



Globe
Metals & Mining

GLOBE METALS & MINING LIMITED

ACN 114 400 609

NOTICE OF GENERAL MEETING

TIME: 11:00am (WST)

DATE: Thursday, 30 January 2020

PLACE: 137 Lake Street, Perth, Western Australia 6000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional adviser(s) prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9328 9368.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 11:00am (WST) on Thursday, 30 January 2020 at 137 Lake Street, Perth, Western Australia 6000.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders by 11:00am on Tuesday, 28 January 2020.

Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X (3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholder and their proxies should be aware that changes to the Corporations Act made in 2011 mean 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 on these changes 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 (i.e. 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 (i.e. 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 (i.e. as directed).

Transfer of non-Chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the Chair; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; and
 - the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Corporate representatives

If a representative of a corporate shareholder or a corporate proxyholder will be attending the Meeting, the representative will need to lodge an original (or certified copy certified by a notary) of the instrument under which he/she has been appointed at the Registered Office of the Company at 137 Lake Street, Perth, WA 6000 at least 48 hours prior to the time of holding of the Meeting.

To be valid an instrument of appointment under which a representative has been appointed as proxy must be to the satisfaction of the Directors.

A proxy must be signed, if the member is a corporation, under its common seal or under the hand of an authorised officer or attorney.

Other Information

Resolutions are not interdependent

The resolutions in this Notice of Meeting are not inter-dependent. This means that a resolution may be passed by Shareholders notwithstanding that one or more of the other resolutions are not passed by Shareholders.

Chairperson of the Meeting

It is proposed that the Chairperson of the Meeting for each of the Resolutions be Mr Alistair Stephens. It is the Chairperson's intention to vote undirected proxies (i.e. open proxies) which the Chairperson holds as proxy in favour of all resolutions.

BUSINESS OF THE MEETING

Notice is hereby given that the Meeting of Shareholders will be held at 11:00am (WST) on Thursday, 30 January 2020 at 137 Lake Street, Perth, Western Australia 6000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

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

AGENDA

ORDINARY BUSINESS

1. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MS ALICE WONG

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

“That, for the purpose of section 250W of the Corporations Act 2001 and for all other purposes, Ms Alice Wong, being a Non-Executive Director of the Company who will cease to hold office immediately before the conclusion of this General Meeting in accordance with section 250V(1)(b) of the Corporations Act 2001, being eligible, be re-elected as a Director of the Company with effect from the conclusion of this General Meeting.”

Voting Exclusion: Nil

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ALEX KO

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

“That, for the purpose of section 250W of the Corporations Act 2001 and for all other purposes, Mr Alex Ko, being a Non-Executive Director of the Company who will cease to hold office immediately before the conclusion of this General Meeting in accordance with section 250V(1)(b) of the Corporations Act 2001, being eligible, be re-elected as a Director of the Company with effect from the conclusion of this General Meeting.”

Voting Exclusion: Nil

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

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

“That, for the purpose of section 250W of the Corporations Act 2001 and for all other purposes, Mr Bo Tan, being a Non-Executive Director of the Company who will cease to hold office immediately before the conclusion of this General Meeting in accordance with section 250V(1)(b) of the Corporations Act 2001, being eligible, be re-elected as a Director of the Company with effect from the conclusion of this General Meeting.”

Voting Exclusion: Nil

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR BILL HAYDEN

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

"That, for the purpose of section 250W of the Corporations Act 2001 and for all other purposes, Mr Bill Hayden, being a Non-Executive Director of the Company who will cease to hold office immediately before the conclusion of this General Meeting in accordance with section 250V(1)(b) of the Corporations Act 2001, being eligible, be re-elected as a Director of the Company with effect from the conclusion of this General Meeting."

Voting Exclusion: Nil

Dated: 12 December 2019

By order of the Board of Directors



Mr Michael Fry
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

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

Shareholders should read the Notice of Meeting and this Explanatory Statement carefully before deciding how to vote on the resolutions.

1. BACKGROUND TO THE SPILL MEETING

Under the Corporations Act, if at least 25% of the eligible votes cast on the adoption of the remuneration report of a Company at two consecutive annual general meetings are against the adoption of the remuneration report, the company must put to the shareholders a 'spill resolution'. If the spill resolution is passed, the company must hold another general meeting of the company's shareholders ("spill meeting") within 90 days of passing of the resolution. All the directors of the company who were directors of the company when the spill resolution was passed at the second annual general meeting, with the exception of the company's managing director, will cease to hold office immediately before the end of the spill meeting and resolutions to appoint persons to offices that will be vacated immediately before the end of the spill meeting must be put to the vote. Those directors who cease to hold office immediately before the end of the spill meeting are eligible for re-election as directors at the spill meeting.

