
GLOBE METALS AND MINING LIMITED

ACN 114 400 609

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2:00pm (WST)

DATE: Wednesday, 29 November 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, 29 November 2023 at 2:00pm (WST).

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 take action 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, 27 November 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.

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BUSINESS OF THE MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 45 Ventnor Avenue, West Perth, Western Australia on Wednesday, 29 November 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. ANNUAL REPORT

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2023, which includes the Directors' Report, the Financial Report, and the Auditor's Report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purpose of section 250R(2) of the Corporations Act, Shareholders adopt the Remuneration Report for the financial year ended 30 June 2023.”

Voting Prohibition: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member. However, the prohibition does not apply if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the Resolution, but expressly authorises the Chair to exercise the proxy even if the Resolution is connected, directly or indirectly, with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR RICKY LAU

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

“That Mr Ricky Lau, who retires by rotation in accordance with Clause 11.3 of the Constitution, and being eligible, be re-elected as a Director.”

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR MICHAEL CHOI OAM

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

“That Mr Michael Choi OAM, who retires by rotation in accordance with Clause 11.3 of the Constitution and Listing Rule 14.5, and being eligible, be re-elected as a Director.”

5. RESOLUTION 4 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

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

“That the Company have the additional capacity to issue Equity Securities provided for in Listing Rule 7.1A.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder) 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.

6. RESOLUTION 5 – SPILL RESOLUTION (CONDITIONAL ITEM)

If at least 25% of the eligible votes cast on Resolution 1 are against adoption of the Remuneration Report, then the following Resolution will be put to the vote at the Meeting:

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

“That:

- (a) *another general meeting of the Company (**Spill Meeting**) be held within 90 days of the passing of this Resolution;*

- (b) *all of the Directors who were directors of the Company when the resolution to make the Directors' Report was passed, such Directors being Alice Wong, Bo Tan, Ricky Lau, Michael Choi OAM, and Michael Barrett, and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) *resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of Shareholders at the Spill Meeting."*

Voting Prohibition: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member. However, the prohibition does not apply if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the Resolution, but expressly authorises the Chair to exercise the proxy even if the Resolution is connected, directly or indirectly, with the remuneration of a member of the Key Management Personnel.

OTHER BUSINESS

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

Dated: 27 October 2023
By order of the Board

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

Mr Paul Hardie
Company Secretary

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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. ANNUAL REPORT

In accordance with section 317 of the Corporations Act, the Directors must lay before the Company's AGM the Financial Report, the Directors' Report and the Auditor's Report for the last financial year that ended before the AGM (**Annual Report**).

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, the Chair will allow a reasonable opportunity for Shareholders as a whole to:

- (a) discuss the Annual Report;
- (b) ask questions about, or make comments on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted to the Company Secretary at phardie@globemm.com no later than 2:00pm (WST) on Wednesday, 22 November 2023.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Remuneration

Report sets out the remuneration policy of the Company and the remuneration arrangements in place for the Directors and senior management of the Company.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

At the Meeting, the Chair will allow a reasonable opportunity for Shareholders as a whole to ask questions about, or make comments on, the Remuneration Report.

Under the Corporations Act, if a listed company receives a Strike at 2 consecutive AGMs, the company is required to put to shareholders at the second AGM a resolution on whether another meeting should be held (within 90 days) at which all directors of the company who were in office at the time the relevant Directors' Report was approved (excluding the managing director) must stand for re-election.

At last year's AGM, the Company received a Strike in relation to the Remuneration Report. If the Company receives a second Strike at this year's AGM, Resolution 5 will be put to Shareholders to consider whether the Company ought to convene a Spill Meeting. Further details relating to the Spill Meeting are set out in section 6 of this Explanatory Statement.

2.2 Proxy restrictions

Pursuant to the Corporations Act, if you elect to appoint the Chair or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member, as your proxy to vote on Resolution 1, *you must direct the proxy how they are to vote*. Where you do not direct the Chair or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member, on how to vote on Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to Resolution 1.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR RICKY LAU

3.1 General

Clause 11.3 of the Constitution provides that at the AGM in every year one-third of the Directors for the time being, or if their number is not 3 or a multiple of 3, then the number nearest one-third, and any other Director not in such one-third who has held office for 3 years or more (except the managing director), must retire from office.

Any Director who retires by rotation in accordance with Clause 11.3 of the Constitution is eligible for re-election. The Directors to retire at the AGM are those who have been longest in office since their last election.

