2 is passed, the Company will be able to proceed with the issue of Shares to Mr Tan, calculated as 6,475,129 Shares as at the date of this Notice of Meeting, which has the potential to increase the number of Shares on issue from 506,768,695 to 513,243,824 (assuming no other Shares are issued), with the effect that the shareholdings of existing Shareholders will be diluted by approximately 1.26%. Mr Tan declines to make a recommendation to Shareholders in relation to Resolution 2 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 2 be passed. Further, Mr Tan did not vote on the proposal for the Company to enter into the Third Loan Facility at the relevant Board meeting;

(o) the Directors, other than Mr Tan, recommend that Shareholders vote in favour of Resolution 2 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 Third 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) except for Mr Tan, no other Director has a personal interest in the outcome of Resolution 2;

(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 under the Third Loan Facility;

(r) section 2.2 of this Explanatory Statement contains a summary of the material terms of the Third 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 2.

2.6 Specific information required by Listing Rule 14.1A

If Resolution 2 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 Third 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 2 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 Third Loan Facility will become due and payable by the Company on 21 April 2023.

GLOSSARY

ASIC means the Australian Securities & Investments Commission.

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.

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

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 chairperson of the Meeting.

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.

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

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 2.

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

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

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 General Meeting of Shareholders to be held at 45 Ventnor Avenue, West Perth, Western Australia on Wednesday, 19 April 2023 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.

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.

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.

Third Loan Facility has the meaning given in section 2.1 of the Explanatory Statement.

Tranche One Placement has the meaning given in section 1.1 of the Explanatory Statement.

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

SCHEDULE 1 – OPTION TERMS (RESOLUTION 1)

(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 November 2025 (**Expiry Date**), and any Options not exercised on or before the Expiry Date will expire and cease to carry any rights or benefits.

(d) Options are exercisable at any time on or before the Expiry Date (**Exercise Period**).

(e) Options 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.

SCHEDULE 2 – TERMS OF DIRECTOR OPTIONS (RESOLUTION 2)

(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).

Globe Metals and Mining Limited | ABN 33 114 400

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, 17 April 2023,** 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:
WEBSITE: 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 General Meeting of Globe Metals and Mining Limited, to be held at **2.00pm (WST) on Wednesday, 19 April 2023 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.

STEP 2 – Your voting direction

Resolutions		For	Against	Abstain
1.	Ratification of Tranche One Placement	☐	☐	☐
2.	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

GBE