At least 25% of eligible votes were cast against the adoption of the Company's remuneration report at its 2018 AGM and at its 2019 AGM representing two successive strikes and hence, a spill resolution was put to Shareholders at the Company's 2019 AGM. The spill resolution was passed at the Company's 2019 AGM and accordingly the Directors have called this spill meeting.

Immediately before the end of the spill meeting, each of the Company's current Directors, excluding the Company's Managing Director, Mr Alistair Stephens, will cease to hold office, but being eligible each Director is standing for re-election.

Accordingly, Resolutions 1 – 4 in this Notice of Meeting are put to Shareholders to consider and, if thought fit, to re-elect the current Directors, being Ms Alice Wong, Mr Alex Ko, Mr Bo Tan and Mr William Hayden.

There is no voting exclusion applicable to the resolutions to be put to the spill meeting.

Shareholders should note that if sufficient resolutions are not passed with a 50% majority, then in the absence of any other consideration there is a potential that the entire existing Board, apart from the Managing Director, will be removed from office and the Company would have only one Director. Under the Corporations Act, however, a public company such as Globe Metals & Mining Limited must have a minimum of three directors at all times. To avoid the possibility that this may not be the case, the Corporations Act provides that in the event that resolutions under the spill meeting appointing at least 3 directors are not passed with a 50% majority then the unsuccessful nominees with the highest proportion of favourable votes will be appointed as directors, to make up the minimum number of three directors required under the Corporations Act.

2. INFORMATION ABOUT THE CANDIDATES TO BE RE-ELECTED AS DIRECTORS

Ms Alice Wong

Qualifications, experience and other material directorships

Ms Wong is an entrepreneur with business interests spanning a broad range of industries including mining, healthcare, luxury goods and skincare products, and is highly experienced in the areas of business formation, business development, operation, finance and management. Ms Wong commenced her career with Price Waterhouse as an auditor for leading international companies.

Ms Wong subsequently worked with several investment banks including BNP Paribas Peregrine, ABN AMRO Rothschild and Morgan Stanley, specialising in equity market transactions.

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).

Independence

Ms Wong is the sole shareholder and Director of Apollo Metals Investment Co. Ltd which holds 245,983,611 shares in the Company, representing an ownership interest of 52.79%.

As such, Ms Wong would not be an independent director if elected.

Board recommendation

The Board (Ms Wong abstaining) has considered Ms Wong's candidacy in respect of her individual merits and contribution to the Board's composition and supports the re-election of Ms Wong and **recommends that Shareholders vote in favour of Resolution 1**. The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

Mr Alex Ko

Qualifications, experience and other material directorships

Mr Ko has over thirty years' experience in finance and investment banking. He has been a pioneer in the listing of Chinese equity offers through the Hong Kong exchange including many high-profile government and private Chinese companies. He has held many independent non-executive director roles with Hong Kong listed companies in the transportation, electronics and environmental protection industries. He has strengths in finance and corporate governance.

Mr Ko is currently the Chairman and Chief Executive Officer of HKSE listed company Mason Group Holdings Limited, an independent non-executive director of HKSE listed company Minshang Creative Technology Holdings Limited, and a trustee of a not for profit schooling academy in the USA.

Mr Ko holds a Bachelor of Business Administration from the Chinese University of Hong Kong.

Independence

Mr Ko has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board considers Mr Ko will be an independent director.

Board recommendation

The Board (Mr Ko abstaining) has considered Mr Ko's candidacy in respect of his individual merits and contribution to the Board's composition and supports the re-election of Mr Ko and **recommends that Shareholders vote in favour of Resolution 2**. The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

Mr Bo Tan

Qualifications and other material directorships

Mr Tan is a Canadian national who has over 20 years' experience as a senior manager and director in financial planning, reporting, investment, capital structure and industrial research.

Mr Tan has worked in a senior capacity in the pharmaceutical and investment banking industries for such companies as 3SBio, Bohai Industrial Investment Fund, Lehman Brothers Asia and Macquarie Securities Asia, and across international markets in China, Hong Kong, Canada and USA.

Mr Tan Holds a Bachelor of Economics degree from Renmin University (China), a MBA from Thunderbird School of Global Management, and a MA in Economics from the University of Connecticut.

Independence

Mr Tan has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board considers Mr Tan will be an independent director.

Board recommendation

The Board (Mr Tan abstaining) has considered Mr Tan's candidacy in respect of his individual merits and contribution to the Board's composition and supports the re-election of Mr Tan and **recommends that Shareholders vote in favour of Resolution 3**. The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

Mr Bill Hayden

Qualifications and other material directorships

Mr Hayden is a geologist with approximately 40 years' experience in the mineral exploration industry, much of which has been in Africa, South America and the Asia-Pacific region.

