
GLOBAL GEOSCIENCE LIMITED

ACN 098 564 606

NOTICE OF GENERAL MEETING

A general meeting of the Company will be held at the offices of BDJ Partners, Level 13, 122 Arthur Street, North Sydney on Friday, 14 July 2017 at 10.00am (AEST)

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 accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 2 9922 5800.

GLOBAL GEOSCIENCE LIMITED

ACN 098 564 606

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Global Geoscience Limited (**Company**) will be held at the offices of BDJ Partners, Level 13, 122 Arthur Street, North Sydney on Friday, 14 July 2017 at 10.00am (AEST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 12 July 2017 at 7pm (AEST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 10.

AGENDA

1. Resolution 1 – Approval to issue Third Payment Shares

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

"That, for the purposes of Listing Rule 7.1, and for all other purposes, Shareholders approve and authorise the Directors to issue the Third Payment Shares under the terms of the Option Agreement to the Seller or its nominees on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who may participate in the issue of the Third Payment Shares and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of those persons.

However, the Company will not disregard a vote if:

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

2. Resolution 2 – Re-election of James D. Calaway as a Director

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

"That, in accordance with clause 6.2(c) of the Constitution, and for all other purposes, James D Calaway, a Director, retires and, being eligible, is re-elected as a Director."

3. Resolution 3 – Re-election of Alan Davies as a Director

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

"That, in accordance with clause 6.2(c) of the Constitution, and for all other purposes, Alan Davies, a Director, retires and, being eligible, is re-elected as a Director."

4. Resolution 4 – Re-election of John Hofmeister as a Director

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

"That, in accordance with clause 6.2(c) of the Constitution, and for all other purposes, John Hofmeister, a Director, retires and, being eligible, is re-elected as a Director."

5. Resolution 5 – Ratification of issue of April Placement Shares

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

*"That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 42,100,000 Shares (**April Placement Shares**) on the terms and conditions set out in the Explanatory Memorandum."*

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who participated in the issue of the April Placement Shares and any of their associates.

However, the Company will not disregard a vote if:

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

6. Resolution 6 – Ratification of grant of Options to James D. Calaway

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

*"That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the prior grant by the Company of 40,000,000 Options expiring on 13 April 2022 (comprising 16,000,000 Options with an exercise price of \$0.15 per Option, 12,000,000 Options with an exercise price of \$0.20 per Option and 12,000,000 Options with an exercise price of \$0.25 per Option) (**Calaway Options**) to James D. Calaway (or his nominee/s) on the terms and conditions set out in the Explanatory Memorandum."*

Voting Exclusion

The Company will disregard any votes cast on this Resolution by James D. Calaway and his nominees, and any of their associates.

However, the Company will not disregard a vote if:

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

7. Resolution 7 – Ratification of grant of Options to Alan Davies

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

"That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the prior grant by the Company of 500,000 Other Director Options with an exercise price of \$0.20 per Option expiring on 23 May 2022 to Alan Davies (or his nominee/s) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Alan Davies and his nominees, and any of their associates.

However, the Company will not disregard a vote if:

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

8. Resolution 8 – Ratification of grant of Options to John Hofmeister

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

"That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the prior grant by the Company of 500,000 Other Director Options with an exercise price of \$0.20 per Option expiring on 23 May 2022 to John Hofmeister (or his nominee/s) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by John Hofmeister and his nominees, and any of their associates.

However, the Company will not disregard a vote if:

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

9. Resolution 9 – Ratification of issue of Securities to Service Providers

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

"That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 294,285 Shares and 12,500,000 GSCAR Options expiring on 30 January 2019 (comprising 2,500,000 GSCAR Options with an exercise price of \$0.125 per Option, 4,000,000 GSCAR Options with an exercise price of \$0.15 per Option, 2,500,000 GSCAR Options with an exercise price of \$0.175 per Option and 3,500,000 GSCAR Options with an exercise price of \$0.20 per Option) to the Service Providers (or their nominee/s) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by the Service Providers and their nominees, and any of their associates.

However, the Company will not disregard a vote if:

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

10. Resolution 10 – Ratification of grant of Prior Placement Fee Options

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

*"That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the prior grant by the Company of 15,000,000 GSCAR Options expiring on 2 September 2018 (comprising 5,000,000 GSCAR Options with an exercise price of \$0.10 per Option and 10,000,000 GSCAR Options with an exercise price of \$0.20 per Option) (the **Prior Placement Fee Options**) to the Joint Lead Managers (or their nominee/s) on the terms and conditions set out in the Explanatory Memorandum."*

Voting Exclusion

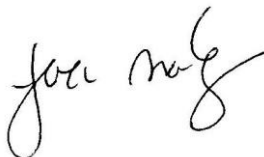
The Company will disregard any votes cast on this Resolution by the Joint Lead Managers and their nominees, and any of their associates.

However, the Company will not disregard a vote if:

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

Dated 7th June 2017

BY ORDER OF THE BOARD



Joanna Morbey
Company Secretary

GLOBAL GEOSCIENCE LIMITED

ACN 098 564 606

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of BDJ Partners, Level 13, 122 Arthur Street, North Sydney on Friday, 14 July 2017 at 10.00am (AEST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on each Resolution.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Voting Prohibition by Proxy Holders

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment on Resolutions 6 to 8 if:

- (a) the person is either:
 - (i) a member of the Key Management Personnel of the Company; or
 - (ii) a Closely Related Party of such a member, and
- (b) the appointment does not specify the way the proxy is to vote on Resolutions 6 to 8, however, the prohibition does not apply if:
 - (c) the proxy is the Chair; and
 - (d) the appointment expressly authorises the Chair to exercise the proxy even if Resolutions 6 to 8 are connected directly or indirectly with remuneration of a member of the Key Management Personnel of the Company.

