

30th July 2013

ASX Code: GSC

Company Announcements Office
Australian Securities Exchange
Level 4, Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Shareholder

Notice of General Meeting

The Company advises that a Notice of an Extraordinary General Meeting of shareholders has been despatched to shareholders today.

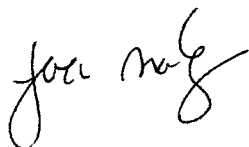
The meeting has been called to seek shareholder approval for the directors to participate in the placement of the shortfall from the recent Rights Issue, dated 13 May 2013, and to subscribe for a total of 6,666,668 Shares and 6,666,668 Options to raise a further \$200,000.

A copy of the Notice of Extraordinary General Meeting and Explanatory Memorandum is attached.

The General Meeting will be held on Tuesday 3rd September 2013 at the company's offices, Suite 203, 161 Walker Street, North Sydney commencing at 10.00 am.

This document will also be available on the Company's website, www.globalgeo.com.au

Yours Faithfully



Joanna Morbey
Company Secretary
Global Geoscience Limited

Notice of Extraordinary General Meeting

Notice is given that the Extraordinary General Meeting of Shareholders of Global Geoscience Limited (ACN 098 564 606) (**Company**) will be held as follows:

Date: 3 September 2013
Time: 10:00 am (AEST)
Venue: Suite 203, 161 Walker Street,
North Sydney NSW 2060

Business

1. **Issue of Shares and Options to Robert Reynolds**

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,666,667 Shares and 1,666,667 Options to Mr Robert Reynolds on the terms and conditions set out in the Explanatory Statement."

Note: The Company will disregard any votes cast on this resolution by Robert Reynolds and any associate of Robert Reynolds.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

2. **Issue of Shares and Options to Bernard Rowe**

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,666,667 Shares and 1,666,667 Options to Mr Bernard Rowe on the terms and conditions set out in the Explanatory Statement."

Note: The Company will disregard any votes cast on this resolution by Bernard Rowe and any associate of Bernard Rowe.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

3. **Issue of Shares and Options to Patrick Elliott**

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,666,667 Shares and 1,666,667 Options to Mr Patrick Elliott on the terms and conditions set out in the Explanatory Statement."

Note: The Company will disregard any votes cast on this resolution by Patrick Elliott and any associate of Patrick Elliott.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

4. **Issue of Shares and Options to Peter Nicholson**

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,666,667 Shares and 1,666,667 Options to Mr Peter Nicholson on the terms and conditions set out in the Explanatory Statement."

Note: The Company will disregard any votes cast on this resolution by Peter Nicholson and any associate of Peter Nicholson.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Other Information

An Explanatory Memorandum accompanies and forms part of this Notice of Extraordinary General Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

Proxies

A Shareholder entitled to attend and vote at this Meeting is entitled to appoint not more than 2 proxies to attend and vote in his/her stead.

A proxy need not be a Shareholder of the Company.

If the Shareholder appoints 2 proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

Proxies must be:

- (a) lodged by posting them or delivering them by hand to the address specified below; or
- (b) received at the fax number specified below,

not later than 48 hours before the Meeting ie. 10:00 am (AEST) on 1 September 2013.

Address: Global Geoscience Limited
Suite 203
161 Walker Street
North Sydney NSW 2060

Postal address: Global Geoscience Limited
Suite 203
161 Walker Street
North Sydney NSW 2060

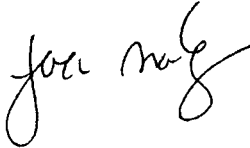
Fax number: (02) 9922 4004

A form of proxy is provided with this Notice.

Entitlement to Vote

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares in the capital of the Company will be taken to be held by the persons who held them as registered holders at 7.00pm (AEST) on 1 September 2013. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board



Joanna Morbey
Company Secretary
30 July 2013

Global Geoscience Limited
(ACN 098 564 606)
Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by Shareholders of Global Geoscience Limited (**Company**) at the Extraordinary General Meeting (**EGM**) to be held commencing 10:00 am (AEST) on 3 September 2013, at Suite 203, 161 Walker Street, North Sydney NSW 2060. The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the Resolutions.

