



Globe
Metals & Mining

NOTICE OF ANNUAL GENERAL MEETING
– and –
EXPLANATORY STATEMENT
– and –
PROXY FORM

DATE AND TIME OF MEETING:

Wednesday 30th November 2011 at 10.00am (WST)

VENUE:

The Pavilion

Royal King's Park Tennis Club

21 King's Park Road, West Perth, Western Australia 6005

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

ABN 33 114 400 609

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Notice of meeting

Notice is hereby given that the Annual General Meeting of the Shareholders of Globe Metals & Mining Limited (“**Globe**” or the “**Company**”) will be held at The Pavilion, Royal King’s Park Tennis Club, 21 King’s Park Road, West Perth, Western Australia 6005, at 10.00am WST, Wednesday 30 November 2011 for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

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

Ordinary business

Item 1 Financial Statement and Reports

To receive and consider the annual financial statements of the Company, together with the Directors’ report and auditor’s report for the year ended 30 June 2011 as set out in the Annual Report.

Resolution 1 Adoption of Remuneration Report (Non-binding)

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as detailed in the Directors’ report for the period ending 30 June 2010 be adopted.”

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this Resolution.

Voting Exclusion: The Company will disregard any votes cast on Resolution¹ by or on behalf of a Restricted Voter. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) it is not cast on behalf of a Restricted Voter.

Further, the Company will not disregard a vote cast by the Chair of the meeting as a proxy, if the appointment of the Chair expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

Resolution 2 Re-election of Director

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

“That Mr Shao Yi who retires in accordance with clause 11.12 of the Constitution and, being eligible for re-election, be re-elected as a Director.”

Resolution 3 Re-election of Director

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

“That Ms Shasha Lu who retires in accordance with clause 11.12 of the Constitution and, being eligible for re-election, be re-elected as a Director.”

¹ “Restricted Voter” means Key Management Personnel and their Closely Related Parties as defined in the glossary.

Resolution 4 Re-election of Director

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

“That Mr Tian Jingbin who retires in accordance with clause 11.12 of the Constitution and, being eligible for re-election, be re-elected as a Director.”

Resolution 5 Re-election of Director

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

“That Mr Peter Stephens who retires in accordance with clause 11.12 of the Constitution and, being eligible for re-election, be re-elected as a Director.”

Resolution 6 Re-election of Director

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

“That Dr Julian Stephens who retires in accordance with clause 11.3 of the Constitution and, being eligible for re-election, be re-elected as a Director.”

Resolution 7 Ratification of issue of securities

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

“That for the purpose of Listing Rule 7.4 and for all other purposes, the Company ratify the prior allotment and issue of:

- (a) 200,000 Shares at a deemed issue price of \$0.44;*
- (b) 100,000 Shares at a deemed issue price of \$0.34;*
- (c) 100,000 Shares at a deemed issue price of \$0.30;*
- (d) 3,000,000 Shares at a deemed issue price of \$0.315;*
- (e) 860,000 Shares at a deemed issue price of \$0.215;*
- (f) 100,000 Shares at a deemed issue price of \$0.17; and*
- (g) 600,000 Options each with an exercise price of \$0.345 and an expiry date of 30 June 2014,*

to employees, consultants and contractors of the Company on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion: The Company will disregard any votes cast on Resolution 7 by any person who participated in the issue the subject of Resolution 7 and any person associated with those persons. However, the Company need not disregard any vote if 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 it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 8 Ratification of issue of securities

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

“That for the purpose of Listing Rule 7.4 and for all other purposes, the Company ratify the prior allotment and issue of 5,600,000 shares at an issue price of 25 cents each on 15 December 2011 to 22 December 2011 on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion: The Company will disregard any votes cast on Resolution 8 by any person who participated in the issue the subject of Resolution 8 and any person associated with those persons. However, the Company need not disregard any vote if 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 it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 9 Issue of Incentive Options to Mr Mark Sumich

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

“That, pursuant to and in accordance with section 208 of the Corporations Act and Listing Rule 10.11 and for all other purposes, the Directors be and are hereby authorised to allot and issue up to:

- (a) 500,000 Incentive Options each having an exercise price of \$0.001 and an expiry date of 1 July 2013;*
- (b) 500,000 Incentive Options each having an exercise price of \$0.001 and an expiry date of 1 July 2013;*
- (c) 500,000 Incentive Options each having an exercise price of \$0.001 and an expiry date of 1 July 2013;*
- (d) 500,000 Incentive Options each having an exercise price of \$0.001 and an expiry date of 1 July 2013;*
- (e) 6,000,000 Incentive Options each having an exercise price of \$0.001 and an expiry date of 1 July 2014; and*
- (f) 2,000,000 Incentive Options each having an exercise price of \$0.001 and an expiry date of 1 July 2014,*

to Mark Sumich (or his nominees) on the terms and conditions as set out in the Explanatory Statement.”

Voting exclusion: The Company will in accordance with section 224 of the Corporations Act disregard any votes cast on Resolution 9 by Mark Sumich and any of his associates. However, the Company need not disregard any vote if:

- it is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- it is not cast on behalf of Mark Sumich or an associate of Mark Sumich.

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 9 unless:

- the appointment specifies the way the proxy is to vote on Resolution 9; or
- the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 9. Shareholders may also choose to direct the Chair to vote against Resolution 9 or to abstain from voting.

Resolution 10 Increase in Non Executive Director Fee Pool

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

“That in accordance with Listing Rule 10.17 and rule 11.15 of the Company’s Constitution, the maximum aggregate remuneration payable out of the funds of the Company to non-executive directors of the Company for their services as directors, including their service on a committee of directors, be increased by \$150,000 from \$150,000 to a maximum sum of \$300,000 per annum to be split between the non-executive directors as they determine.”

Voting exclusion: The Company will in accordance with section 224 of the Corporations Act disregard any votes cast on Resolution 10 by any Director and any of their associates. However, the Company need not disregard any vote if:

- it is cast by a person as proxy for a person who is entitled to vote that specifies how the proxy is to vote on the proposed resolution; and
- it is not cast on behalf of a Director or an associate of a Director; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 10 unless:

- the appointment specifies the way the proxy is to vote on Resolution 10; or
- the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 10.