3. Resolution 1 – Approval to issue Third Payment Shares

3.1 Background

On 3 June 2016, the Company announced that it has entered into a conditional option agreement (**Option Agreement**) with Boundary Peak Minerals LLC (**Seller**), a private Nevada company, to acquire a 100% interest in the Rhyolite Ridge Lithium-Boron Project (**Project**) in Nevada.

The Company has already made the following payments to the Seller or its nominees under the Option Agreement:

- (a) an initial deposit of US\$100,000 for an exclusive due diligence period: and
- (b) an option fee of US\$300,000 in cash and US\$1,500,000 in Shares (subject to voluntary escrow until 15 February 2017) on completion of due diligence.

Pursuant to the terms of the Option Agreement, the Company has a 12 month option period expiring on 3 June 2017 in which it may exercise the option to acquire the Project from the Seller (**Rhyolite Ridge Option**) for the following further consideration:

- (a) US\$200,000 in cash and US\$1,500,000 in Shares (**Third Payment Shares**) (subject to voluntary escrow until 15 December 2017) payable on exercise of the Rhyolite Ridge Option;
- (b) US\$1,000,000 in cash or Shares (at the election of the Seller) payable on 3 June 2018; and
- (c) US\$3,000,000 in cash or Shares (at the election of the Seller) payable on announcement of a decision to develop a mine on the Project.

The remaining Share issues under the Option Agreement are conditional on Shareholder approval.

On 2 May 2017, the Company announced that it had exercised the Rhyolite Ridge Option. Accordingly, the Company has paid the Seller US\$200,000 in cash, and is seeking Shareholder approval to issue the Third Payment Shares to the Seller (or its nominees). The issue of the Third Payment Shares is also conditional on the execution of voluntary escrow agreements by the Seller (and its nominees).

The number of Third Payment Shares to be issued to the Seller (or its nominees) is calculated using the 30 trading day volume weighted average price for the Company's Shares (15 trading days on either side of the relevant payment date) and an exchange rate of A\$1:USD\$0.75. Accordingly, the Third Payment Shares will comprise 11,031,440 Shares.

3.2 Approval to issue Third Payment Shares

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue the Third Payment Shares.

Resolution 1 is an ordinary resolution.

3.3 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3 information regarding Resolution 1 is provided as follows:

- (a) The number of Shares to be issued to the Seller (or its nominees) is 11,031,440.
- (b) The Third Payment Shares may be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all of the Third Payment Shares will be issued on the same date.
- (c) The Third Payment Shares are being issued for nil cash consideration as part of the consideration for the acquisition of the Project. Accordingly, no funds will be raised from the issue of the Third Payment Shares.
- (d) The Third Payment Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Third Payment Shares will be issued to the Seller (or its nominees) who is not a related party of the Company.
- (f) A voting exclusion statement is included in the Notice.

4. Resolutions 2 to 4 – Re-election of Directors

4.1 General

On 5 April 2017, the Company announced the appointment of James D. Calaway as the non-executive Chairman of the Company.

On 23 May 2017, the Company announced the appointment of Alan Davies and John Hofmeister as non-executive Directors. Previous Directors Gabriel Chiappini and Barnaby Egerton-Warburton have stepped down from the Board to make way for Messrs Davies and Hofmeister.

Clause 6.2(c) of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number determined in accordance with the Constitution. Any Director so appointed holds office only until the end of the next following general meeting and is eligible for re-election at that meeting.

Accordingly, Messrs Calaway, Davies and Hofmeister retire and, being eligible for re-election, offer themselves for re-election at the Meeting.

Resolutions 2, 3 and 4 are ordinary resolutions.

4.2 Director Profile – James D. Calaway (Resolution 2)

James D. Calaway is a respected business and civic leader residing in Houston, Texas, with considerable experience and success in building junior companies into successful commercial enterprises. He has played major roles in the development of both public and private companies engaged in lithium operations, oil and gas exploration and production, enterprise software and solar farm development. Until his retirement in July 2016, Mr Calaway served for eight years as non-executive chairman of the board of Orocobre Ltd (ASX:ORE, TSX:ORL), helping lead the company from its earliest development to becoming a significant producer of lithium carbonate and a member of the ASX 300. With Orocobre being the only other lithium company with a significant exposure to boron, Mr Calaway's experience ideally suits him to help the Company to become a leader in the lithium and borates businesses. Mr Calaway currently serves as chairman of the board of Distributed Power Partners Inc, a leader in the development of clustered distributed solar power in Chile. Mr Calaway previously chaired several public and private companies including many years as the chairman of Datacert Inc, a world leader in legal operations software that was sold for US\$310 million to a NYSE company. Throughout the last thirty years, Mr Calaway has also played leading roles in various civic organisations, including the past chairman of the PI Centre for Houston's Future, the greater Houston regions "think tank", and chairman of the Houston Independent School Districts' Foundation. Mr Calaway holds a MA from the University of Oxford in Politics, Philosophy and Economics, and is a graduate of the University of Texas with a BA in Economics, Phi Beta Kappa.