Mr Lau, who is one of 2 Directors required under the Constitution to retire by rotation at this year's AGM, will retire from office at the conclusion of the Meeting and, being eligible, seeks re-election as a Director.

If Resolution 2 is passed, Mr Lau will be re-elected as a Director. If Resolution 2 is not passed, Mr Lau will cease to be a Director at the conclusion of the Meeting.

3.2 Qualifications and experience

Mr Lau has over 20 years' experience in private equity investment in Asia and is presently the Managing Partner of private equity real estate firm Crane Capital Limited.

Mr Lau is a graduate of the Kellogg-HKUST Executive MBA program and holds a Bachelor of Commerce (Hons) from UBC Sauder School of Business.

In addition to his role as a Director, Mr Lau chairs the Nomination and Remuneration Committee and is a member of the Audit and Risk Committee.

3.3 Board recommendation

The Board (excluding Mr Lau) recommends that Shareholders vote **in favour** of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR MICHAEL CHOI OAM

4.1 General

Clause 11.3 of the Constitution provides that at the AGM in every year one-third of the Directors for the time being, or if their number is not 3 or a multiple of 3, then the number nearest one-third, and any other Director not in such one-third who has held office for 3 years or more (except the managing director), must retire from office.

Any Director who retires by rotation in accordance with Clause 11.3 of the Constitution is eligible for re-election. The Directors to retire at the AGM are those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire must (unless they otherwise agree among themselves) be determined by lot.

Listing Rule 14.4 provides that a Director must not hold office (without re-election) past the third AGM following the Director's appointment or 3 years, whichever is longer. Listing Rule 14.5 relevantly provides that the Company must hold an election of Directors at each AGM even where no Director is required to stand for re-election at the AGM under Listing Rule 14.4.

Mr Choi was last re-elected as a Director at the 2021 AGM. Accordingly, Mr Choi is not required to stand for re-election under Listing Rule 14.4, however, Mr Choi has volunteered to retire by rotation in accordance with the Constitution and Listing Rule 14.5 and, being eligible, seeks re-election as a Director.

If Resolution 3 is passed, Mr Choi will be re-elected as a Director. If Resolution 3 is not passed, Mr Choi will cease to be a Director at the conclusion of the Meeting.

4.2 Qualifications and experience

Mr Choi is a professional chartered engineer specialising in property development, project management and construction. Mr Choi also has extensive experience in trade development, community engagement, cross cultural communication, relationship management and negotiations with governmental agencies.

Mr Choi is a former member of parliament of Queensland and held the position of Parliamentary Secretary (assisting on ministerial matters) with portfolios including natural resources, mines and energy, trade as well as multicultural affairs. He was the first Asian-Australian elected to Queensland parliament. With this background he is therefore experienced in mining includes policy setting, governance, regulations, negotiation with authorities, project assessment, feasibility, CAPEX, all acquired in his Assistant Minister role in the Queensland Government with mines and energy portfolios.

Mr Choi holds a Bachelor of Engineering (Civil) from the University of Queensland and has been recognised with multiple awards throughout his career, including the Medal of the Order of Australia (OAM), and Lord Mayor's Business Award.

In addition to his role as a Director, Mr Choi chairs the Environmental, Social, and Governance Committee.

4.3 Board recommendation

The Board (excluding Mr Choi) recommends that Shareholders vote **in favour** of Resolution 3.

5. RESOLUTION 4 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

5.1 General

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.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its shareholders, by way of a special resolution passed at its AGM, to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 4 seeks shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without shareholder approval.

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.

This Resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders entitled to vote on the Resolution.

5.2 Specific information required by Listing Rule 7.3A

In accordance with the requirements of Listing Rule 7.3A, the following information is provided in relation to Resolution 4:

(a) Period for which approval is valid

Approval of the 7.1A Mandate will be valid from the date of this year's AGM and will expire on the earlier of:

- (i) the date that is 12 months after the date of the AGM at which the approval is obtained;
- (ii) the time and date of the Company's next AGM; and
- (iii) the time and date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 or Listing Rule 11.2.

(b) Minimum price at which Equity Securities may be issued

The issue of Equity Securities under the 7.1A Mandate will be for a cash consideration at an issue price of not less than 75% of the 15-day VWAP for Equity Securities in that class immediately before:

- (i) the date on which the price at which the relevant Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the relevant Equity Securities are not issued within 10 Trading Days of the date in paragraph 5.2(b)(i) above, the date on which the Equity Securities are issued.