Other business

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

Proxies

1. Shareholders can vote by either:
 - attending the meeting and voting in person or by attorney or, in the case of corporate shareholders, by appointing a corporate representative to attend and vote; or
 - appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, or by facsimile.
2. A Shareholder entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies to attend and vote instead of the Shareholder. If two proxies are appointed, and a Shareholder does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half the votes. A proxy need not be a Shareholder of the Company.
2. Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting.
3. A Shareholder that is a corporation may appoint individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. Evidence of the appointment as a representative, and any authority under which it is signed, must be either lodged with the Company prior to the Meeting, or be presented at the Meeting before registering on the attendance register for the Meeting.
4. Forms to appoint proxies, and the Power of Attorney (if any) under which they are signed, must be lodged at the registered office of the Company, at Suite 3, 16 Ord Street, West Perth WA 6005, or by facsimile (61 8) 9486 1718 not less than 48 hours before the time of the Meeting or resumption of an adjourned meeting at which the person named in the instrument proposes to vote.
5. An instrument appointing a proxy:
 - (a) shall be in writing under the hand of the appointor or of his attorney, or if the appointor is a corporation, either under seal or under the hand of a duly authorised officer or attorney;
 - (b) may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified on the proxy form;
 - (c) shall be deemed to confer authority to demand or join in demanding a poll; and
 - (d) shall be in such form as the Directors determine and which complies with Section 250A of the Corporations Act 2001 and the Listing Rules.

If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolutions 1, 7 and 8, if the proxy is the Chair of the Meeting and the appointment 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. Should any resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that resolution as they think fit.

Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the resolutions proposed in this Notice of Meeting, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed resolutions. These rules are explained in this Notice

Attendance and voting eligibility

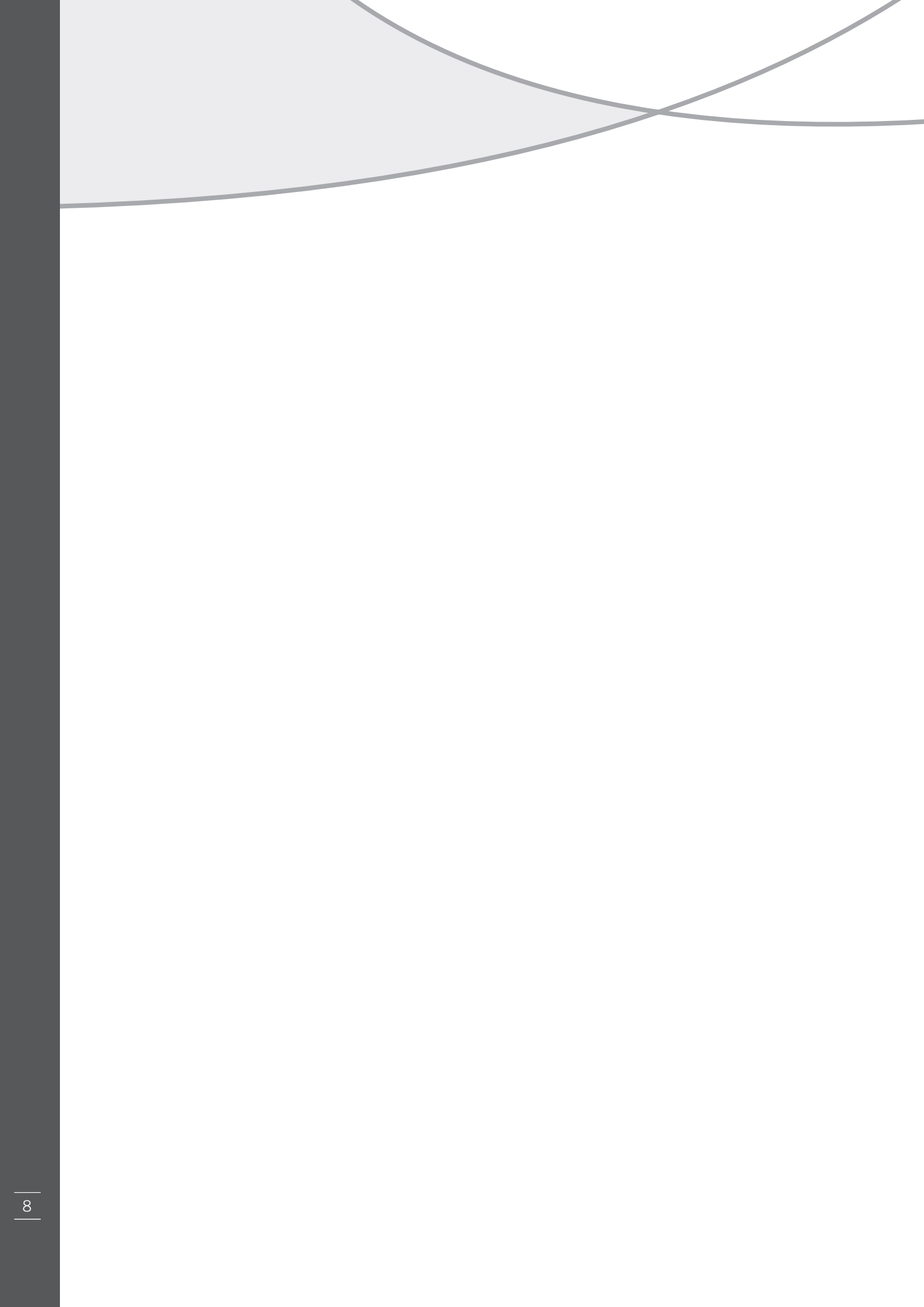
For the purpose of regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 5.00pm WST on Monday 28 November 2011. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Annual General Meeting.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Bradley Wynne', written in a cursive style.

Bradley Wynne
Company Secretary

Dated: 20 October 2011



Explanatory Statement

Introduction

This Explanatory Statement has been prepared for the information of Shareholders of Globe Metals & Mining Limited (“Globe” or the “Company”) in relation to the business to be concluded at the Company’s Annual General Meeting to be held at The Pavilion, Royal King’s Park Tennis Club, 21 Kings Park Road, West Perth, Western Australia 6005, at 10.00am (WST), Wednesday, 30 November 2011.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the accompanying Notice of Meeting. Capitalised terms in this Explanatory Statement are defined in the glossary.

Annual Report 2011

The Annual Report 2011 can be accessed online at the Company’s website: www.globemetalsandmining.com.au

Enquiries

All enquiries in relation to the contents of the Notice of Meeting or Explanatory Statement should be directed to the Company’s Company Secretary, Mr Bradley Wynne (telephone: +61 8 9486 1779).

1. ITEM 1: FINANCIAL AND OTHER REPORTS

The Corporations Act requires the Directors of the Company to lay before the Annual General Meeting the Financial Statements, the Directors’ Report and the Auditor’s Report for the financial year ended 30 June 2011.

These reports are contained in the Company’s Annual Report for the period ended 30 June 2011 which has been provided to all Shareholders and is also available on the Company’s website at www.globemetalsandmining.com.au.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company. As required under section 250PA of the Corporations Act, at the Annual General Meeting, the Company will make available those questions directed to the auditor and received by the Company by 23 November 2011, being questions which the auditor considers relevant to the content of the Auditor’s Report or the conduct of the audit of the Financial Report. Every endeavor will be made during the Annual General Meeting to answer questions submitted by Shareholders.

To enable Shareholders who cannot attend the Annual General Meeting to raise issues and to assist the Board and the auditor of the Company in responding to questions, please submit any questions you may have on the Questions From Shareholders Form (following the Proxy Form attached to this Explanatory Statement) and return the form in person or by mail to PO Box 1811, West Perth, Western Australia, 6872 or by fax on (08) 9486 1718 so that it is received by no later than 23 November 2011.