4.3 Director Profile – Alan Davies (Resolution 3)

Alan Davies is a well-known natural resources and industrial executive with a 20-year career with Rio Tinto culminating in being CEO responsible for Energy and Industrial Minerals, that includes the industry leading borax division and the Jadar lithium/borates development in Serbia. Prior to that position, Mr Davies was CEO of Rio Tinto's Diamonds and Minerals Product Group that included the borax, diamonds, iron and titanium, uranium and salt divisions. From 2012 until 2015, Mr Davies served as a member of Rio Tinto's Executive Committee. Mr Davies has led and run mining operations and development projects across the globe, including USA, Canada, South America, India, Africa, China, Europe and Australia, and across commodities, including in iron ore and energy, and a full suite of industrial minerals including borax, trona, salt, titanium dioxide, ilmenite, metal powders, and zircon, and lithium/boron development in Serbia. Mr Davies was also a non-executive director of the aerospace, engineering and industrial business Rolls Royce Holdings plc. Mr Davies is currently an investor in and CEO of Zambian copper development company Moxico Resources plc, a non-executive director of frontier explorer Gryphon Melanesia and an advisor to Audley Capital.

4.4 Director Profile – John Hofmeister (Resolution 4)

John Hofmeister brings to the Company many years of executive experience at General Electric, Northern Telecom, AlliedSignal/Honeywell International and Royal Dutch Shell, where he retired as Shell Oil president in 2008. Shell Oil Company is the US-based wholly owned subsidiary of Royal Dutch Shell. Since 2008, he has served on the boards of Lufkin Industries, Hanting, plc., Applus Services Inc., and chairman of Erin Energy Corporation. Mr Hofmeister has Bachelor's and Master's Degrees from Kansas State University. Mr Hofmeister has also served as the chairman of the National Urban League in the US and was formerly chairman of the Greater Houston Partnership. He currently teaches at Arizona State University, University of Houston and Kansas State University and is the Founder and CEO of Citizens for Affordable Energy, a not-for-profit NGO headquartered in Washington D.C. An American living in Houston, Texas, he has also lived and worked in Hong Kong, London and the Hague.

5. Resolution 5 – Ratification of issue of April Placement Shares

5.1 General

As noted above, the Company has appointed James D. Calaway as the non-executive Chairman of the Company. As a condition of his appointment, the Company and Mr Calaway agreed that:

- (a) Mr Calaway's nominee, LIA, would subscribe for US\$3,000,000 worth of Shares; and
- (b) an institutional investor that routinely invests alongside Mr Calaway would subscribe for an additional US\$1,000,000 worth of Shares,

(together, the **April Placement**).

On 13 April 2017, the Company completed the April Placement by issuing the April Placement Shares to LIA and the other investor at an issue price of \$0.125 per Share. The issue price was calculated based on a 15% discount to the average Share price over the ten trading days prior to the date of issue and the USD:AUD exchange rate on the issue date.

The April Placement Shares were issued within the Company's 15% annual limit permitted by Listing Rule 7.1 without the need for Shareholder approval. A summary of Listing Rule 7.1 is provided in Section 3.2.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1, which provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the April Placement Shares. By ratifying this issue (and the other issues of Shares and Options proposed to be ratified by Shareholders at the Meeting the subject of this Notice), the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 during the next 12 months, without the requirement to obtain prior Shareholder approval.

Resolution 5 is an ordinary resolution.

5.2 Specific Information Required by Listing Rule 7.5

For the purposes of Listing Rule 7.5 information regarding Resolution 1 is provided as follows:

- (a) 42,100,000 Shares were issued by the Company on 13 April 2017.
- (b) The April Placement Shares were issued at \$0.125 each.
- (c) The April Placement Shares are fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.
- (d) The April Placement Shares were issued to LIA and another institutional investor that routinely invests alongside Mr Calaway (the other investor is not a related party of the Company or Mr Calaway, and is a professional investor).
- (e) The funds raised from the issue of the April Placement Shares have been or will be used by the Company to advance the Rhyolite Ridge Lithium-Boron Project and for general corporate and working capital purposes.
- (f) A voting exclusion statement is included in the Notice.

6. Resolution 6 – Ratification of grant of Options to James D. Calaway

6.1 General

As noted above, the Company has appointed James D. Calaway as the non-executive Chairman. Pursuant to the terms of Mr Calaway's engagement with the Company, the Company agreed to grant Mr Calaway the Calaway Options for nil cash consideration as long term incentives in connection with his role as non-executive Chairman.

On 13 April 2017, the Company issued the 40,000,000 Calaway Options to Mr Calaway, comprising:

- (a) 16,000,000 Options with an exercise price of \$0.15 per Option;
- (b) 12,000,000 Options with an exercise price of \$0.20 per Option; and
- (c) 12,000,000 Options with an exercise price of \$0.25 per Option.

The Calaway Options expire on 13 April 2022. The full terms of the Calaway Options are set out in Schedule 1.

The Company granted the Calaway Options within the Company's 15% annual limit permitted by Listing Rule 7.1 without the need for Shareholder approval.

A summary of Listing Rule 7.1 is provided in Section 3.2. A summary of Listing Rule 7.4 is provided in Section 5.1. Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the grant of the above Options. By ratifying this grant (and the other issues of Shares and Options proposed to be ratified by Shareholders at the Meeting the subject of this Notice), the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 during the next 12 months, without the requirement to obtain prior Shareholder approval.

