
GLOBE METALS & MINING LIMITED

ABN 33 114 400 609

NOTICE OF GENERAL MEETING

TIME: 11:00am (WST)

DATE: Thursday, 26 October 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.

CONTENTS

Business of the Meeting (setting out the proposed Resolution)	5
Explanatory Statement (explaining the proposed Resolution)	7
Glossary	11

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

The Meeting will be held at 45 Ventnor Avenue, West Perth, Western Australia on Thursday, 26 October 2023 at 11:00am (WST).

The Company will update Shareholders if changing circumstances will impact the planning or arrangements for the Meeting by way of announcement on ASX and the details will also be made available on our website at <https://www.globemm.com/>.

The Company advises that a poll will be conducted for the Resolution 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 Regulations 7.11.37 and 7.11.38 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 24 October 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

Chair of the Meeting

It is proposed that the Chair for the Meeting be Mr Michael Barrett. It is the Chair's intention to vote undirected proxies which the Chair holds as proxy in favour of the Resolution.

For personal use only

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 Thursday, 26 October 2023 at 11:00am (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 – APPROVAL TO ISSUE SHARES TO RELATED PARTY – TRIPLE TALENT (OR NOMINEE)

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 34,455,972 Shares at an issue price of \$0.037 per Share to Triple Talent (or its nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Triple Talent, Mr Bo Tan, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) and/or their nominee(s) 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.

OTHER BUSINESS

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

Dated: 22 September 2023
By order of the Board

A handwritten signature in blue ink, appearing to read "P. Hardie".

Mr Paul Hardie
Company Secretary

For personal use only

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 Resolution.

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

1. RESOLUTION 1 – APPROVAL TO ISSUE SHARES TO RELATED PARTY – TRIPLE TALENT (OR NOMINEE)

1.1 Background

On 4 August 2023, the Company lodged a prospectus with ASIC and ASX (**Prospectus**) in connection with the Company's pro rata non-renounceable entitlement offer of three (3) new Shares for every seven (7) Shares held by Eligible Shareholders, at an issue price of \$0.037 per Share to raise up to approximately \$8 million (before costs) (**Entitlement Offer**). Eligible Shareholders who subscribed for their entitlement in full were invited to apply for Shares in addition to their entitlement at the same issue price under a top-up facility (**Top-Up Facility**).

The Entitlement Offer closed on Thursday, 31 August 2023 and, as announced to ASX on 4 September 2023, the Company received valid applications from Eligible Shareholders for 165,469,839 Shares, being approximately 76% of the Shares available for issue under the Entitlement Offer and representing approximately \$6.1 million in proceeds. This included valid applications for 36,002,131 additional Shares received under the Top-Up Facility, including from Triple Talent, an entity controlled by Director Bo Tan.

As detailed in the Prospectus, in addition to taking up its full entitlement under the Entitlement Offer, Triple Talent provided an irrevocable commitment to apply for up to \$1,274,871 worth of additional Shares (equivalent to 34,455,972 Shares) under the Top-Up Facility (**Triple Commitment**) subject to FIRB approval (to the extent required), Shareholder approval under Listing Rule 10.11, and compliance with section 606 of the Corporations Act. The Triple Commitment is to be set off against outstanding amounts owing under the various loan facilities provided by Mr Tan to the Company, as set out in the Prospectus.

The issue of up to 34,455,972 Shares to Triple Talent comprising the Triple Commitment (**Triple Commitment Shares**) is subject to Shareholder approval under this Resolution.

The remaining shortfall under the Entitlement Offer (approximately 51,716,463 Shares, representing approximately \$1.9 million in proceeds) (**Shortfall**) will be offered to investors invited by the lead manager to the Entitlement Offer, Canaccord Genuity (Australia) Limited (**Lead Manager**), to participate in the Shortfall.

Refer to the Prospectus and the Company's ASX announcements dated 4 August 2023, 17 August 2023, and 4 September 2023 for further details of the Entitlement Offer.

1.2 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 Triple Commitment Shares to Triple Talent constitutes the giving of a financial benefit to Triple Talent, an entity controlled by Mr Bo 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 Bo Tan) that the exception set out in section 210 of the Corporations Act applies to the issue of the Triple Commitment Shares to Triple Talent, as the Triple Commitment Shares will be issued on arm's length (or worse for Mr Bo Tan) terms and on the same terms as were offered to other Eligible Shareholders pursuant to the Entitlement Offer. Accordingly, Shareholder approval is not being sought for the issue of the Triple Commitment Shares to Triple Talent for the purposes of section 208 of the Corporations Act.

1.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue or agree to issue equity securities to:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its Shareholders.

Mr Bo Tan, a Director, is a director and controller of Triple Talent. Given Mr Tan is a related party of the Company by virtue of being a Director, and Mr Tan controls Triple Talent, Triple Talent is also a related party for the purposes of the Listing Rules.

As at the date of this Notice of Meeting, Triple Talent currently holds 34,972,690 Shares (which includes Shares issued to Triple Talent under the Entitlement Offer pursuant to Triple Talent's entitlement), with voting power in the Company of 5.48%.