2. RESOLUTION 1: APPROVAL OF REMUNERATION REPORT

In accordance with section 250R(2) of the Corporations Act the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company’s 2011 Annual Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company’s Annual Report 2011 and is also available on the Company’s website (www.globemetalsandmining.com.au).

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at the 2011 AGM, and then again at the 2012 AGM, the Company will be required to put a resolution to the 2012 AGM, to approve calling an extraordinary general meeting (“**spill resolution**”). If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene an extraordinary general meeting (“**spill meeting**”) within 90 days of the 2012 AGM. All of the Directors who were in office when the 2012 Directors’ Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the spill meeting. The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any share based compensation.

3. RESOLUTION 2: RE-ELECTION OF DIRECTORS

Clause 11.12 of the Constitution requires that any Director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, must retire at the next Annual General Meeting following his or her appointment, but is eligible for re-election at that Annual General Meeting.

These requirements for a Director to retire do not apply to the Managing Director.

Accordingly, Resolution 2 seeks approval for the appointment of Mr Yi Shao. Mr Yi Shao was appointed by the Directors following completion of the ECE transaction on 15 April 2011 and now retires in accordance with clause 11.12 of the Constitution. Being eligible, Mr Yi Shao offers himself for re-election as a Director of the Company, with effect on and from the close of the Meeting.

Details relating to Mr Shao’s experience is set out below:

Mr Yi Shao

Mr Yi Shao was appointed Director General of the East China Mineral Exploration and Development Bureau (ECE) in August 2006. Prior to this he worked as General Manager in Jiangsu Transportation Industry Limited Company for two years. Prior to this time, he worked in International Tender Company for three years holding the position of Director General. His previous experience also includes working as Deputy Mayor of Suqian City, Jiangsu Province from 1997 to 2001, Director and Head of Economic Research Institute of Jiangsu Development and Reform Commission from 1986 to 1994.

Mr Yi Shao is a part-time professor in both Southeast University and Nanjing University and a research fellow in the Ministry of Land and Resources of the People’s Republic of China. Mr Yi Shao is also Chairman of East China Non-Ferrous Investment Holding Corporation, ECE’s wholly owned subsidiary which holds all business interests for ECE. He is also the chairman of Australian ECE Nolans Investment Limited and AO-Zhong International Mineral Resources Pty Ltd.

4. RESOLUTION 3: RE-ELECTION OF DIRECTORS

Clause 11.12 of the Constitution requires that any Director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, must retire at the next Annual General Meeting following his or her appointment, but is eligible for re-election at that Annual General Meeting.

These requirements for a Director to retire do not apply to the Managing Director.

Accordingly, Resolution 3 seeks approval for the appointment of Ms Shasha Lu. Ms Shasha Lu was appointed by the Directors to fill a casual vacancy on 9 August 2011 and now retires in accordance with clause 11.12 of the Constitution. Being eligible, Ms Shasha Lu offers herself for re-election as a Director of the Company, with effect on and from the close of the Meeting.

Details relating to Ms Lu’s experience is set out below:

Ms Shasha Lu

Ms. Shasha Lu is an Executive Director of Arafura Resources Limited (ASX:ARU) responsible for its China Business Development since July 2009. Before that she was an Executive Director and CEO of Hong Kong East China Non-Ferrous Mineral Resources Co. Ltd. (HKECE), a wholly owned subsidiary of Eastern China Exploration & Development Bureau (ECE). HKECE holds the foreign business interests of ECE.

Ms Lu holds a Degree in Medicine and a Masters Degree from Nanjing University, China. She is also a graduate of the Australian Institute of Company Directors (GAICD) and currently studying for an EMBA in Nanjing University. Ms Lu has worked as a Postdoctoral fellow at the Karolinska Institute in Stockholm, Sweden and as a Visiting Scholar at the Geneva University during which time, she undertook some work in the World Health Organisation.

5. RESOLUTION 4: RE-ELECTION OF DIRECTORS

Clause 11.12 of the Constitution requires that any Director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, must retire at the next Annual General Meeting following his or her appointment, but is eligible for re-election at that Annual General Meeting.

These requirements for a Director to retire do not apply to the Managing Director.

Accordingly, Resolution 4 seeks approval for the appointment of Mr Jingbin Tian. Mr Jingbin Tian was appointed by the Directors following completion of the ECE transaction on 15 April 2011 and now retires in accordance with clause 11.12 of the Constitution. Being eligible, Mr Jingbin Tian offers himself for re-election as a Director of the Company, with effect on and from the close of the Meeting.

Details relating to Mr Jingbin's experience is set out below:

Mr Jingbin Tian

Mr Jingbin Tian is Deputy Director of the Outward Investment Department of ECE.

Before taking his current position in January 2010, he had been working with Jiangsu International Tender Company and led a consulting team in the utilities sector for nearly ten years. His previous experience includes working in the public procurement area for eight years and as a newspaper reporter for one year.

6. RESOLUTION 5: RE-ELECTION OF DIRECTORS

Clause 11.12 of the Constitution requires that any Director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, must retire at the next Annual General Meeting following his or her appointment, but is eligible for re-election at that Annual General Meeting.

These requirements for a Director to retire do not apply to the Managing Director.

Accordingly, Resolution 5 seeks approval for the appointment of Mr Peter Stephens. Mr Stephens was appointed by the Directors following completion of the ECE transaction on 15 April 2011 and now retires in accordance with clause 11.12 of the Constitution. Being eligible, Mr Stephens offers himself for re-election as a Director of the Company, with effect on and from the close of the Meeting.

Details relating to Mr Stephen's experience is set out below:

Mr Peter Stephens

Mr Stephens is a qualified accountant and holds a Master of Business Administration.

Mr Stephens has nearly thirty years experience in senior financial roles in the construction, telecommunications, banking and corporate treasury, manufacturing and distribution sectors in Australia and across the Asia-Pacific region. He has previously worked in China in the telecommunications and digital media sectors.

Mr Stephens is a former independent Non-Executive Director and Chairman of the audit committee of Grange Resources, an ASX listed iron ore mining company.

7. RESOLUTION 6: RE-ELECTION OF DIRECTORS

In accordance with clause 11.3 of the Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office by rotation and are eligible for re-election. The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

These requirements for a Director to retire do not apply to the Managing Director.

Pursuant to clause 11.3 of the Company's Constitution, Dr Julian Stephens, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Details relating to Dr Julian Stephen's experience is set out below:

Dr Julian Stephens

Julian has over 15 years of experience in the exploration and mining sectors and economic-structural geology research fields. He began his career in the Eastern Goldfields of WA, and between 1995 and 1999 worked as a mine and exploration geologist at a number of operations. From 1999 to 2003 Julian completed his PhD on Canadian intrusion-related gold deposits at James Cook University in Queensland and then worked as a consulting geologist in western Canada between 2003 and 2004. He was employed as a senior structural/economic geology consultant for mining consultancy RSG Global between 2004 and 2006.