Resolution 6 is an ordinary resolution.

6.2 Specific Information Required by Listing Rule 7.5

For the purposes of Listing Rule 7.5 information regarding Resolution 6 is provided as follows:

- (a) The 40,000,000 Calaway Options were granted on 13 April 2017.
 - (b) The Calaway Options were granted for nil cash consideration as long term incentives in connection with Mr Calaway's appointment as non-executive Chairman of the Company. Accordingly, no funds were raised from the grant of the Calaway Options.
 - (c) The Calaway Options are exercisable on or before 13 April 2022 and have the following exercise prices:
 - (i) 16,000,000 Calaway Options - \$0.15;
 - (ii) 12,000,000 Calaway Options - \$0.20; and
 - (iii) 12,000,000 Calaway Options - \$0.25.
- The full terms of the Calaway Options are set out in Schedule 1. Shares issued on exercise of the Calaway Options are fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.
- (d) The Calaway Options were issued to James D. Calaway (or his nominee/s who are related entities of Mr Calaway).
 - (e) A voting exclusion statement is included in the Notice.

7. Resolutions 7 and 8 – Ratification of grant of Options to Alan Davies and John Hofmeister

7.1 General

As noted above, the Company has appointed Alan Davies and John Hofmeister as non-executive Directors. Pursuant to the terms of their appointments, the Company agreed to grant to each of them 500,000 Options for nil cash consideration as long term incentives in connection with their roles as non-executive Directors.

On 23 May 2017, the Company issued 1,000,000 Options (500,000 each to Messrs Davies and Hofmeister) exercisable (once vested) on or before 23 May 2022 at \$0.20 per Option (**Other Director Options**).

The Other Director Options vest (subject to continuous service and good leaver/bad leaver provisions) as follows:

- (a) 40% after 1 year;
- (b) 40% after 2 years; and
- (c) 20% after 3 years.

The full terms of the Other Director Options are set out in Schedule 2.

The Company granted the Other Director Options within the Company's 15% annual limit permitted by Listing Rule 7.1 without the need for Shareholder approval.

A summary of Listing Rule 7.1 is provided in Section 3.2. A summary of Listing Rule 7.4 is provided in Section 5.1. Resolutions 7 and 8 seek Shareholder ratification pursuant to Listing Rule 7.4 for the grant of the above Other Director Options. By ratifying these issues (and the other issues of Shares and Options proposed to be ratified by Shareholders at the Meeting the subject of this Notice), the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 during the next 12 months, without the requirement to obtain prior Shareholder approval.

Resolutions 7 and 8 are ordinary resolutions.

7.2 Specific Information Required by Listing Rule 7.5

For the purposes of Listing Rule 7.5 information regarding Resolutions 7 and 8 is provided as follows:

- (a) The 1,000,000 Other Director Options were issued on 23 May 2017.
- (b) The Other Director Options were granted for nil cash consideration as long term incentives in connection with Mr Davies and Mr Hofmeister's appointments as non-executive Directors. Accordingly, no funds were raised from the grant of the Other Director Options.
- (c) The Other Director Options are exercisable (once vested) on or before 23 May 2022 and have an exercise price of \$0.20 per Option. The Other Director Options vest (subject to continuous service) as follows:
 - (i) 40% after 1 year;
 - (ii) 40% after 2 years; and
 - (iii) 20% after 3 years.

The full terms of the Other Director Options are set out in Schedule 2. Shares issued on exercise of the Other Director Options are fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.

- (d) The Other Director Options were issued as follows:
 - (i) 500,000 Other Director Options to Alan Davies (or his nominee/s who are related entities of Mr Davies); and
 - (ii) 500,000 Other Director Options to John Hofmeister (or his nominee/s who are related entities of Mr Hofmeister).
- (e) Voting exclusion statements are included in the Notice.

8. Resolution 9 – Ratification of issue of Shares and Options to Service Providers

8.1 General

The Company has issued the following Securities to various service providers who have provided corporate advisory, investor relations and related services to the Company (or their nominee/s) (the **Service Providers**):

- (a) 294,285 Shares; and
- (b) 12,500,000 GSCAR Options expiring on 30 January 2019, comprising:
 - (i) 2,500,000 GSCAR Options with an exercise price of \$0.125 per Option;
 - (ii) 4,000,000 GSCAR Options with an exercise price of \$0.15 per Option;
 - (iii) 2,500,000 GSCAR Options with an exercise price of \$0.175 per Option; and
 - (iv) 3,500,000 GSCAR Options with an exercise price of \$0.20 per Option.

The Company issued the above Securities within the Company's 15% annual limit permitted by Listing Rule 7.1 without the need for Shareholder approval.

A summary of Listing Rule 7.1 is provided in Section 3.2. A summary of Listing Rule 7.4 is provided in Section 5.1. Resolution 9 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Securities referred to above. By ratifying this issue (and the other issues of Shares and Options proposed to be ratified by Shareholders at the Meeting the subject of this Notice), the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 during the next 12 months, without the requirement to obtain prior Shareholder approval.

Resolution 9 is an ordinary resolution.

