

SUMMIT GOLD LIMITED  
ACN 141 677 385  
("Company")



4 August 2025

TO: All Shareholders

**RE: Shareholder-Convened General Meeting and Proposed Director Removal**

Dear Shareholder,

We write to you in relation to the notice of general meeting of shareholders dated 18 July 2025 ("249F Notice"), which was sent to shareholders pursuant to section 249F of the *Corporations Act 2001* (Cth) ("Corporations Act") by Mine Maintenance Management Pty Ltd ("Mine Maintenance"). A copy of the 249F Notice and proxy form are enclosed.

Mine Maintenance is a company controlled by Jon Edwards, a director of the Company, and holds more than 5% of the voting shares in the Company.

The sole business of the meeting convened by the 249F Notice ("249F Meeting") is to consider a resolution to remove Mr Brian Bernard Rodan as a director of the Company under section 203D of the Corporations Act ("203D Resolution"). The recommendations of the directors (other than Jon Edwards whose recommendation is included in the 249F Notice) with respect to voting on the 203D Resolution are set out below:

- Brian Rodan recommends that shareholders **vote against** the 203D Resolution for the reasons set out in the statement of Brian Rodan enclosed with this letter ("Rodan Statement"); and
- Adam Taylor recommends that shareholders **vote against** the 203D Resolution for the reasons set out in the statement from Adam Taylor enclosed with this letter ("Taylor Statement").

Details for the 249F Meeting are set out below:

**Time:** 8:30am (WST)  
**Date:** Tuesday, 12 August 2025  
**Place:** Park Business Centre, 45 Ventnor Avenue, West Perth, WA.

As this is a meeting of the Company's shareholders, shareholders should sign and return completed proxy forms to the Company so that they are received no later than 48 hours prior to the 249F Meeting, being 8:30am (WST) on Sunday, 10 August 2025. Completed and signed proxy forms can be returned to the Company as follows:

- by post to Summit Gold Limited, Level 2, 41 Ord Street, West Perth WA 6005;
- by facsimile to the Company on facsimile number +61 8 6458 4299;
- by hand delivering to Automic Registry Services, at Level 5, 191 Street Georges Terrace Perth WA 6000; or
- by email to the Company at [admin@summitgold.com.au](mailto:admin@summitgold.com.au).

The Company confirms that, if a shareholder appoints the chair of the 249F Meeting as its proxy, the chair intends to vote undirected proxies **against** the 203D Resolution. However, the Company recommends that shareholders direct the chair how they wish to vote on the 203D Resolution.

The Board wishes to draw shareholders' attention to the following important considerations:

- The Company currently has three directors and no director has been nominated by Mine Maintenance in the 249F Notice. If the Resolution is passed at the Meeting, the Company will fall below the statutory minimum of three directors required under section 201A(2) of the Corporations Act, which would place the Company in breach of the Corporations Act. Should this occur, the remaining directors will not be permitted to conduct any business, other than the appointment of a director to meet the statutory minimum number of directors.
- The Board is concerned that the removal of Mr Rodan without a simultaneous appointment of a qualified replacement may disrupt the Company's governance and strategic continuity, particularly in relation to the Mt Kare project and ongoing corporate initiatives.

The Company notes that it is in the process of preparing for dispatch to shareholder of its notice of meeting ("Notice of AGM") for its annual general meeting for the financial year ended 30 June 2024 ("AGM"), having lodged the Notice of AGM with the Australian Investments and Securities Commission on 10 July 2025, as was required under section s218 of the Corporations Act.

As Brian Rodan is the longest serving director of the Company since last being re-elected, the Notice of AGM will include a resolution for his re-election as a director in accordance with the requirements of the Company's constitution ("Constitution"). As such, while the Board acknowledges the right of shareholders to convene a general meeting under section 249F of the Corporations Act, the Company sought the withdrawal by Mine Maintenance of the 249F Notice so that shareholders are not required to attend two meetings in short succession. While this has been communicated to Mine Maintenance, the request to withdraw the 249F Notice and cancel the 249F Meeting was rejected by Mine Maintenance.

The Company's constitution requires that one third of directors (excluding a director standing for re-election at the first annual general meeting following their appointment by the other directors) retire and stand for re-election at each of the Company's annual general meetings. As such, in order to ensure compliance with the Constitution, in the event the 249F Meeting proceeds and Brian Rodan is removed as a director, the resolution for his re-election at the AGM will be withdrawn and replaced with a resolution seeking the re-election of Jon Edwards as a director. An Addendum to the Notice of AGM to provide for this is annexed to this letter.

The Board encourages shareholders to carefully consider the rationale and implications of the proposed Resolution, including the information set out in the 249F Notice, the Rodan Statement and the Taylor Statement.

The Board is committed to acting in the best interests of all shareholders and maintaining strong governance standards. We encourage all shareholders to participate in the meeting and exercise their voting rights, either in person or by proxy.