8. RESOLUTION 7: RATIFICATION OF THE ISSUE OF SECURITIES

During the period from 26 October 2010 to 3 October 2011 the Company announced the issue of a total of 4,360,000 Shares and 600,000 Options to certain employees, consultants and contractors of the Company. Details regarding each of these issues of securities is set out below.

The Company has for the operational period under review, up to the date of the Meeting, allotted and issued such Shares and Options to employees, consultants and contractors, in order to save the Company's cash resources and also to attract and retain the services of valued staff, consultants and contractors.

Shareholder approval is sought to ratify the Shares and Options previously issued and referred to in Resolution 7.

Listing Rule 7.4 permits the ratification of a prior issue of securities made without shareholder approval, provided the issue did not breach the 15% threshold in Listing Rule 7.1. The effect of such ratification is to replenish the Company's capacity to issue further securities up to the 15% limit without requiring Shareholder approval.

Pursuant to Resolution 7 the Directors are seeking ratification under Listing Rule 7.4 of the issue of a total of 4,360,000 Shares and 600,000 Options to employees, consultants and contractors of the Company in order to restore the rights of the Company to issue further shares within the 15% limit during the next 12 months.

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the ratification of the allotment and issue under Resolution 7:

1. The following Shares and Options were allotted and issued:
 - (a) 200,000 Shares at a deemed issue price of \$0.44 on 26 October 2010;
 - (b) 100,000 Shares at a deemed issue price of \$0.34 on 10 January 2011;
 - (c) 100,000 Shares at a deemed issue price of \$0.30 on 24 February 2011;
 - (d) 3,000,000 Shares at a deemed issue price of \$0.315 on 15 April 2011;
 - (e) 860,000 Shares at a deemed issue price of \$0.215 on 8 July 2011;
 - (f) 100,000 Shares at a deemed issue price of \$0.17 on 3 October 2011; and
 - (g) 600,000 Options, each with an exercise price of \$0.345 and an expiry date of 30 June 2014, on the terms and conditions contained in Annexure A to this Explanatory Statement on 29 November 2010.

2. The Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue. The Options were issued on the terms and conditions set out in Annexure A.
3. The allottees to whom the Shares and Options referred to above were issued were classified and determined on the following basis:
 - (a) Employees – persons who were, at the date of issue, employees of the Company. Shares and/or Options were issued to the employees either:
 - (i) in recognition of their services and contribution to the Company;
 - (ii) as part of the Company's retention incentive; or
 - (iii) as part of the Company's salary sacrifice initiative.
 - (b) Consultants – consultants engaged by the Company for the provision of services. Shares and/or Options were issued to the consultants in lieu of the consulting costs and fees.
 - (c) Contractors – contractors engaged by the Company for the provisions of various services. Shares and/or Options were issued to the contractors in lieu of cash payable for services provided to the Company.None of the allottees were related parties of the Company. None of the Shares or Options were issued to Directors.
4. The Shares and Options referred to in Resolution 7 were issued for nil consideration and as part of the Company's strategy to preserve cash, to retain a core of highly skilled employees and maintain access to a highly skilled collection of consultant professionals and contractors, particularly in Africa. Accordingly, no funds were raised from the issue of the Shares or Options. Funds will be raised on the eventual exercise of the Options, which will be used for the Company's working capital, however, there is no guarantee that the Options will be exercised.

9. RESOLUTION 8: RATIFICATION OF THE ISSUE OF SECURITIES

During December 2010 the Company announced the issue of a total of 5,600,000 Shares at an issue price of \$0.25 (25 cents) per Share raising \$1,400,000 ("**Private Placement**"). The Shares were issued under the Private Placement to a select group of sophisticated investors. The purpose of the Private Placement was to raise funds primarily for general working capital requirements.

Shareholder approval is sought to ratify the Shares previously issued and referred to in Resolution 8.

Listing Rule 7.4 permits the ratification of a prior issue of securities made without shareholder approval, provided the issue did not breach the 15% threshold in Listing Rule 7.1. The effect of such ratification will be to replenish the Company's capacity to issue further securities up to the 15% limit without requiring Shareholder approval.

Pursuant to Resolution 8 the Directors are seeking ratification under Listing Rule 7.4 of the issue of a total of 5,600,000 Shares to sophisticated investors for the purpose of satisfying the requirements of Listing Rule 7.4 in order to restore the rights of the Company to issue further shares within the 15% limit during the next 12 months.

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the ratification of the allotment and issue under Resolution 8:

1. 5,600,000 Shares were allotted and issued.
2. The Shares were issued at an issue price of 25 cents per Share.
3. The Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.
4. The Shares were issued and allotted to various sophisticated investors, unrelated to the Company.
5. The funds raised by the issue of the Shares under the Private Placement have been, and will be, used primarily for general working capital requirements.

10. RESOLUTION 9: ISSUE OF INCENTIVE OPTIONS TO MR MARK SUMICH

10.1 Background to Resolution 9

The Company proposes to grant a total of:

- (a) 500,000 Incentive Options each having an exercise price of \$0.001 and an expiry date of 1 July 2013 vesting on 30 June 2013 provided the Managing Director is employed by the Company as at that date (**Class A Incentive Options**);
- (b) 500,000 Incentive Options each having an exercise price of \$0.001 and an expiry date of 1 July 2013 vesting where the volume weighted average price (**VWAP**) of Globe ordinary shares over fifteen (15) consecutive trading days on the ASX is equal to or greater than A\$0.60 prior to 30 June 2013 providing the Managing Director is still employed at that date (**Class B Incentive Options**);
- (c) 500,000 Incentive Options each having an exercise price of \$0.001 and an expiry date of 1 July 2013 vesting where the VWAP of Globe ordinary shares over fifteen (15) consecutive trading days on the ASX is equal to or greater than A\$0.80 prior to 30 June 2013 providing the Managing Director is still employed at that date (**Class C Incentive Options**);
- (d) 500,000 Incentive Options each having an exercise price of \$0.001 and an expiry date of 1 July 2013 vesting where the VWAP of Globe ordinary shares over fifteen (15) consecutive trading days on the ASX is equal to or greater than A\$0.90 prior to 30 June 2013 providing the Managing Director is still employed at that date (**Class D Incentive Options**);
- (e) 6,000,000 Incentive Options each having an exercise price of \$0.001 and an expiry date of 1 July 2014 vesting where the VWAP of Globe ordinary shares over fifteen (15) consecutive trading days on the ASX is equal to or greater than A\$1.20 or the Market Capitalisation of the Company exceeds A\$300 million on or before 30 June 2014 providing the Managing Director is still employed at that date (**Class E Incentive Options**); and
- (f) 2,000,000 Incentive Options each having an exercise price of \$0.001 and an expiry date of 1 July 2014 where the Company completes an acquisition transaction with a value of at least A\$15 million, or completes the Kanyika DFS on or before 30 June 2014 providing the Managing Director is still employed at that date (**Class F Incentive Options**),

to Mark Sumich (or his nominees) (together "**Incentive Options**"). The terms of the Incentive Options are set out in Annexure B to this Explanatory Statement.