8.2 Specific Information Required by Listing Rule 7.5

For the purposes of Listing Rule 7.5 information regarding Resolution 9 is provided as follows:

- (a) The Securities the subject of Resolution 9 were issued as follows:
 - (i) on 1 February 2017: 10,000,000 GSCAR Options, comprising:
 - (A) 2,500,000 GSCAR Options with an exercise price of \$0.125 per Option;
 - (B) 2,500,000 GSCAR Options with an exercise price of \$0.15 per Option;
 - (C) 2,500,000 GSCAR Options with an exercise price of \$0.175 per Option; and
 - (D) 2,500,000 GSCAR Options with an exercise price of \$0.20 per Option,

were issued to USQA (or its nominee/s) as part of the fees under an ongoing corporate advisory mandate entered into by the Company;

- (ii) on 22 March 2017:
 - (A) 80,000 Shares and 500,000 GSCAR Options with an exercise price of \$0.15 per Option were issued to Catch as fees for investor relations services; and
 - (B) 2,000,000 GSCAR Options (comprising 1,000,000 GSCAR Options with an exercise price of \$0.15 per Option and 1,000,000 GSCAR Options with an exercise price of \$0.20 per Option) were issued to Mr Jackie Au Yueng (or his nominee/s) as fees for investor relations services;
- (iii) on 13 April 2017: 214,285 Shares were issued to StocksDigital (or its nominee/s) as fees for investor relations services.
- (b) The Securities the subject of Resolution 9 were issued for nil cash consideration as fees for services provided to the Company. Accordingly, no funds were raised from the issue of these Securities.
- (c) The GSCAR Options referred to above have the exercise prices specified in paragraph (a) above and expire on 30 January 2019. The other terms of the GSCAR Options are set out in Schedule 3. The Shares referred to above and any Shares issued on exercise of the GSCAR Options are fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.
- (d) The Securities the subject of Resolution 9 were issued to the parties specified in paragraph (a) above, each of whom is not a related party of the Company.
- (e) A voting exclusion statement is included in the Notice.

9. Resolution 10 – Ratification of grant of Prior Placement Fee Options

9.1 General

On 9 August 2016, the Company announced a heavily oversubscribed capital raising of \$6,000,000 by way of a placement of 80,000,000 Shares, each at an issue price of \$0.075, to domestic and international institutional and sophisticated investors (**Prior Placement**). Hartleys Limited and Cygnet Capital acted as joint lead managers (**Joint Lead Managers**) to the Prior Placement.

The Company completed the Prior Placement on 17 August 2016, and the issue of the Shares under the Prior Placement was later ratified by Shareholders at the Company's Annual General Meeting on 25 November 2016.

On 2 September 2016, the Company granted 15,000,000 GSCAR Options expiring on 2 September 2018, comprising:

- (a) 5,000,000 GSCAR Options with an exercise price of \$0.10 per Option; and
- (b) 10,000,000 GSCAR Options with an exercise price of \$0.20 per Option),

(being the Prior Placement Fee Options) to the Joint Lead Managers (or their nominee/s) as part of the fees for acting as joint lead managers to the Prior Placement.

The Company granted the Prior Placement Fee Options within the Company's 15% annual limit permitted by Listing Rule 7.1 without the need for Shareholder approval.

A summary of Listing Rule 7.1 is provided in Section 3.2. A summary of Listing Rule 7.4 is provided in Section 5.1. Resolution 10 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the grant of the above Prior Placement Fee Options. By ratifying this issue (and the other issues of Shares and Options proposed to be ratified by Shareholders at the Meeting the subject of this Notice), the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 during the next 12 months, without the requirement to obtain prior Shareholder approval.

Resolution 10 is an ordinary resolution.

9.2 Specific Information Required by Listing Rule 7.5

For the purposes of Listing Rule 7.5 information regarding Resolution 10 is provided as follows:

- (a) The 15,000,000 Prior Placement Fee Options were granted by the Company on 2 September 2016.
- (b) The Prior Placement Fee Options were granted for nil cash consideration as part of the fees for acting as joint lead managers to the Prior Placement. Accordingly, no funds were raised from the grant of the Prior Placement Fee Options.
- (c) The Prior Placement Fee Options are exercisable on or before 2 September 2018 and have the following exercise prices:
 - (i) 5,000,000: \$0.10; and
 - (ii) 10,000,000: \$0.20.

The other terms of the Prior Placement Fee Options are set out in Schedule 3. Shares issued on exercise of the Prior Placement Fee Options are fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.

- (d) The Prior Placement Fee Options were issued to the Joint Lead Managers (or their nominee/s), each of whom is not a related party of the Company and is a sophisticated or professional investor.
- (e) A voting exclusion statement is included in the Notice.

10. Definitions

AEST means Australian Eastern Standard Time, being the time in Sydney, New South Wales.

April Placement has the meaning in Section 5.1.

April Placement Shares has the meaning in Resolution 5.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Calaway Options has the meaning in Resolution 6 (being Options on the terms and conditions set out in Schedule 1).

Catch means Catch Advisory Group Inc.

Chairman means the person appointed to chair the Meeting.

Company means Global Geoscience Limited ACN 098 564 606.

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

Director means a director of the Company.

Due Diligence Period has the meaning in Section 3.1.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Joint Lead Managers has the meaning in Section 9.1

GSCAR Option means an Option on the terms and conditions set out in Schedule 3.

LIA means Lithium Investors Americas LLC, an entity associated with James D. Calaway.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of Meeting.

Option means an option to acquire an unissued Share.

Option Agreement has the meaning in Section 3.1.

Other Director Options has the meaning in Section 7.1 (being Options on the terms and conditions set out in Schedule 2).

Placement Fee Options has the meaning in Resolution 10.

Prior Placement has the meaning in Section 9.1.