If you have any questions or require further information, please contact the Company Secretary at [admin@summitgold.com.au](mailto:admin@summitgold.com.au).

Yours faithfully,  
The Board of Directors  
Summit Gold Limited

**ANNEXURE – ADDENDUM TO NOTICE OF AGM & PROXY FORM**



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# SUMMIT GOLD LIMITED

## ACN 141 677 385

### ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

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Summit Gold Limited (ACN 141 677 385) (**Company**) hereby gives notice to Shareholders that, in relation to the Notice of Annual General Meeting for the Annual General Meeting of the Company for the financial year ended 30 June 2024 to be held on 27 August 2025 (**Notice**) the Board has resolved to include a new Resolution 7 (**Additional Resolution**), on the terms set out in this Addendum.

Capitalised terms in this Addendum have the same meaning as given in the Notice except as otherwise defined.

This Addendum is supplemental to the Notice and should be read in conjunction with the Notice. Apart from the amendments set out below, all Resolutions and the Explanatory Statement in the original Notice remain unchanged.

Resolution 2 contained in the Notice seeks the re-election of Brian Rodan as a Director for the purposes of clause 14.2 of the Constitution. A general meeting of Shareholders has been called for the removal of Mr Rodan as a Director under section 203D of the Corporations Act, which is to be held on 12 August 2025 (prior to the date of the Annual General Meeting).

In the event the 203D Resolution is passed, or Brian Rodan otherwise ceases to be a director prior to commencement of the Annual General Meeting, Resolution 2 will be withdrawn and the Additional Resolution will be put to Shareholders in its place.

#### Replacement Proxy Form

Annexed to this Addendum to the Notice is a replacement Proxy Form (**Replacement Proxy Form**). To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

- (a) If you have already completed and returned the Proxy Form annexed with the Notice (**Original Proxy Form**) and you wish to change your original vote for Resolutions 1 to 6 or cast votes for the Additional Resolution, **you must complete and return the Replacement Proxy Form.**
- (b) If you have already completed and returned the Original Proxy Form and **you do not wish to change your original vote for Resolutions 1 to 6 or vote on the Additional Resolution, you do not need to take any action** as the earlier submitted Original Proxy Form will be accepted by the Company for Resolutions 1 to 6 unless you submit a Replacement Proxy Form. For the sake of clarity, the Company notes that if you do not lodge a Replacement Proxy Form, **you will not have cast a vote on the Additional Resolution.**
- (c) If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice as supplemented by the Addendum, **please complete and return the Replacement Proxy Form.**

#### Enquiries

Shareholders are requested to contact the Company Secretary on +61 8 6458 4200 if they have any queries in respect of the matters set out in these documents.

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## SUPPLEMENTARY BUSINESS OF THE MEETING

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**The agenda of the Notice is amended by including the following Additional Resolution:**

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### **8. RESOLUTION 7 – RE-ELECTION OF DIRECTOR – JONATHON EDWARDS**

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

*“That, for the purpose of clause 14.2 of the Constitution and for all other purposes, Jonathon Edwards, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

**Note:** This Resolution will only be considered and voted on in the event that Resolution 2 is withdrawn as a result of Brian Rodan having ceased to be a Director prior to commencement of the Annual General Meeting.

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## SUPPLEMENTARY EXPLANATORY STATEMENT

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**The Explanatory Statement is supplemented by including the following additional Section 6:**

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### **6. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – JONATHON EDWARDS**

#### **6.1 General**

Clause 14.2 of the Constitution provides that, at each annual general meeting of the Company, one third of Directors (excluding the managing director and a director standing for re-election under clause 14.4 of the Constitution) shall retire from office. A Director that retires in accordance with this requirement is eligible to stand for re-election.

In the event Resolution 2 is withdrawn, the Company will have no Director standing for re-election in accordance with the above requirement. As such, in the event Brian Rodan has ceased to be a Director prior to commencement of the Annual General Meeting and Resolution 2 is withdrawn, Jonathon Edwards, being eligible, retires by rotation and seeks re-election.

This Resolution will not be put to Shareholders for voting in the event Resolution 2 is not withdrawn.

Further information in relation to Jonathon Edwards is set out below.