The Incentive Options are proposed to be issued to Mr Mark Sumich (or his nominees), the Managing Director, in recognition of services provided or to be provided and his personal contribution to the Company. The grant of Incentive Options encourages Mark Sumich to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through share ownership. Under the Company's current circumstances the Directors consider (in the absence of Mark Sumich) that the incentives intended for Mark Sumich represented by the grant of these Incentive Options are a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

The number of Incentive Options to be granted to Mark Sumich has been determined based upon a consideration of:

- (a) the remuneration of the Directors;
- (b) the Directors' wish to ensure that the remuneration offered is competitive with market standards. The Directors have considered the proposed number of Incentive Options to be granted will ensure that the Participating Directors' overall remunerations is in line with market standards; and
- (c) incentives to attract and ensure continuity of service of directors who have appropriate knowledge and expertise.

In the event the Incentive Options are exercised, \$10,000 will need to be paid to the Company by Mark Sumich.

10.2 Related Party Transactions Generally

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or
- (b) shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Mark Sumich is considered to be a related party of the Company. Resolution 9 provides for the grant of Incentive Options to Mark Sumich which is a financial benefit which requires shareholder approval.

Current Holdings

Set out below are details of Mr Mark Sumich's relevant interest in Shares of the Company as at the date of this Notice:

| Director | Number of Shares |
|-------------|--|
| Mark Sumich | 1,050,000 ordinary fully paid shares ¹ |
| | 5,277,500 ordinary fully paid shares ² |
| | 1,070,000 Unlisted Class A Performance Shares ³ |
| | 2,140,000 Unlisted Class B Performance shares ⁴ |
| | 672,500 ordinary fully paid shares ⁵ |

1. Held by Mark Sumich as trustee for the Mark Sumich Super Fund of which Mark Sumich is a beneficiary.
2. Held by Ragusa Investments Pty Ltd as trustee for the Ragusa Trust and the Banda Trust in which Mark Sumich has an interest.
3. Held by Ragusa Investments Pty Ltd as trustee for the Ragusa Trust and the Banda Trust in which Mark Sumich has an interest.
4. Held by Ragusa Investments Pty Ltd as trustee for the Ragusa Trust and the Banda Trust in which Mark Sumich has an interest.
5. Held by Kamuzu Nominees Pty Ltd as trustee for the Banda Trust in which Mark Sumich has an interest.

Mr Mark Sumich has no relevant interest in Options of the Company as at the date of this Notice.

Information requirements

For the purposes of Chapter 2E of the Corporations Act the following information is provided.

(a) The related party to whom the proposed Resolution would permit the financial benefit to be given

Subject to Shareholder approval, the maximum number of Incentive Options that will be granted to Mark Sumich or his nominees is 10,000,000.

(b) The nature of the financial benefit

The proposed financial benefit to be given is the grant of Incentive Options for no consideration to Mark Sumich as noted above.

(c) Directors' Recommendations

Shao Yi, William Hayden, Shasha Lu, Peter Stephens, Tian Jingbin and Dr Julian Stephens (who have no interest in the outcome of Resolution 9) recommend that the Shareholders vote in favour Resolution 9. Mark Sumich declines to make a recommendation in regards to Resolution 9 as he has a material personal interest in the outcome of that particular Resolution as it related to the proposed grant of Incentive Options to him or his nominees.

(d) Any other information that is reasonably required by the Shareholders to make a decision and that is known to the Company or any of its directors.

The proposed ordinary Resolution 9 would have the effect of giving power to the Directors to grant a total of 10,000,000 Incentive Options on the terms and conditions as set out in Annexure B to this Explanatory Statement and as otherwise mentioned above.

The Company currently has 223,909,805 listed Shares, 1,500,000 unlisted Class A Performance Shares, 3,000,000 unlisted Class B Performance Shares and the following unlisted Options on issue:

| Number | Exercise Price | Expiry Date |
|---------|----------------|------------------|
| 600,000 | \$0.15 | 20 July 2013 |
| 600,000 | \$0.15 | 29 November 2014 |
| 500,000 | \$0.26 | 29 November 2014 |
| 350,000 | \$0.30 | 1 September 2014 |
| 200,000 | \$0.25 | 26 October 2013 |
| 200,000 | \$0.25 | 26 October 2013 |
| 400,000 | \$0.25 | 1 March 2013 |
| 600,000 | \$0.345 | 30 June 2014 |

If all Incentive Options granted as proposed above are exercised, and assuming all existing Options on issue have been exercised, the effect would be to dilute the share holding of existing shareholders by 4.1%. The market price of the Company's Shares during the period of the Incentive Options will normally determine whether or not Mark Sumich exercises the Incentive Options. At the time any Incentive Options are exercised and Shares are issued pursuant to the exercise of the Incentive Options, the Company's Shares may be trading at a price which is higher than the exercise price of the Incentive Options.

Mark Sumich's fees per annum (including superannuation) and the total financial benefit to be received by him in this current period as a result of the grant of the Incentive Options the subject of Resolution 9 are as follows:

| Director | Fees p.a. (\$) | Value of Incentive Options (\$) | Total Financial Benefit (\$) |
|-------------|----------------|---------------------------------|------------------------------|
| Mark Sumich | 415,000 | 1,283,000 | 1,698,000 |

The indicative option valuation of \$0.1283 is a theoretical valuation of each option using the Black and Scholes Option Pricing Model.

Valuation of Incentive Options

The Company's advisers have valued the Incentive Options to be granted to Mark Sumich using the Black & Scholes Model. The value of an option calculated by the Black & Scholes Model is a function of a number of variables. The valuation of the Incentive Options has been prepared using the following assumptions:

| Class of Incentive Options | Variables | Inputs | Value |
|----------------------------|--|---|--------------|
| A | Share price Exercise price Risk Free Interest Rate Volatility Time (years to expiry) | \$0.17 \$0.001 3.64% 95% One and a half | \$0.219 each |
| B | Share price Exercise price Risk Free Interest Rate Volatility Time (years to expiry) | \$0.17 \$0.001 3.64% 95% One and a half | \$0.109 each |
| C | Share price Exercise price Risk Free Interest Rate Volatility Time (years to expiry) | \$0.17 \$0.001 3.64% 95% One and a half | \$0.091 each |
| D | Share price Exercise price Risk Free Interest Rate Volatility Time (years to expiry) | \$0.17 \$0.001 3.64% 95% One and a half | \$0.083 each |
| E | Share price Exercise price Risk Free Interest Rate Volatility Time (years to expiry) | \$0.17 \$0.001 3.64% 95% Two and a half | \$0.099 each |
| F | Share price Exercise price Risk Free Interest Rate Volatility Time (years to expiry) | \$0.17 \$0.001 3.64% 95% Two and a half | \$0.219 each |

The Company's advisers have calculated the value of each option based on the following assumptions:

- they have based the underlying value of each share in the Company on the ASX closing price of \$0.17 on 10 October 2011;
- risk free rate of return – 3.64% (estimated, based on the Australian Government 3 year bond rate);
- they used a volatility of the share price of 95% as determined from the daily movements in share price over the last 12 months, adjusted for abnormal trading.