Project has the meaning in Section 3.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in this Notice.

Rhyolite Ridge Option has the meaning in Section 3.1.

Section means a section contained in this Explanatory Memorandum.

Seller has the meaning in Section 3.1.

Service Providers has the meaning in Section 8.1.

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

Shareholder means a shareholder of the Company.

StocksDigital means S3 Consortium Pty Ltd (trading as StocksDigital).

Third Payment Shares has the meaning in Section 3.1.

USQA means Shellback Pacific Inc trading as Union Square Capital Advisors.

In this Notice, words importing the singular include the plural and vice versa.

Schedule 1 – Terms and Conditions of Calaway Options

The terms and conditions of the Calaway Options (**Options**) are as follows:

Entitlement	Each Option gives the holder (Optionholder) the right to subscribe for one fully paid ordinary share in the Company (Share) upon exercise of the Option.
Issue price of Options	Options are issued for no consideration.
Exercise Price	The exercise price (Exercise Price) payable upon exercise of each Option is as follows: (a) 16,000,000 Options have an exercise price of \$0.15; (b) 12,000,000 Options have an exercise price of \$0.20; and (c) 12,000,000 Options have an exercise price of \$0.25;
Expiry Date	5.00pm (Sydney time) on the date which is 5 years from grant of the Options.
Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date
Lapse/Expiry	<p>(a) The Options will lapse upon the first to occur of:</p> <ul style="list-style-type: none"> (i) the Expiry Date; (ii) Mr James D. Calaway ceasing to be a director of the Company: <ul style="list-style-type: none"> (A) where paragraph (b) applies, the date determined by paragraph (b) passing; or (B) where paragraph (c) applies, the date specified in paragraph (c) passing; or (C) where neither paragraph (b) or (c) applies, the date upon which Mr James D. Calaway ceases to be the non-executive Chairman of the Company; or (iii) the Board making a determination that Mr James D. Calaway has acted fraudulently, dishonestly or in breach of his obligations to the Company or any of its subsidiaries. <p>(b) If at any time prior to the Expiry Date, Mr James D. Calaway ceases to be the non-executive Chairman of the Company as a Bad Leaver, the Optionholder will have until the earlier of:</p> <ul style="list-style-type: none"> (i) the Expiry Date; or (ii) the date which is three months after the date of Mr James D. Calaway ceasing to be a director of the Company, <p>to exercise the Option.</p> <p>(c) If at any time prior to the Expiry Date, Mr James D. Calaway ceases to be the non-executive Chairman of the Company as a Good Leaver, the Option remains exercisable until the Expiry Date.</p> <p>(d) For the purposes of this clause:</p> <ul style="list-style-type: none"> (i) “Bad Leaver” means a director of the Company who ceases to be a director of the Company by reason of: <ul style="list-style-type: none"> (A) the Company terminating the director’s appointment as a result of the director: <ul style="list-style-type: none"> (1) being found guilty of any criminal offence;

	<p>(2) materially breaching the provisions of any corporate governance policy applicable to the Company from time to time (subject to the director being given a reasonable time to cure any such breach, where the breach is capable of being cured);</p> <p>(3) misusing the property of the Company, committing an act of dishonesty, or breaching confidentiality;</p> <p>(4) being declared bankrupt or otherwise becoming liable to be dealt with under the laws relating to bankruptcy; or</p> <p>(5) behaving in a way that is fundamentally inconsistent with their duties as a director, including but not limited to, misconduct in the course of performing the director's duties or engaging in conduct that is likely to bring disrepute to the Company; or</p> <p>(B) the director resigning as a director of the Company without cause.</p> <p>(ii) "Good Leaver" means a director of the Company who ceases to be a director of the Company by any reason other than as a Bad Leaver.</p>
<p>Change in Control</p>	<p>Upon the occurrence of a Change in Control Event, the Board may determine (in its discretion):</p> <p>(a) that the Options may be exercised at any time from the date of such determination, and in any number until the date determined by the Board acting bona fide so as to permit the holder to participate in any change of control arising from a Change in Control Event provided that the Board will forthwith advise the Optionholder in writing of such determination. Thereafter, the Options shall lapse to the extent they have not been exercised; or</p> <p>(b) to use their reasonable endeavours to procure that an offer is made to holders of Options on like terms (having regard to the nature and value of the Options) to the terms proposed under the Change in Control Event in which case the Board shall determine an appropriate period during which the holder may elect to accept the offer and, if the holder has not so elected at the end of that period, the Options shall immediately become exercisable and if not exercised within 10 days, shall lapse.</p> <p>For the purposes of this clause, "Change in Control Event" means:</p> <p>(a) the occurrence of:</p> <p>(i) the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of 50.1% or more of the Shares; and</p> <p>(ii) that takeover bid has become unconditional (except any condition in relation to the cancellation or exercise of the Options); or</p> <p>(b) the announcement by the Company that:</p> <p>(i) its shareholders have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either:</p> <p>(A) cancelled; or</p> <p>(B) transferred to a third party; and</p> <p>(ii) the Court, by order, approves the proposed scheme of arrangement; or</p> <p>(c) the occurrence of the sale of all or a majority of the Company's main undertaking; or</p> <p>(d) at the absolute discretion of the Board, the occurrence of a sale of at least 50% of the Company's main undertaking.</p>

