
SUMMIT GOLD LIMITED

ACN 141 677 385

NOTICE OF GENERAL MEETING

CONVENED BY A SHAREHOLDER PURSUANT TO SECTION 249F OF THE CORPORATIONS ACT 2001 (CTH)

Notice is given that the Meeting will be held at:

TIME: 8:30 am (WST)

DATE: Tuesday, 12 August 2025

PLACE: Park Business Centre
45 Ventnor Avenue, West Perth
Western Australia

The business to be decided at the Meeting affects the Company and your shareholding, and your vote is important. This Notice of Meeting should be read in its entirety. If you are in doubt as to how you should vote, please seek advice from a professional adviser prior to voting.

Shareholders registered on the Company's share register as at 5:00pm (AWST) on Monday, 14 July 2025 will be used for distributing this Notice of Meeting, for meeting logistics and for issuing proxy forms.

However, in accordance with the Constitution, no formal record date (or cut-off time) has been declared by the Company for eligibility to vote. Therefore, if you are registered as a shareholder at the time of the meeting, you will be entitled to vote at the Meeting.

IMPORTANT INFORMATION

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives of the Shareholder calling the meeting will need to verify your identity. You can register from 8:15 am (WST) on the day of the Meeting.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form to the Company at least 48 hours before the Meeting.

Alternatively, you may also return the Proxy Form to Corporate Board Services, PO Box 1227, West Perth, WA, 6872 or by email to summit@corpbservices.com to submit the Proxy Form on your behalf. Please do so by no later than **5:00pm (AWST) on Friday, 8 August 2025**, to allow sufficient time for Proxy Forms to be forwarded to the Company.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

For your proxy appointment to be effective, it must be received by the Company not less than 48 hours prior to the commencement of the Meeting (by 8:30am (WST) on Sunday, 10 August 2025). Proxy forms received after this time will be invalid.

If you are in favour of the Resolution, and would like to appoint a representative of the convening shareholder as your proxy, please appoint Jonathon Edwards as your proxy.

If you do not give a direction to your proxy, the proxy may vote as he or she chooses. If you appoint Jonathon Edwards as your proxy and do not give him a direction as to how to vote, he intends to vote all undirected proxies **in favour** of the Resolution.

Voting by corporate representative

A shareholder that is a company may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. An appropriate "Appointment of Corporate Representative" form should be completed and produced prior to admission to the meeting. This form may be obtained from Corporate Board Services by email at summit@corpbservices.com.

Further information

This Meeting has been convened by a shareholder of the Company, Mine Maintenance Management Pty Ltd (and not by the Directors of the Company). Please see the Explanatory Statement below for further information.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact Jonathon Edwards (the sole director of Mine Maintenance Management Pty Ltd) on +61 413 735 085 or by email at jpedwards8@bigpond.com.

GLOSSARY

\$ means Australian dollars.

General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Shares & Investments Commission.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company or Summit Gold means Summit Gold Limited (ACN 141 677 385).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolution means the resolution set out in this Notice.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Voting Power has the meaning given to that term in section 9 of the Corporations Act.

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

BUSINESS OF THE MEETING

RESOLUTION 1 – REMOVAL OF DIRECTOR – BRIAN BERNARD RODAN

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

“That, for the purpose of clause 14.5 of the Constitution, and for all other purposes, Mr Brian Bernard Rodan be removed from the office of Director of the Company with effect from the close of this Meeting.”

Dated: 18 July 2025

By,

Jonathon Edwards
Sole Director
Mine Maintenance Management Pty Ltd

EXPLANATORY STATEMENT

This General Meeting has been called by Mine Maintenance Management Pty Ltd, a member of the Company holding more than 5% of the votes that may be cast at a general meeting, in accordance with section 249F of the Corporations Act.

Mine Maintenance Management Pty Ltd has exercised its statutory right to call a meeting to propose the following resolution and will bear the cost of convening the meeting.

This Explanatory Statement provides information which Mine Maintenance Management Pty Ltd believes to be material to Shareholders in considering and voting on the Resolution.

RESOLUTION 1 – REMOVAL OF DIRECTOR – BRIAN BERNARD RODAN

1.1 General

Resolution 1 seeks the removal of Mr Brian Bernard Rodan (“**Mr Rodan**”) as a director of Summit Gold Ltd (**Summit** or the **Company**) in accordance with clause 14.5 of the Constitution.

A notice of intention pursuant to section 203D of the Corporations Act to move a resolution to remove Mr Rodan as a director was served on Summit on 9 June 2025.

1.2 Reason for removal

Jonathon Edwards (**Mr Edwards**), the sole director and shareholder of Mine Maintenance Management Pty Ltd, considers Mr Rodan is conflicted in his role as Executive Chairman of Summit and this conflict means he is not acting in the best interest of Summit shareholders.

Introduction to Mr Edwards

- Mr Edwards is also a director of Summit, and has been so since 2021. Mr Edwards is not a director of any other public companies.
- In addition to being a director, Mr Edwards has shareholder interests in Summit. Mr Edwards’ shareholding interest in Summit, together with his associates, is approximately 25%.
- Mr Edwards is a Mechanical Engineer by background.
- Together with a business partner, Mr Edwards founded, built, and sold an energy technology business generating annual sales of \$20M (+) to a global Oil & Gas major.