Based on the assumptions, it is considered that the estimated average value of the Incentive Options to be granted to Mark Sumich is \$0.1283 per Incentive Option.

Any change in the variables applied in the Black & Scholes calculation between the date of the valuation and the date the Incentive Options are granted would have an impact on their value.

The following table gives details of the highest, lowest and latest closing prices of the Company's Shares trading on ASX over the past 12 months ending on 18 October 2011:

| Highest Price (cents) / Date | Lowest Price (cents) / Date | Latest Price / Date |
|------------------------------|-----------------------------|----------------------------|
| \$0.51 19 October 2010 | \$0.15 3 October 2011 | \$0.165 on 18 October 2011 |

Other Information

Under the Australian Equivalent of IFRS, the Company is required to expense the value of the Incentive Options in its statement of financial performance for the current financial year. Other than as disclosed in this Explanatory Statement, the Directors do not consider that from an economic and commercial point of view, there are any costs or detriments including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in granting the Incentive Options pursuant to Resolution 9.

Neither the Directors nor the Company are aware of other information that would be reasonably required by shareholders to make a decision in relation to the financial benefits contemplated by the proposed resolutions.

10.3 Listing Rule 10.11

Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities (including an option) to a related party. Accordingly, Listing Rule 10.11 requires Shareholders to approve the grant of incentive options to Mark Sumich.

Additional Information

For the purposes of Listing Rule 10.13, the following information is provided to Shareholders in relation to the Incentive Options to be granted pursuant to Resolution 9:

- (a) the Incentive Options will be granted to Mark Sumich or his nominees;
- (b) the maximum number of securities to be issued by the Company under Resolution 9 is 10,000,000 Options each exercisable at \$0.001 and expiring on 1 July 2013 for the Class A, B C and D Incentive Options and 1 July 2014 for Class E and F Incentive Options;
- (b) the Incentive Options will be allotted and granted on a date which will be no later than 1 month after the date of this Meeting, unless otherwise extended by ASX granting a waiver to the Listing Rules, however the Incentive Options will only vest after the vesting conditions for each class of options is met;
- (c) the Incentive Options will not be issued for cash consideration;
- (d) the Incentive Options will be issued on the terms and conditions set out in Annexure B; and
- (e) no funds will be raised from the issue of the Incentive Options. Funds will be raised on the eventual exercise of the Incentive Options, which will be used by the Company for working capital, however, there is no guarantee that the Incentive Options will be exercised at any future time.

If approval is given for the issue of the Incentive Options under Listing Rule 10.11, approval is not also required for the purposes of Listing Rule 7.1.

Voting

Note that a voting exclusion applies to Resolution 9 in the terms set out in the Notice of Meeting. In particular, the directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair will use any such proxies to vote in favour of the Resolutions.

Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on these Resolutions.

11. RESOLUTION 10: INCREASE IN NON EXECUTIVE DIRECTOR FEE POOL

11.1 Background to Resolution 10

Resolution 10 seeks shareholder approval for the purposes of Listing Rule 10.17 and for all other purposes, for the Company to be authorised to increase the aggregate amount of fees paid to Directors by \$150,000 from \$150,000 per annum to an aggregate amount of \$300,000 per annum.

The Board considers that it is reasonable and appropriate at this time to seek an increase in the remuneration pool for Non-Executive Directors on the basis that if all six non-executive directors elect to receive remuneration, an increase in the Directors' Fee Pool is required. The increased Directors' Fee Pool will ensure the Company is well placed to appoint suitable non-executive directors with the commensurate skills and industry experience. In summary, the proposed increased aggregate amount will:

- (a) provide scope for additional directors to join the Board at appropriate times;
- (b) allow greater flexibility with respect to individual director's remuneration;
- (c) increase the potential for the Board to be able to both retain and attract further appropriately qualified directors, by increasing the benchmark remuneration of the Company's directors;
- (d) provide an incentive for the directors to strive for greater Company success;
- (e) in the opinion of the Board, see the aggregate available remuneration level of the Company become consistent with that available for similarly sized companies; and
- (f) be an appropriate quantum in recognition of the increased responsibility and liability the directors have and continue to attract as members of the Board of a continuous disclosing entity.

The maximum aggregate fees payable to Directors have not been increased since it was set at \$150,000 prior to the Company listing on the ASX in 2005.

It is not intended to fully utilise the increased aggregate fees in the immediate future.

The remuneration of each Director for the year ended 30 June 2011 is detailed in the Company's 2011 Annual Report.

The directors unanimously recommend shareholders vote in favour of this resolution. All directors and their associates are excluded from voting on the resolution.

Voting

Note that a voting exclusion applies to Resolution 10 in the terms set out in the Notice of Meeting. In particular, the directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair will use any such proxies to vote in favour of the Resolution.

Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this Resolution.

Glossary of terms

In this Explanatory Statement:

| | |
|-----------------------------------|---|
| "Accounting Standards" | Has the meaning given to that term in the Corporations Act. |
| "ACN" | Australian Company Number. |
| "Annual Report" | The annual report of the Company for the year ended 30 June 2011. |
| "ASIC" | Australian Securities and Investments Commission. |
| "ASX" | ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited. |
| "Closely Related Party" | Has the meaning given to that term in the Corporations Act. |
| "Company" or "Globe" | Globe Metals & Mining Limited (ABN 33 114 400 609). |
| "Constitution" | The Constitution of the Company. |
| "Corporations Act" | The Corporations Act 2001 (Commonwealth). |
| "Director" | A director of Globe. |
| "Incentive Option" | Unlisted options to be issued to Mark Sumich pursuant to Resolution 9 on the Terms and Conditions set out in Annexure B |
| "Key Management Personnel" | Has the meaning given to that term in the Accounting Standards. |
| "Listing Rules" | The Official Listing Rules of ASX as amended from time to time. |
| "Meeting" | The Annual General Meeting of the Company to be held on 30 November 2011. |
| "Notice of Meeting" | The notice convening the Meeting, which accompanies this Explanatory Statement. |
| "Option" | An option to acquire a Share. |
| "Project" | The Kanyika Niobium Project located in Malawi. |
| "Resolutions" | Resolutions in the Notice of Meeting. |
| "Restricted Voter" | Key Management Personnel and their Closely Related Parties. |
| "Share" | A fully paid ordinary share in the capital of the Company. |
| "Shareholder" | The registered holder of a Share in the Company. |
| "WST" | Australian Western Standard Time |