Resolutions: Issue of Shares and Options to Directors

The Company recently undertook a 1 for 4 non-renounceable rights issue of Shares at an issue price of 3 cents per Share together with 1 free attaching option for every Share issued to raise up to \$1.1 million (**Rights Issue**). The Company raised approximately \$600,000 in the Rights Issue, a very good result in the current market. The Company is endeavouring to raise the additional money sought under the Rights Issue and, as noted in the prospectus dated 13 May 2013, the Company has engaged Veritas Securities Limited (**Veritas**) to assist in placing the balance of the Shares and Options with new investors. Pursuant to the agreement with Veritas, Veritas will endeavour to place the shortfall of the Rights Issue on a "best endeavours basis".

The Directors wish to participate in the placement of the shortfall of the Rights Issue and to subscribe for a total of 6,666,668 Shares and 6,666,668 Options to raise a further \$200,000.

The ASX requires, under Listing Rule 10.11, that Shareholders approve the grant of new securities to a Director. Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Shares and Options to each of the Directors:

- (a) the persons to be issued the Shares and Options are Messrs Reynolds, Rowe, Elliott and Nicholson;
- (b) the maximum number of Shares and Options to be issued to the Directors is 6,666,668 as follows:
 - (i) 1,666,667 Shares and 1,666,667 Options to Robert Reynolds;
 - (ii) 1,666,667 Shares and 1,666,667 Options to Bernard Rowe;
 - (iii) 1,666,667 Shares and 1,666,667 Options to Patrick Elliott; and
 - (iv) 1,666,667 Shares and 1,666,667 Options to Peter Nicholson;
- (c) the Shares and Options will be issued to the Directors promptly following the date of the EGM and in any event no later than 1 month after the date of the EGM;
- (d) the Shares will be issued at 3 cents per Share. The Options are exercisable at 5 cents and expire on 30 June 2014. The Shares and Options will be issued on the same terms as the Shares and Options issued pursuant to the prospectus issued by the Company on 13 May 2013 (as set out in Sections 8.4 and 8.5 of the prospectus). The total funds raised from the issue will be \$200,000;
- (e) the Company will disregard any votes cast on Resolution 1 from Robert Reynolds and any of his associates, on Resolution 2 from Bernard Rowe and any of his associates, on Resolution 3 from Patrick Elliott and any of his associates and on Resolution 4 from Peter Nicholson and any of his associates; and
- (f) the funds will be used by the Company to further advance its other projects in Nevada and its projects in Peru and provide working capital and meet the costs of the Offer.

If approval is given to the issue of Shares and Options under Listing Rule 10.11, approval is not required under Listing Rule 7.1. Further, the issue of Shares and Options to the Directors will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

GLOSSARY

In this Notice and Explanatory Memorandum:

Company means Global Geoscience Limited.

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

EGM means the Extraordinary General Meeting of the Company to be held on 3 September 2013.

Listing Rule means the listing rules of the ASX Limited.

Notice means the notice of the EGM including the Explanatory Notes and all annexures to those documents.

Option means an option to acquire a Share.

Share means an ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

All Correspondence to:

✉ **By Mail** Global Geoscience Limited
Suite 203
161 Walker Street
North Sydney NSW 2060 Australia

📠 **By Fax:** +61 2 9922 4004

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **BEFORE 10AM (AEST) ON SUNDAY 1ST SEPTEMBER 2013.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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 your votes. Fractions of votes will be disregarded.

(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10am AEST on Sunday 1st September 2013.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

📠 **By Fax** + 61 2 9922 4004

✉ **By Mail** Global Geoscience Limited
Suite 203, 161 Walker Street
North Sydney NSW 2060

👤 **In Person** Global Geoscience Limited
Suite 203, 161 Walker Street
North Sydney NSW 2060

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Global Geoscience Limited** and entitled to attend and vote hereby appoint

☐

Appoint the **Chairman of the Meeting** (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at the **SUITE 203, 161 WALKER STREET, NORTH SYDNEY NSW 2060 on Tuesday 3rd September 2013 at 10AM AEST** and at any adjournment of that meeting, to act 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.

☐

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of resolution 1, please place a mark in the box. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of resolution 1 and that votes cast by the Chair of the meeting for this resolution other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	The Issue of Shares and Options to Robert Reynolds	☐	☐	☐
Resolution 2	The Issue of Shares and Options to Bernard Rowe	☐	☐	☐
Resolution 3	The Issue of Shares and Options to Patrick Elliott	☐	☐	☐
Resolution 4	The Issue of Shares and Options to Peter Nicholson	☐	☐	☐

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2013