



NOTICE OF ANNUAL GENERAL MEETING

– and –

EXPLANATORY STATEMENT

– and –

PROXY FORM

DATE AND TIME OF MEETING:

28 November 2008 at 10.00am

VENUE:

Citigate Hotel

'The Green Room'

707 Wellington Street, Perth, Western Australia 6000

These documents should be read in their entirety. If shareholders are in any doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor.

Globe Metals & Mining Limited
ABN 33 114 400 609

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NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of the members of Globe Metals & Mining Limited ("Globe" or the "Company") will be held at The Citigate Hotel, 'The Green Room', 707 Wellington Street, Perth, Western Australia 6000, at 10.00am, 28 November 2008.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered.

AGENDA

ORDINARY BUSINESS

To receive and consider the financial report of the Company for the period ended 30 June 2008, and the reports by directors and auditors thereon.

To consider and, if thought fit, to pass, with or without modification, the following ordinary resolutions:-

- 1. Ordinary Resolution 1: Adoption of Remuneration Report (Non-binding)**

That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report.

Short Explanation: The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed company's annual general meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

- 2. Ordinary Resolution 2: To re-elect a Director**

To re-elect as a director Mr Peter van der Borgh who retires in accordance with Clause 11.3 of the Company's Constitution and, being eligible, offers himself for re-election.

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PROXIES

1. A member entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies to attend and vote instead of the member. If two proxies are appointed, and a member does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes. A proxy need not be a member of the Company.
2. In order to vote on behalf of a company that is a shareholder of Globe, a valid Power of Attorney in the name of the attendee, must be either lodged with the Company prior to the Meeting, or be presented at the Meeting before registering on the attendance register for the Meeting.
3. Forms to appoint proxies, and the Power of Attorney (if any) under which they are signed, must be lodged at the registered office of the Company, at Level 3, 1060 Hay Street, West Perth WA 6005, or by facsimile (61 8) 9486 1779 not less than 48 hours before the time of the Meeting or resumption of an adjourned meeting at which the person named in the instrument proposes to vote.
4. An instrument appointing a proxy:
 - a) shall be in writing under the hand of the appointor or of his attorney, or if the appointor is a corporation, either under seal or under the hand of a duly authorised officer or attorney;
 - b) may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument;
 - c) shall be deemed to confer authority to demand or join in demanding a poll; and
 - d) shall be in such form as the Directors determine and which complies with Section 250A of the Corporations Act 2001 and the Listing Rules;

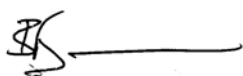
VOTING EXCLUSION

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

ATTENDANCE AND VOTING ELIGIBILITY

For the purpose of regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that Shares held at 5.00pm WST on Wednesday, 26 November 2008 will be taken, for the purposes of this Annual General Meeting, to be held by the persons who held them at that time.

BY ORDER OF THE BOARD



Bruce Franzen
Company Secretary

Dated: 15 October 2008

Explanatory Statement

INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of Globe Metals & Mining Limited (**"Globe"** or the **"Company"**) in connection with Resolutions 1 to 2 of the Annual General Meeting of members to be held at The Citigate Hotel, 'The Green Room', 707 Wellington Street, Perth WA 6000, at 10.00am, 28 November 2008.

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

1. RESOLUTION 1 – REMUNERATION REPORT

In accordance with Section 250R(2) of the Corporations Act, the Company must put a resolution that the Remuneration Report be adopted to vote at the Annual General Meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

The Remuneration Report includes all of the information required by Section 300A of the Corporations Act, including:

- board policy for determining, or in relation to, the nature and amount (or value, as appropriate) of remuneration of directors, secretaries and senior managers of the Company;
- discussion of the relationship between such policy and the Company's performance; and
- the prescribed details in relation to the remuneration of each Director and certain executives.

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

2. RESOLUTION 2: TO RE-ELECT A DIRECTOR

Resolution 2 seeks approval for the election of Mr Peter van der Borgh, who retires in accordance with Clause 11.3 of the Company's Constitution and, being eligible, offers himself for re-election as a Director of the Company, with effect from the end of the meeting.

Peter has been involved in the exploration and mining sectors for 20 years, targeting a range of commodities including gold, base-metals and gemstones both nationally and internationally. From mid 1998, as a Research Geologist at the University of Western Australia, Peter spent three years in a team studying the formation and siting of giant ore deposits as part of AMIRA P511. In July 2005 Peter established Cortona Resources Ltd, where he currently holds the position of Managing Director, and brings a range of conceptual and practical exploration skills to the board of Globe Metals & Mining.

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ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read this Explanatory Statement carefully before deciding how to vote on each Resolution.