Annexure A

Terms and conditions of Options issued under Resolution 6

The Options will be issued on the following terms and conditions:

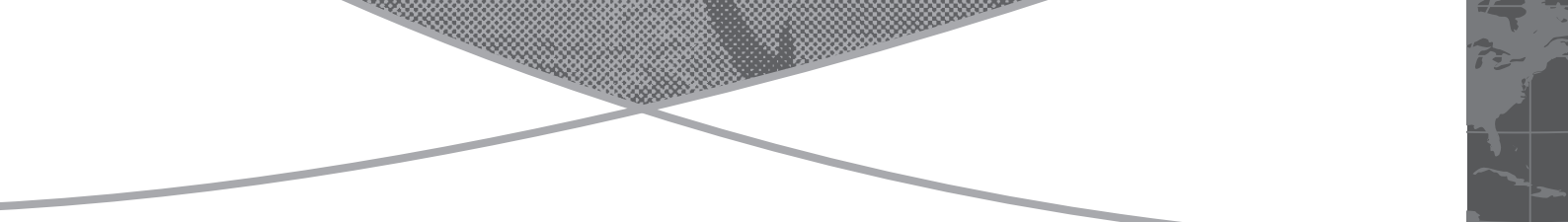
- (a) The exercise price of each Option is \$0.345 each per Share (Exercise Price).
- (b) The Options are exercisable on or before 30 June 2014 (Expiry Date).
- (c) Each Option will automatically lapse if not exercised on or before the Expiry Date.
- (d) Each Option shall entitle the holder to subscribe for and to be allotted one Share in the capital of the Company upon exercise of the Option and payment to the Company of the Exercise Price.
- (e) An Option may be exercised by the option holder at any time prior to the Expiry Date by sending a completed and signed notice of exercise, together with the payment of the Exercise Price and the statement for the Option, to the Company's Share Registry. If the option holder holds more than one Option, the Options may be exercised in whole or in part.
- (f) A notice of exercise is only effective when the Company has received the full amount of the Exercise Price in cash or cleared funds.
- (g) Subject to any restrictions in the ASX Listing Rules, within 14 days of receipt of a properly executed notice of exercise and the required application moneys, the number of Shares specified in the notice will be allotted.
- (h) Each statement will bear a suitable form of notice of exercise of the Options, endorsed on the back of the statement, for completion by the option holder (if required). If the Options comprised in any such statement are exercised in part only, before the Expiry Date, the Company will issue the option holder with a fresh statement for the balance of the Options held and not yet exercised.
- (i) The period during which the Options may be exercised will not be extended.
- (j) The option holder is not entitled to participate in new issues of securities offered to Shareholders. The option holder can participate in new issues of securities offered to Shareholders if the Option is exercised before the relevant record date for that new issue.
- (k) If from time to time before the expiry of the Options the Company makes an issue of Shares to the holders of Shares by way of capitalisation of profits or reserves (a "bonus issue"), other than in lieu of a dividend payment, then upon exercise of an Option the option holder will be entitled to have issued to it, in addition to the Shares which it is otherwise entitled to have issued to it upon such exercise, additional Shares in the Company. The number of additional Shares is the number of Shares which would have been issued to it under that bonus issue ("bonus shares") if on the date on which entitlements were calculated it had been registered as the holder of the number of Shares which it would have been registered as holder if immediately before that date it had exercised its Options. The bonus shares will be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the bonus issue and upon issue will rank equally in all respects with the other Shares allotted upon exercise of the Options.
- (l) In the event of any reconstruction (including consolidation, subdivision, reduction, cancellation or return) of the issued capital of the Company before the expiry of any Options, all rights of the option holder, will be reconstructed (as appropriate) in accordance with the ASX Listing Rules applying to a re-organisation of capital at the time of the re-organisation.
- (m) Shares allotted pursuant to the exercise of the Options will rank equally with the then issued Shares of the Company.
- (n) The Options are not transferrable and quotation of the Options will not be sought.
- (o) The Company undertakes to apply for official quotation by ASX of all Shares allotted pursuant to the exercise of any Options, within 10 business days of the date of allotment of those new Shares.
- (p) Other than as referred to above, the Option does not confer the right to a change in Exercise Price, or a change to the number of underlying securities over which it can be exercised.

Annexure B

Terms and conditions of Incentive Options issued under Resolution 9

The Options will be issued on the following terms and conditions:

- (a) The exercise price of each Option is \$0.001 each per Share (**Exercise Price**).
- (b) Each Class of Options will vest pursuant to the vesting conditions set out below (**Vesting Condition**):
 - (i) Class A Options: on 30 June 2013 provided the Managing Director is employed as at that date;
 - (ii) Class B Options: where the volume weighted average price of Globe ordinary shares over fifteen (15) consecutive trading days on the ASX is equal to or greater than A\$0.60 prior to 30 June 2013 providing the Managing Director is still employed at that date;
 - (iii) Class C Options: where the volume weighted average price of Globe ordinary shares over fifteen (15) consecutive trading days on the ASX is equal to or greater than A\$0.80 prior to 30 June 2013 providing the Managing Director is still employed at that date;
 - (iv) Class D Options: where the volume weighted average price of Globe ordinary shares over fifteen (15) consecutive trading days on the ASX is equal to or greater than A\$0.90 prior to 30 June 2013 providing the Managing Director is still employed at that date;
 - (v) Class E Options: where the volume weighted average price of Globe ordinary shares over fifteen (15) consecutive trading days on the ASX is equal to or greater than A\$1.20 or the Market Capitalisation of the Company exceeds A\$300 million on or before 30 June 2014 providing the Managing Director is still employed at that date; and
 - (vi) Class F Options: where the Company completes an acquisition transaction with a value of at least A\$15 million, or completes the Kanyika DFS on or before 30 June 2014 providing the Managing Director is still employed at that date.
- (c) The Options are exercisable at any time after meeting the Vesting Condition set out in (b) in respect of each class of options and on or before 30 June 2013 for the Class A, B, C and D Options and 30 June 2014 for the Class E and F Options (**Expiry Date**).
- (d) Each Option will automatically lapse if not exercised on or before the Expiry Date.
- (e) Each Option shall entitle the holder to subscribe for and to be allotted one Share in the capital of the Company upon exercise of the Option and payment to the Company of the Exercise Price.
- (f) An Option may be exercised by the option holder at any time prior to the Expiry Date by sending a completed and signed notice of exercise, together with the payment of the Exercise Price and the statement for the Option, to the Company's Share Registry. If the option holder holds more than one Option, the Options may be exercised in whole or in part.
- (g) A notice of exercise is only effective when the Company has received the full amount of the Exercise Price in cash or cleared funds.
- (h) Subject to any restrictions in the ASX Listing Rules, within 14 days of receipt of a properly executed notice of exercise and the required application moneys, the number of Shares specified in the notice will be allotted.
- (i) Each statement will bear a suitable form of notice of exercise of the Options, endorsed on the back of the statement, for completion by the option holder (if required). If the Options comprised in any such statement are exercised in part only, before the Expiry Date, the Company will issue the option holder with a fresh statement for the balance of the Options held and not yet exercised.
- (j) The period during which the Options may be exercised will not be extended.
- (k) The option holder is not entitled to participate in new issues of securities offered to Shareholders. The option holder can participate in new issues of securities offered to Shareholders if the Option is exercised before the relevant record date for that new issue.