The proposed issue of the Triple Commitment Shares to Triple Talent falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 and for all other purposes to issue the Triple Commitment Shares to Triple Talent.

If this Resolution is passed, the Company will be able to proceed with the issue of the Triple Commitment Shares to Triple Talent which will be set off against the outstanding amounts owing under the various loan facilities provided by Mr Tan to the Company (as set out in the Prospectus), leaving the Company with no debt.

Based on the information known as at the date of this Notice of Meeting, the impact of passing this Resolution on Triple Talent's voting power in the Company is as follows:

Number of Shares	Percentage voting power in the Company (assuming the Lead Manager places 100% of the remaining Shortfall)	Percentage voting power in the Company (assuming the Lead Manager is unable to place the remaining Shortfall)
69,428,663	9.59	10.57

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Triple Commitment Shares to Triple Talent, which accordingly will not be set off against the outstanding amounts owing under the various loan facilities provided by Mr Bo Tan to the Company (as set out in the Prospectus), leaving the Company liable to repay the aggregate outstanding amounts owing to Mr Bo Tan (of \$1,274,871) and increasing the Company's debt.

1.4 Specific information required by Listing Rule 10.13

The following further information is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) the Triple Commitment Shares will be issued to Triple Talent (or its nominee), as noted above;
- (b) Triple Talent is a related party of the Company, by virtue of being an entity controlled by a Director (Mr Bo Tan), and therefore falls within Listing Rule 10.11.1;
- (c) up to 34,455,972 Shares will be issued to Triple Talent (or its nominee);
- (d) all of the Triple Commitment Shares will be fully paid ordinary shares in the Company;

- (e) the Triple Commitment Shares will be issued on a date which will be no later than 1 month after the date of the Meeting;
- (f) the issue price for the Triple Commitment Shares is \$0.037 per Share, with the full subscription amount payable by Triple Talent to be set off against the outstanding amounts owing under the various loan facilities provided by Mr Bo Tan to the Company;
- (g) the purpose of the issue of the Triple Commitment Shares to Triple Talent is to set off outstanding amounts owing under the various loan facilities provided by Mr Bo Tan to the Company, leaving the Company with no debt;
- (h) the issue of the Triple Commitment Shares is not intended to remunerate or incentivise Mr Bo Tan;
- (i) the Triple Commitment Shares will be issued pursuant to a commitment letter with Triple Talent, whereby Triple Talent:
- (i) provided an irrevocable commitment to apply for up to \$1,274,871 or 34,455,972 Shares under the Top-Up Facility, subject to FIRB approval (to the extent required), Shareholder approval under Listing Rule 10.11, and compliance with section 606 of the Corporations Act;
 - (ii) agreed that payment for the Triple Commitment Shares would be set off against outstanding amounts owing under various loan facilities (assigned to Triple Talent) provided by Mr Bo Tan to the Company; and
 - (iii) warranted that the issue of the Triple Commitment Shares does not require FIRB approval, or to the extent FIRB approval is required it has already been obtained,
- which is otherwise on standard terms and conditions for a commitment letter of its type; and
- (j) a voting exclusion statement applies to this Resolution as set out in the Notice of Meeting.

If approval is given for the issue of the Triple Commitment Shares under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

1.5 Directors' recommendation

Mr Bo Tan declines to make a recommendation about this Resolution as he has a material personal interest in the outcome of the Resolution.

The Directors (in the absence of Mr Bo Tan) recommend that Shareholders vote in favour of this Resolution.

The Directors are not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution.

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.

Chair means the chairperson of the Meeting.

Company means Globe Metals & Mining Limited (ABN 33 114 400 609).

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

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

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

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

Eligible Shareholders has the meaning given in the Prospectus.

Entitlement Offer has the meaning given in section 1.1 of the Explanatory Statement.

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

Lead Manager has the meaning given in section 1.1 of the Explanatory Statement.

Listing Rules means the listing rules of ASX as amended or replaced from time to time.

Meeting means the General Meeting of Shareholders to be held at 45 Ventnor Avenue, West Perth, Western Australia on Thursday, 26 October 2023 at 11:00am (WST).

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

Prospectus has the meaning given in section 1.1 of the Explanatory Statement

Proxy Form means the proxy form accompanying this Notice of Meeting by way of email where the Shareholder has elected to receive notices by email, or the personalised proxy form accompanying the notice of access circulated by way of post where the Shareholder has not elected to receive notices by email.

Resolution means the resolution to be proposed at the 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.

Shortfall has the meaning given in section 1.1 of the Explanatory Statement.

Top-Up Facility has the meaning given in section 1.1 of the Explanatory Statement.

Triple Commitment has the meaning given in section 1.1 of the Explanatory Statement.

Triple Commitment Shares has the meaning given in section 1.1 of the Explanatory Statement.

Triple Talent means Triple Talent Enterprises Ltd.

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

For personal use only



Globe Metals & Mining Limited | ABN 33 114 400 609

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **11:00am (WST) on Tuesday, 24 October 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/#/login>

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)

For personal use only