(c) Purposes for which funds may be used

Any funds raised by an issue of Equity Securities under the 7.1A Mandate will be used for working capital purposes to assist the Company to develop its Kanyika Niobium Project.

(d) Risk of economic and voting dilution

If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 7.1A Mandate, existing Shareholders' voting power will be diluted. There is also a risk that:

- (i) the market price for Equity Securities in that class may be significantly lower on the date of issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shareholders will be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula in Listing Rule 7.1A.2 on the basis of the closing market price of Shares and the number of Shares on issue as at 9 October 2023, and using different assumed issue prices and values for variable 'A' in the formula.

Number of Shares on Issue (Variable 'A' in Listing Rule 7.1A.2)	Number of Shares issued, funds raised, and dilution	Assumed Issue Price		
		\$0.0185 (50% decrease in current price)	\$0.037 (current price)	\$0.074 (100% increase in current price)
637,782,562 (current)	Shares issued	63,778,256	63,778,256	63,778,256
	Funds raised	\$1,179,897	\$2,359,795	\$4,719,590
	Dilution	10%	10%	10%
956,673,843 (50% increase)	Shares issued	95,667,384	95,667,384	95,667,384
	Funds raised	\$1,769,846	\$3,539,693	\$7,079,386
	Dilution	10%	10%	10%
1,275,565,124 (100% increase)	Shares issued	127,556,512	127,556,512	127,556,512
	Funds raised	\$2,359,795	\$4,719,590	\$9,439,181
	Dilution	10%	10%	10%

The number of Shares on issue (variable 'A' in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro rata issue or scrip issue under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table has been prepared on the following assumptions:

- (i) The current Shares on issue are the Shares on issue as at 9 October 2023, being 637,782,562 Shares.
- (ii) The 'current price' is \$0.037, being the closing price of the Shares on ASX on 9 October 2023.
- (iii) The Company issues the maximum number of Equity Securities under the 7.1A Mandate.

- (iv) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- (v) The issue of Equity Securities under the 7.1A Mandate consists only of Shares and no Options are exercised into Shares before the issue of Equity Securities under the 7.1A Mandate.
- (vi) The table does not show the dilution that may be caused to any one particular Shareholder. Shareholders should consider the dilution to their own shareholding depending on their circumstances.
- (vii) The table does not show the dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
- (viii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution in each example is 10%.

If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 7.1A Mandate, the existing Shareholders' voting power in the Company will be diluted.

(e) **Allocation policy**

The Company's allocation policy for the issue of Equity Securities under the 7.1A Mandate will depend on the prevailing market conditions at the time of the proposed issue. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to several factors including, but not limited to, the following:

- (i) the ability of the Company to raise funds at the time of the proposed issue of the Equity Securities;
- (ii) the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of the proposed issue;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from its professional advisers, including corporate, financial, and broking advisers (if applicable).

At the date of this Notice of Meeting, the Company has not formed an intention as to whether Equity Securities issued under the 7.1A Mandate will be offered to existing Shareholders, or to any class or group of existing security holders, or whether the Equity Securities will be offered exclusively to new investors that have not previously been security holders of the Company. The Company will give consideration, before making any placement of Equity Securities under the 7.1A Mandate, to whether the raising of any funds under such placement could be carried out, in whole or in part, by means of a pro rata offer to existing Shareholders, a placement and a pro rata offer, or a placement and an offer under a share purchase plan.

Allottees under the 7.1A Mandate will not include related parties of the Company or their Associates but otherwise the Company does not have any specific intentions in relation to parties it may approach to participate in an issue of Equity Securities under the 7.1A Mandate.

(f) **Previous issues of Equity Securities under Listing Rule 7.1A.2**

The Company has not issued, or agreed to issue, any Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting.

(g) **Voting exclusion statement**

A voting exclusion statement is included in the Notice of Meeting. At the date of the Notice of Meeting, the Company has not approached any particular Shareholder or any identifiable class of existing security holders to participate in an issue of Equity Securities under the 7.1A Mandate. Therefore, no votes cast in favour of this Resolution by existing Shareholders will be disregarded.

5.3 **Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 4. The Chair intends to vote all undirected proxies in favour of Resolution 4.

6. **RESOLUTION 5 – SPILL RESOLUTION (CONDITIONAL ITEM)**

6.1 **General**

Resolution 5 is a conditional item of business (called a “**Spill Resolution**”) and will only be put to the vote at the Meeting if at least 25% of the votes validly cast on Resolution 1 are against the adoption of the Remuneration Report, which will constitute a second Strike for the Company.