Summit Background

- Mr Rodan is Executive Chairman of Summit and a major shareholder.
 - Mt Kare, located in Papua New Guinea has been described as one of the premier gold development opportunities in the Australasia-Pacific Region.
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- Summit invested approximately \$100M (One Hundred Million Dollars) acquiring and developing Mt Kare between 2011 and 2014.
- Summit is recognised in PNG as the previous holder of the Mt Kare licence.
- Summit's name in PNG and ownership of project data represents a competitive advantage.
- Summit is currently 3rd in time applicant for the issuance of a new license over the Mt Kare project.

ACM PNG and Augustus Minerals Ltd

- Mr Rodan was the ultimate controller of ACM Contract Mining PNG Ltd (**ACMPNG**) through his company ACM International Pty Ltd.
- ACMPNG is currently 2nd in time applicant for the Mt Kare license.
- In 2022 Summit and ACMPNG announced a co-operation agreement over Mt Kare to explore and develop a world-class gold mine.
- Mr Rodan is Executive Chairman and major shareholder of ASX listed Augustus Minerals Ltd (**Augustus**).
- On 9 May 2025, Augustus announced it had entered into an agreement to acquire 100% of the shares in ACMPNG from Mr Rodan's company. Mr Rodan signed the ASX announcement in his capacity as Executive Chairman of Augustus.
- On 25 June 2025, Augustus announced it had completed the deal to acquire ACMPNG, effectively making Augustus the 2nd in time applicant for the Mt Kare Gold Project, ahead of Summit. Mr Rodan signed the ASX announcement in his capacity as Executive Chairman of Augustus.
- Summit was not given the opportunity to bid for the shares in ACMPNG and its 2nd in time application.

Summit Shareholders

- Mr Rodan as a director of the Company has a duty to act in the best interest of Summit shareholders.
- Mr Rodan's decision to sell his controlling interest in ACMPNG to Augustus puts the interests of Summit shareholders behind the interests of Augustus shareholders.
- Summit has supported and funded Mr Rodan's activities in PNG since 2021 and the sale of ACMPNG to Augustus Minerals has caused significant confusion and "loss of face" for Summit in PNG amongst landowners, stakeholders and government.
- Mr Edwards does not believe Mr Rodan in his capacity as Executive Chairman of Summit can act in the best interests of Summit Shareholders while promoting and progressing the ACMPNG application as Executive Chairman of Augustus.

Vote in Favour of the Resolution

- Mr Edwards will be voting to remove Mr Rodan as a director of Summit to extinguish his conflict of interest between his interests as a director of Augustus, and his interests as a director of Summit.

1.3 Future Plans

Mr Edwards is focused on the interests of Summit shareholders only and he does not hold any directorships in any other minerals exploration, development or mining companies. Current, pending plans to advance Summit's interests in PNG will be actioned if the Resolution to remove Mr Rodan as a director is supported by a majority of shareholders voting at the general meeting.

If Mr Rodan is removed as a director of Summit, an interim Board will be formed to focus on obtaining the license for Mt Kare. Experts in PNG culture, business and politics will be deployed to accelerate Summit's position as the applicant with the most merit to continue the exploration and development of Mt Kare.

Summit is the only applicant for the Mt Kare licence that legally owns the data generated during the 2011 to 2014 period which gives Summit a significant advantage over other applicants.

Shareholders are welcome to contact Mr Edwards to discuss this Notice of Meeting and Summit.

SUMMIT GOLD LIMITED

PROXY FORM GENERAL MEETING

SEBASTIAN ANDRE
15 LENNOXTOWN ROAD
DUNCRAIG WA 6021

Appoint a Proxy to Vote on Your Behalf

I/We being a Member of Summit Gold Limited entitled to attend and vote at the Meeting, hereby appoint

the Chairman
of the Meeting

PLEASE NOTE: Leave this box blank if you
have selected the Chairman of the Meeting.
Do not insert your own name(s).

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote all shares held in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the General Meeting to be held in the Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia on Tuesday, 12 August 2025 at 8:30 am (WST) and at any adjournment thereof.

Voting on Business of the General Meeting

NOTE: If you mark the **ABSTAIN** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

FOR AGAINST ABSTAIN

Resolution 1 Removal of Director – Brian Bernard Rodan

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If two proxies are being appointed, the proportion of voting rights this proxy represents is

 %

Signature of Shareholder(s)

NOTE: This section must be completed.

Individual or Shareholder 1

**Sole Director and
Sole Company Secretary**

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact **Contact**
name **number** **Date**

SUMMIT GOLD LIMITED
ACN 141 677 385

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf. However, where both proxies attend the Meeting, voting may only be exercised on a poll. A second proxy must be appointed on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fraction of votes resulting from applying these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary, must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced before admission to the Meeting.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return it by:
 - (a) post to the Company's registered office at Level 2, 41-43 Ord Street, West Perth WA 6005; or
 - (b) facsimile to (08) 6458 4299 if faxed from within Australia or +61 8 6458 4299 if faxed from outside Australia,

so that it is received by the Company not less than 48 hours prior to commencement of the Meeting (by 8:30am (WST) on Sunday, 10 August 2025). **Proxy Forms received by the Company later than this time will be invalid.**

*Alternatively, you may also return the Proxy Form to Corporate Board Services, PO Box 1227, West Perth, WA, 6872 or by email to summit@corpbservices.com to submit the Proxy Form on your behalf. Please do so by no later than **5:00pm (AWST) on Friday, 8 August 2025**, to allow sufficient time for Proxy Forms to be forwarded to the Company.*