Notice of Exercise	<p>An Optionholder may exercise their Options by lodging with the Company:</p> <p>(a) in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion;</p> <p>(b) a written notice of exercise of Options specifying the number of Options being exercised (Exercise Notice); and</p> <p>(c) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised. Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.</p>
Timing of issue of Shares	<p>Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.</p>
Shares issued on exercise	<p>All Shares issued upon the exercise of Options will upon issue rank equally in all respects with the then issued Shares.</p>
Quotation of Shares on exercise	<p>The Company will apply for official quotation on ASX of all Shares issued upon exercise of Options within 10 Business Days after the date of issue of those Shares.</p>
Quotation of Options	<p>The Options will be unlisted upon grant. No application for quotation of the Options will be made.</p>
Transfer	<p>The Options are personal to the Optionholder to whom they were granted, and the Optionholder may not sell, transfer or otherwise dispose of, or make a declaration of trust in respect of, them without the prior written consent of the Board and provided that the transfer of the Options complies with the Corporations Act.</p>
Participation in new issues	<p>There are no participation rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options.</p> <p>If the Company makes an issue of Shares pro rata to existing shareholders there will be no adjustment of the Exercise Price.</p>
Adjustment for bonus issues of Shares	<p>If the Company makes a bonus issue of Shares or other securities to existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):</p> <p>(a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and</p> <p>(b) no change will be made to the Exercise Price.</p>
Adjustments for reorganisation	<p>If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholder may be varied to comply with the ASX Listing Rules which apply to a reorganisation of capital at the time of the reorganisation.</p>

Schedule 2 – Terms and Conditions of Other Director Options

The terms and conditions of the Other Director Options (**Options**) are as follows:

Entitlement	Each Option gives the holder (Optionholder) the right to subscribe for one fully paid ordinary share in the Company (Share) upon exercise of the Option.
Issue price of Options	Options are issued for no consideration.
Exercise Price & Vesting Period	<p>The exercise price (Exercise Price) payable upon exercise of each Option as follows:</p> <ul style="list-style-type: none"> (a) 40% exercisable at A\$0.20 after 1 year; (b) 40% exercisable at A\$0.20 after 2 years; and (c) 20% exercisable at A\$0.20 after 3 years, <p>each from the date of grant of the Options. The Options may be exercised at any time after the applicable vesting period above.</p>
Expiry Date	5.00pm (Sydney time) on the date which is 5 years from grant of the Options.
Lapse/Expiry	<ul style="list-style-type: none"> (a) The Options will lapse upon the first to occur of: <ul style="list-style-type: none"> (i) the Expiry Date; (ii) the relevant Director ceasing to be a director of the Company: <ul style="list-style-type: none"> (A) where paragraph (b) applies, the date determined by paragraph (b) passing; or (B) where paragraph (c) applies, the date specified in paragraph (c) passing; or (C) where neither paragraph (b) or (c) applies, the date upon which the relevant Director ceases to be a non-executive director of the Company; or (iii) the Board making a determination that the relevant Director has acted fraudulently, dishonestly or in breach of his obligations to the Company or any of its subsidiaries. (b) If at any time prior to the Expiry Date, the relevant Director ceases to be a non-executive director of the Company as a Bad Leaver, the Optionholder will have until the earlier of: <ul style="list-style-type: none"> (i) the Expiry Date; or (ii) the date which is three months after the date of the relevant Director ceasing to be a director of the Company, <p>to exercise the Option.</p> (c) If at any time prior to the Expiry Date, the relevant Director ceases to be a non-executive director of the Company as a Good Leaver, the Option remains exercisable until the Expiry Date. (d) For the purposes of this clause: <ul style="list-style-type: none"> (i) “Bad Leaver” means a director of the Company who ceases to be a director of the Company by reason of: <ul style="list-style-type: none"> (A) the Company terminating the director’s appointment as a result of the director: <ul style="list-style-type: none"> (1) being found guilty of any criminal offence;

	<p>(2) materially breaching the provisions of any corporate governance policy applicable to the Company from time to time (subject to the director being given a reasonable time to cure any such breach, where the breach is capable of being cured);</p> <p>(3) misusing the property of the Company, committing an act of dishonesty, or breaching confidentiality;</p> <p>(4) being declared bankrupt or otherwise becoming liable to be dealt with under the laws relating to bankruptcy; or</p> <p>(5) behaving in a way that is fundamentally inconsistent with their duties as a director, including but not limited to, misconduct in the course of performing the director's duties or engaging in conduct that is likely to bring disrepute to the Company; or</p> <p>(B) the director resigning as a director of the Company without cause.</p> <p>(ii) "Good Leaver" means a director of the Company who ceases to be a director of the Company by any reason other than as a Bad Leaver.</p> <p>Subject to the Change in Control terms below and for the avoidance of doubt, in each case above, the Options will not be exercisable until after the applicable vesting period.</p>
<p>Change in Control</p>	<p>Upon the occurrence of a Change in Control Event, the Board may determine (in its discretion):</p> <p>(a) that the Options may be exercised at any time from the date of such determination, and in any number until the date determined by the Board acting bona fide so as to permit the holder to participate in any change of control arising from a Change in Control Event provided that the Board will forthwith advise the Optionholder in writing of such determination. Thereafter, the Options shall lapse to the extent they have not been exercised; or</p> <p>(b) to use their reasonable endeavours to procure that an offer is made to holders of Options on like terms (having regard to the nature and value of the Options) to the terms proposed under the Change in Control Event in which case the Board shall determine an appropriate period during which the holder may elect to accept the offer and, if the holder has not so elected at the end of that period, the Options shall immediately become exercisable and if not exercised within 10 days, shall lapse.</p> <p>For the purposes of this clause, "Change in Control Event" means:</p> <p>(a) the occurrence of:</p> <p>(i) the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of 50.1% or more of the Shares; and</p> <p>(ii) that takeover bid has become unconditional (except any condition in relation to the cancellation or exercise of the Options); or</p> <p>(b) the announcement by the Company that:</p> <p>(i) its shareholders have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either:</p> <p>(A) cancelled; or</p> <p>(B) transferred to a third party; and</p> <p>(ii) the Court, by order, approves the proposed scheme of arrangement; or</p> <p>(c) the occurrence of the sale of all or a majority of the Company's main undertaking; or</p> <p>(d) at the absolute discretion of the Board, the occurrence of a sale of at least 50% of the Company's main undertaking.</p>