Mr Hayden was the co-founder and President of Ivanhoe Nickel and Platinum Ltd (now Ivanhoe Mines Ltd), a Canadian company which has assembled extensive mineral holdings in South Africa, and the Democratic Republic of Congo. Since 1983 Mr Hayden has worked in a management capacity with several exploration and mining companies both in Australia and overseas.

Mr Hayden was President of Ivanhoe Philippines Inc and GovEx Uranium Inc, and a former director of Sunward Resources Ltd (TSX listed) and China Polymetallic Mining Ltd (HKSE listed). He is currently a director of Asia Pacific Mining Limited and TSX listed entities Ivanhoe Mines Ltd and Trilogy Metals Inc.

Mr Hayden holds a Bachelor of Science (Honours) from Sierra Nevada College, USA.

Independence

Mr Hayden presently holds an indirect interest in 1,276,923 fully paid shares in the Company representing an ownership interest of 0.27%. Otherwise, Mr Hayden has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board considers Mr Hayden will be an independent director.

Board recommendation

The Board (Mr Hayden abstaining) has considered Mr Hayden's candidacy in respect of his individual merits and contribution to the Board's composition and supports the re-election of Mr Hayden and **recommends that Shareholders vote in favour of Resolution 4**. The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

3. GENERAL INFORMATION

Shareholders who require further information regarding the Meeting should contact the Company Secretary prior to the Meeting on +61 8 9328 9368 during normal business hours in Western Australia.

GLOSSARY

\$ means Australian dollars

ASX means ASX Limited ACN 008 624 691 or the securities exchange operated by it, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the key Management Personnel means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

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

Constitution means the Company's Constitution, as amended from time to time.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a current director of the Company.

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

Explanatory Memorandum means this Explanatory Memorandum accompanying the Notice of Meeting.

General Meeting or **Meeting** means the meeting convened by the Notice.

KMP means the key management personnel of the Company and has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules published by the ASX.

Meeting or **General Meeting** means the General Meeting of the Shareholders convened for the purposes of considering the Resolutions contained in the Notice of Meeting (and any adjournment of the meeting).

Notice of Meeting means the notice convening the Meeting which accompanies the Explanatory Memorandum and Proxy Form.

Option means an option to subscribe for a Share.

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

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

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

Shareholder Approval means, the approval sought in respect of the Resolutions, as set out in the Notice of Meeting.

Trading Day has the meaning given in Chapter 19 of the Listing Rules.

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

CORPORATE REPRESENTATIVE FORM

Shareholder Details

This is to certify that by a resolution of the Directors of:

..... (Company),

Insert name of shareholder company

has appointed:

.....

Insert name of corporate representative

in accordance with the provisions of section 250D of the *Corporations Act 2001*, to act as the body corporate representative of that company at the meeting of the members of GLOBE METALS & MINING LIMITED to be held on 30 January 2020 and at any adjournment/s of that meeting.

DATED 2020

Please sign here

Executed by the Company in accordance with its constituent documents	)))
..... Signed by authorised representative	 Signed by authorised representative
..... Name of authorised representative (print)	 Name of authorised representative (print)
..... Position of authorised representative (print)	 Position of authorised representative (print)

Instructions for Completion

- (1) Insert name of appointer Company and the name or position of the appointee (eg "John Smith" or "each director of the Company").
- (2) Execute the Certificate following the procedure required by your Constitution or other constituent documents.
- (3) Print the name and position (eg director) of each company officer who signs this Certificate on behalf of the company.
- (4) Insert the date of execution where indicated.

Send or deliver the Certificate to the registered office of Globe Metals & Mining Limited 137 Lake Street, Perth Western Australia 6000 or by post, PO Box 1811, West Perth WA 6872 or sent by facsimile to the registered office on 08 6323 0418.



GLOBE METALS & MINING LIMITED

REGISTERED OFFICE:

137 LAKE STREET
PERTH WA 6000



ACN: 114 400 609

«EFT_REFERENCE_NUMBER»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

«Company_code» «Sequence_number»

SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:

PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

GBE

Holder Number:

«HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

VOTE ONLINE

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

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The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the General Meeting of the Company to be held at 11:00am WST on Thursday 30 January 2020 at 137 Lake Street, Perth, Western Australia 6000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions.

In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

1. RE-ELECTION OF DIRECTOR - MS ALICE WONG
2. RE-ELECTION OF DIRECTOR - MR ALEX KO
3. RE-ELECTION OF DIRECTOR - MR BO TAN
4. RE-ELECTION OF DIRECTOR - MR BILL HAYDEN

For Against Abstain*

☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Sole Director & Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 11:00am WST on Tuesday 28 January 2020.

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Name:

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This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

Email registrar@securitytransfer.com.au

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.