- 
- (l) If from time to time before the expiry of the Options the Company makes an issue of Shares to the holders of Shares by way of capitalisation of profits or reserves (a “bonus issue”), other than in lieu of a dividend payment, then upon exercise of an Option the option holder will be entitled to have issued to it, in addition to the Shares which it is otherwise entitled to have issued to it upon such exercise, additional Shares in the Company. The number of additional Shares is the number of Shares which would have been issued to it under that bonus issue (“bonus shares”) if on the date on which entitlements were calculated it had been registered as the holder of the number of Shares which it would have been registered as holder if immediately before that date it had exercised its Options. The bonus shares will be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the bonus issue and upon issue will rank equally in all respects with the other Shares allotted upon exercise of the Options.
 - (m) In the event of any reconstruction (including consolidation, subdivision, reduction, cancellation or return) of the issued capital of the Company before the expiry of any Options, all rights of the option holder, will be reconstructed (as appropriate) in accordance with the ASX Listing Rules applying to a re-organisation of capital at the time of the re-organisation.
 - (n) Shares allotted pursuant to the exercise of the Options will rank equally with the then issued Shares of the Company.
 - (o) The Options are not transferrable and quotation of the Options will not be sought.
 - (p) The Company undertakes to apply for official quotation by ASX of all Shares allotted pursuant to the exercise of any Options, within 10 business days of the date of allotment of those new Shares.
 - (q) Other than as referred to above, the Option does not confer the right to a change in Exercise Price, or a change to the number of underlying securities over which it can be exercised.

Proxy form

Globe Metals & Mining Limited
ABN 33 114 400 609

Name: _____

Address: _____



Appointment of Proxy

If appointing a proxy to attend the Annual General Meeting on your behalf, please complete the form and submit it in accordance with the directions on the reverse of the page.

I/We _____ of _____ being a shareholder/shareholders of Globe Metals & Mining Limited pursuant to my/our right to appoint not more than two proxies, appoint:

| | | | | |
|--------------------------|---|-----------|----------------------|--|
| <input type="checkbox"/> | The Chairman of the Meeting (mark with an "X") | OR | <input type="text"/> | Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting. |
| | | | <input type="text"/> | Write here the name of the person you are appointing as a second proxy (if any). |

or failing him/her, (if no proxy is specified above), the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held at the Pavilion, Royal King's Perth Tennis Club, 21 King's Park Road, West Perth, on Wednesday 30 November 2011 at 10.00am (WST) and at any adjournment of that meeting.

This proxy is to be used in respect of _____% of the ordinary shares I/we hold.

Important for Resolution 1, 7, 9 and 10- If the Chair of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chair of the Meeting to vote in accordance with the Chair's voting intentions on Resolutions 1, 7, 9 and 10 as set out in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Resolutions 1, 7, 9 and 10, the Chair of the Meeting will not cast your votes on Resolutions 1, 7, 9 and 10 and your votes will not be counted in computing the required majority if a poll is called on these items. If you appoint the Chair of the Meeting as your proxy you can direct the Chair how to vote by either marking the boxes below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chair of the Meeting will vote in favour of Resolutions 1, 7, 9, and 10).

The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 1, 7, 9 and 10.

| | |
|--------------------------|---|
| <input type="checkbox"/> | I/We direct the Chair of the Meeting to vote in accordance with the Chair's voting intentions on Resolutions 1, 7, 9 and 10 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Resolutions 1, 7, 9 and 10 are connected directly or indirectly with the remuneration of a member of Key Management Personnel. |
|--------------------------|---|

| Resolution | | For | Against | Abstain* |
|----------------|--|--------------------------|--------------------------|--------------------------|
| Resolution 1. | Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2. | Re-election of Director – Mr Shao Yi | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3. | Re-election of Director – Ms Shasha Lu | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4. | Re-election of Director – Mr Tian Jingbin | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5. | Re-election of Director – Mr Peter Stephens | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6. | Re-election of Director – Dr Julian Stephens | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 7. | Ratification of the issue of securities | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 8: | Ratification of the issue of securities | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 9. | Issue of incentive options to Mr Mark Sumich | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 10: | Increase in Non Executive Director Fee Pool | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

*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.

PLEASE SIGN HERE

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

Executed in accordance with section 127 of the Corporations Act:

| | | |
|--|----------------------|-----------------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| Sole Director & Sole Company Secretary | Director | Director/ Company Secretary |

Dated this _____ day of _____ 2011

Contact Name _____ Contact Business Telephone / Mobile _____

Instructions for completing proxy form

1. Completion of a proxy form will not prevent individual shareholders from attending the Annual General Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Annual General Meeting.
2. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.
3. A proxy need not be a shareholder of the Company.
4. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
5. Should any resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that resolution as they think fit.
6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of evidence of appointment. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment to including any authority under which it is signed.
7. If a representative as power of attorney of a shareholder is to attend the meeting, a properly executed original (or certified copy) of the appropriate power of attorney under which they have been authorised should be produced for admission to the Annual General Meeting.

8. **Signing Instructions**

You must sign this form as follows in the spaces provided:

Individual: Where the holding is in one name, the holder must sign.

Joint Holding: Where the holding is in more than one name, all of the shareholders should sign.

Power of Attorney: If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary this form must be signed by that person.

If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone.

Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

9. **Lodgement of a Proxy**

This Proxy Form (and any power of attorney under which it is signed) must be received at the address below not later than 10.00am (WST) on 28 November 2011 (48 hours before the commencement of the Meeting).

Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Hand deliveries: Suite 2, Level 1, 16 Ord Street, West Perth, WA, 6005

Postal address: PO Box 1811, West Perth, WA, 6872

Fax number: (08) 9486 1718

Questions from Shareholders Form

Globe Metals & Mining Limited
ABN 33 114 400 609



Please complete and return by 23 November 2011

Please complete the following details and return to PO Box 1811, West Perth WA 6872 or by fax (08) 9486 1718 or by email to info@globemetalsandmining.com.au

Name: _____

Address: _____

Suburb: _____

Telephone: _____

Shareholder Questions (including audit related)

Signature: _____ Date: _____



Globe
Metals & Mining

**Globe Metals & Mining Limited
& Controlled Entities**

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West Perth, Western Australia 6005

T: +61 9486 1779

F: +61 9486 1718

www.globemetalsandmining.com.au



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