If less than 25% of the votes validly cast on Resolution 1 are against the adoption of the Remuneration Report, the Spill Resolution will not be put to the Meeting.

If the Company receives a second Strike and the Spill Resolution is passed at the Meeting, the Board will need to convene a Spill Meeting within 90 days after the Spill Resolution is passed to consider the composition of the Board. If a Spill Meeting is required, details of that meeting will be notified to Shareholders in due course.

If a Spill Meeting is held, the following Directors will cease to hold office immediately before the end of the Spill Meeting unless they are willing to stand for re-election, and are re-elected, at the Spill Meeting:

- (a) Alice Wong
- (b) Bo Tan
- (c) Ricky Lau*
- (d) Michael Choi OAM*

(e) Michael Barrett

**This assumes that Ricky Lau and Michael Choi OAM are re-elected at the Meeting under Resolutions 2 and 3 respectively.*

The Directors listed above are those who held on office on 28 September 2023 when the Directors' Report (including the Remuneration Report) for the year ended 30 June 2023 was approved. Each of those Directors will be eligible to seek re-election at the Spill Meeting, however there is no assurance that any or all of them will do so.

If Mr Lau and Mr Choi are re-elected at the Meeting pursuant to Resolutions 2 and 3 respectively, they will still need to be re-elected at the Spill Meeting to remain in office after that time. If any additional directors are appointed before the Spill Meeting, they will not need to stand for election at the Spill Meeting to remain in office.

Resolutions to appoint individuals to the offices vacated immediately before the end of the Spill Meeting will be put to the vote at the Spill Meeting. Eligibility for election as a Director at the Spill Meeting will be determined in accordance with the Constitution.

For the Spill Resolution to be passed at the Meeting, more than 50% of the votes validly cast will need to be in favour of it.

In deciding how to vote on the Spill Resolution, the Board recommends that Shareholders take the following factors into account:

- (a) substantial additional costs will be incurred if the Company is required to call and hold the Spill Meeting;
- (b) disruption to the Board, which could undermine the Company's stability;
- (c) the current Board already has the requisite skills and experience to provide effective oversight of the Company; and
- (d) there is no assurance that any or all of the Directors will stand for re-election at the Spill Meeting.

6.2 Proxy restrictions

Pursuant to the Corporations Act, if you elect to appoint the Chair or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member, as your proxy to vote on Resolution 5, you *must direct the proxy how they are to vote*. Where you do not direct the Chair or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member, on how to vote on Resolution 5, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to Resolution 5.

6.3 Board recommendation

The Board recommends that Shareholders vote against any Spill Resolution put to the vote at the Meeting.

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GLOSSARY

AGM means annual general meeting.

Annual Report has the meaning given in section 1 of the Explanatory Statement.

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.

Auditor's Report means the auditor's report on the Financial Report.

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

Chair means the chairperson of the Meeting.

Closely Related Party, in relation to a member of the Key Management Personnel, means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person so prescribed by the Corporations Regulations.

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

Constitution means the constitution of the Company 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.

Directors' Report means the annual directors' report of the Company and its controlled entities prepared under Chapter 2M of the Corporations Act.

Employee Share Option Plan means the employee incentive scheme titled "Employee Share Option Plan" adopted by the Company.

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

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

Financial Report means the annual financial report of the Company and its controlled entities prepared under Chapter 2M of the Corporations Act.

Key Management Personnel means those persons having authority and responsibility for planning, directing, and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company or, if the Company is part of a consolidated entity, of an entity within the consolidated group.

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 Annual General Meeting of Shareholders to be held at 45 Ventnor Avenue, West Perth, Western Australia on Wednesday, 29 November 2023 at 2:00pm (WST).

Notice of Meeting means this notice of annual 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 under the Employee Share Option Plan.

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

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolutions means the resolutions to be proposed at the Meeting and **Resolution** means any one of them.

7.1A Mandate has the meaning given in section 5.1 of the Explanatory Statement.

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

Shareholder means the holder of a Share.

Spill Meeting has the meaning given in Resolution 5.

Spill Resolution has the meaning given in section 6.1 of the Explanatory Statement.

Strike means a 'no' vote of 25% or more on a resolution to adopt the Remuneration Report.

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

VWAP, in relation to the Shares for a particular period, means the volume-weighted average price of trading in the Shares on ASX over that period.

WST means Australian Western Standard Time.



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.

Your proxy voting instruction must be received by **02.00pm (AWST) on Monday, 27 November 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)

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