Attached to the Notice of Meeting is a proxy form for use by Shareholders. Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, to complete, sign and return the proxy form to the Company in accordance with the instructions contained in the proxy form and the Notice of Meeting. Lodgement of a proxy form will not preclude a shareholder from attending and voting at the Meeting in person.

Annual Report 2008

The Annual Report 2008 can be accessed online at the Company's website www.globemetalsandmining.com.au

Enquiries

All enquiries in relation to the contents of the Notice of Meeting or Explanatory Statement should be directed to the Company's Managing Director, Mr Mark Sumich or Company Secretary, Mr Bruce Franzen (telephone: +61 8 9486 1779).

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8. GLOSSARY OF TERMS

In this Explanatory Statement:

“ACN”	Australian Company Number
“Globe” or “Company”	Globe Metals & Mining Limited (ABN 33 114 400 609).
“ASIC”	Australian Securities and Investments Commission.
“ASX”	ASX Limited (ACN 008 624 691) Australian Securities Exchange Limited
“ASX Listing Rules” or “Listing Rules”	The Official Listing Rules of ASX as amended from time to time.
“Corporations Act”	The Corporations Act 2001 (Commonwealth).
“Director”	A director of Globe.
“Meeting”	The Meeting of the Company to be held on 28 November 2008.
“Notice of Meeting”	The notice convening the Meeting, which accompanies this Explanatory Statement.
“Resolutions”	Resolutions in the Notice of Meeting.
“Share”	A fully paid ordinary share in the capital of the Company.
“Shareholder”	The registered holder of a Share in the Company.

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PROXY FORM

I/We Of	The Secretary Globe Metals & Mining Limited PO Box 1811 WEST PERTH WA 6872
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being a member/members of Globe Metals & Mining Limited (the “Company”) hereby appoint

Print proxy's name in full

of _____

print proxy's address

and (if you wish to appoint two proxies) _____

print second proxy's name in full

of _____

print second proxy's address

or, in the proxy's/proxies' absence or if no other appointee is mentioned, the Chairman of the meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at The Citigate Hotel, 'The Green Room', **707 Wellington Street, Perth, Western Australia 6000, at 10.00am, 28 November 2008** and at any adjournment of that meeting in respect ofof my/our shares or, failing any number being specified, ALL of my/our shares.

If you do not wish to direct your proxy how to vote, please place a mark in the box. By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. Proxies appointing the Chairman which do not specify the way in which the proxy is to vote on a particular resolution will be recorded as voting in favour of the resolutions.	
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If you wish to indicate how your proxy is to vote, please tick the appropriate places below. If no indication is given on a resolution, the proxy may abstain or vote at his or her discretion.

I/We direct my/our proxy to vote as indicated below:

ORDINARY BUSINESS RESOLUTION		FOR	AGAINST	ABSTAIN
1.	Adoption of Remuneration Report	☐	☐	☐
2.	Election of Director – Mr Peter van der Borgh	☐	☐	☐

Note:

- If you have appointed two proxies the proportion of your voting rights allocated to each proxy is:
 Proxy No. 1 _____% Proxy No. 2 _____%.
- If the appointment of a proxy is signed by the appointor's attorney, this form must be accompanied by the authority under which the appointment was signed, or a certified copy of the authority.

The completed Form of proxy may be:

- Mailed to the address on this form; or
- Faxed to the Company on (08) 9486 1718

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PROXY FORM

Signed this _____ day of _____ 2008

If a natural person:

SIGNED

in the presence of:

by)

)

)

(Signature)

(Signature of Witness)

(Name of Witness in full)

If a Company:

THE COMMON SEAL of)

)

ACN)

was affixed in the presence of:)

)

(Signature of Secretary/other Director)

(Signature of Director/Sole Director)

(Name of Secretary/other Director in full)

(Name of Director/Sole Director in full)

PROXY VOTES

A vote given in accordance with the terms of an instrument or proxy is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or the authority under which the instrument was executed), or the transfer of the Share in respect of which the instrument or power is given, if no intimation in writing of the death, unsoundness of mind, revocation or transfer has been received by the Company at the Registered Office before the commencement of the Meeting or adjourned Meeting at which the instrument is used or the power is exercised.

REPRESENTATIVES OF CORPORATE SHAREHOLDERS

A body corporate ("the Appointor") that is a Shareholder may authorise, in accordance with Section 250D of the Corporations Act 2001, by resolution of its Directors or other governing body such person or persons as it may determine to act as its Representative at any Meeting of the Company or of any class of Shareholders. A person so authorised shall be entitled to exercise all the rights and privileges of the Appointor as a Shareholder. When a Representative is present at a Meeting of the Company, the Appointor shall be deemed to be personally present at the Meeting unless the Representative is otherwise entitled to be present at the Meeting.