Notice of Exercise	<p>An Optionholder may exercise their Options by lodging with the Company:</p> <p>(a) in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion;</p> <p>(b) a written notice of exercise of Options specifying the number of Options being exercised (Exercise Notice); and</p> <p>(c) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised. Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.</p>
Timing of issue of Shares	<p>Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.</p>
Shares issued on exercise	<p>All Shares issued upon the exercise of Options will upon issue rank equally in all respects with the then issued Shares.</p>
Quotation of Shares on exercise	<p>The Company will apply for official quotation on ASX of all Shares issued upon exercise of Options within 10 Business Days after the date of issue of those Shares.</p>
Quotation of Options	<p>The Options will be unlisted upon grant. No application for quotation of the Options will be made.</p>
Transfer	<p>The Options are personal to the Optionholder to whom they were granted, and the Optionholder may not sell, transfer or otherwise dispose of, or make a declaration of trust in respect of, them without the prior written consent of the Board and provided that the transfer of the Options complies with the Corporations Act.</p>
Participation in new issues	<p>There are no participation rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options.</p> <p>If the Company makes an issue of Shares pro rata to existing shareholders there will be no adjustment of the Exercise Price.</p>
Adjustment for bonus issues of Shares	<p>If the Company makes a bonus issue of Shares or other securities to existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):</p> <p>(a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and</p> <p>(b) no change will be made to the Exercise Price.</p>
Adjustments for reorganisation	<p>If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholder may be varied to comply with the ASX Listing Rules which apply to a reorganisation of capital at the time of the reorganisation.</p>

Schedule 3 – Terms and Conditions of GSCAR Options

The terms and conditions of the GSCAR Options (**Options**) are as follows:

Entitlement	Each Option gives the holder (Optionholder) the right to subscribe for one fully paid ordinary share in the Company (Share) upon exercise of the Option.
Issue price of Options	Options are issued for no consideration.
Exercise Price	The exercise price (Exercise Price) payable upon exercise of each Option is as specified in the relevant Section of this Notice.
Expiry Date	The Options may be exercised at any time prior to 5.00pm (Sydney time) on the date which is 5 years from grant of the Options.
Notice of Exercise	An Optionholder may exercise their Options by lodging with the Company: <ul style="list-style-type: none"> (a) in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion; (b) a written notice of exercise of Options specifying the number of Options being exercised (Exercise Notice); and (c) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised. Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
Timing of issue of Shares	Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
Shares issued on exercise	All Shares issued upon the exercise of Options will upon issue rank equally in all respects with the then issued Shares.
Quotation of Shares on exercise	The Company will apply for official quotation on ASX of all Shares issued upon exercise of Options within 10 Business Days after the date of issue of those Shares.
Quotation of Options	The Options will be unlisted upon grant. No application for quotation of the Options will be made.
Transfer	The Options are personal to the Optionholder to whom they were granted, and the Optionholder may not sell, transfer or otherwise dispose of, or make a declaration of trust in respect of, them without the prior written consent of the Board and provided that the transfer of the Options complies with the Corporations Act.
Participation in new issues	There are no participation rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options. If the Company makes an issue of Shares pro rata to existing shareholders there will be no adjustment of the Exercise Price.

<p>Adjustment for bonus issues of Shares</p>	<p>If the Company makes a bonus issue of Shares or other securities to existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):</p> <p>(a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and</p> <p>(b) no change will be made to the Exercise Price.</p>
<p>Adjustments for reorganisation</p>	<p>If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholder may be varied to comply with the ASX Listing Rules which apply to a reorganisation of capital at the time of the reorganisation.</p>

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEST) on Wednesday 12 July 2017.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEST) on Wednesday, 12 July 2017.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

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

PROXY FORM

STEP 1 APPOINT A PROXY

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

the **Chair of the Meeting (mark box)**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at the offices of **BDJ Partners, Level 13, 122 Arthur Street, North Sydney 2060 on Friday, 14 July 2017 at 10:00am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business. If the Chairman of the Meeting is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolution 6, 7 or 8, you will be authorising the Chairman to vote in accordance with the Chairman's voting intentions on Resolution 6, 7 or 8 even if Resolution 6, 7 or 8 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Approval to issue Third Payment Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of James D. Calaway as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Alan Davies as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of John Hofmeister as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of issue of April Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of grant of Options to James D. Calaway	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification of grant of Options to Alan Davies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Ratification of grant of Options to John Hofmeister	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Ratification of issue of Securities to Service Providers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Ratification of grant of Prior Placement Fee Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2017