<b>Qualifications, experience and other material directorships</b>	<p>Jonathon Edwards is a specialist engineering technologist with over 45 years' experience in mining, oil, gas and subsea engineering including the alternative and renewable energy sectors. Mr Edwards was the Managing Director and owner of Seatrac Pty Ltd a specialist subsea engineering company using underwater robotics and proprietary intervention techniques to recover, terminate and support oil and gas wells in remote, deep, and shallow offshore locations globally. In 2007, Seatrac was sold to the Helix Energy Solutions Group a US based international energy services provider with significant expertise in the offshore energy sector. Mr Edwards was retained as the Business Development Manager from 2007 – 2012 gaining significant expertise in all forms of alternative and renewable energy technologies.</p> <p>In the past 13 years from 2012 – 2025 Mr Edwards has established and is the Principal of Edwards Family Investments and continues to research technologies in the Green Energy sector utilising, developing, and advancing technologies in</p>
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	<p>relation to Lithium Batteries, and EV fast charging systems. Also during that time Mr Edwards invested in the original Indochine Mining (IDC) which was exploring the Mt Kare Project between 2010 and 2014. Mr Edwards completed the Australian Institute of Company Directors' course and was appointed to the board of Summit Gold in 2021 as a non-executive director. In 2023 Mr Edwards became executive director and has been actively involved with the financial management and strategic planning of Summit in seeking the renewal of the Mt Kare licence. Mr Edwards visited Port Moresby in November 2024 as part of a Summit delegation led by Julie Bishop, and was involved in meetings with Prime Minister Marape, Mining Minister Goi, Australian High Commissioner Feaks and other dignitaries.</p>
<b>Term of office</b>	Jonathan Edwards was last re-elected on 15 January 2024.
<b>Independence</b>	If re-elected, the Board does not consider that Jonathan Edwards will be an independent Director.

# Proxy Voting Form

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

Your proxy voting instruction must be received by **10.00am (AWST) on Monday, 25 August 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

**Complete the form overleaf in accordance with the instructions set out below.**

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)





## **ANNEXURE – RODAN STATEMENT**



## STATEMENT TO SHAREHOLDERS OF SUMMIT GOLD LIMITED FROM MR BRIAN RODAN

Dear Shareholders,

I provide this statement in response to the Summit Gold Limited (**Summit**) shareholder meeting to be held on 12 August 2025 (**Meeting**) convened by Mine Maintenance Management Pty Ltd (**Requisitioner**) pursuant to s249F of the *Corporations Act 2001* (Cth) (**Corporations Act**).

The sole business of the Meeting is to consider my removal as a Summit director under s203D of the Corporations Act. The resolution is proposed by the Requisitioner, who is controlled by Jonathan Edwards (also a director of Summit). I believe my continued role as a Summit director is in the best interests of Summit and its shareholders, and my removal from the board at this time will jeopardise Summit's future plans and strategic initiatives.

If the resolution is passed, I will be removed as a director immediately and, unless a new director is appointed before the Meeting, Summit will need to appoint a new director to comply with the Corporations Act requirements relating to the minimum number of public company directors.

I seek your support so we may continue with the important task of running Summit in the best interests of all shareholders. You can achieve this by voting AGAINST the resolution at the Meeting. I believe it's in the best interests of Summit and all shareholders (other than perhaps the Requisitioner) to vote AGAINST my removal.

### ***Mr Edwards' Shareholding***

In the reasons for my removal provided by Requisitioner in the Meeting materials dated 18 July 2025 (**Reasons**), the Requisitioner says Mr Edwards' shareholding in Summit, together with his associates, is approximately 25%. Based on Summit's records, I understand Mr Edwards holds approximately 17%. My shareholding in Summit, along with my spouse, is approximately 17.5%, which we intend to vote AGAINST my removal. If Mr Edwards' shareholding has increased to 25%, compliance with the takeover provisions in the Corporations Act require further investigation. I urge Mr Edwards to clarify this to ensure shareholders are not misled.

### ***My Background***

I have over 45 years' experience in the mining industry, having held various director and executive roles, including managing director and owner of Australian Contract Mining (a mid-tier mining contracting company that successfully completed \$1.5 billion worth of work over a 20 year period and sold to an ASX listed company in 2017) and executive director of Eltin Limited (Australia's largest full service ASX listed contract mining company with annual turnover of \$850 million). I was a founding Director of Dacian Gold Ltd and Desert Metals Ltd and the largest shareholder of both companies upon ASX listing. I am also currently a director of Siren Gold Limited (ASX: SNG), Icen Gold Limited (ASX: ICL) and Augustus Minerals Limited (ASX: AUG) (**Augustus**) and currently their largest shareholder.

I have been a director of Summit since 2021 and have a long history of involvement with Summit and Mt Kare dating back to before the administration of Summit (then Indochine Mining). This includes being the owner of ACM Contract Mining (PNG) Limited (**ACMPNG**) when it was engaged in various works relating to Mt Kare with Indochine Mining, including mobilisation of underground mining equipment to Mount Hagen ready for deployment to Mt Kare.

I have personally been to Mt Kare many times, was a significant shareholder of Summit before its administration and was instrumental in bringing the company out of administration. Over that time, I have worked very hard to maintain Summit's relationships in PNG including with landowners, government and Mt Kare stakeholders, pending the outcome of a Mt Kare licence. As Executive

Chairman, I have led Summit through various successful capital raisings and demonstrated appropriate deployment of shareholder funds. I remain invested in Summit's success, including recently having forgiven over \$44 million in loans owed by Summit to businesses I control, which funded ongoing operations.

I believe my history and track record with Summit and the key relationships I have personally built with PNG stakeholders over the years demonstrate my commitment to Summit and, together with my mining and corporate experience, should be considered against Mr Edwards' own background and, by comparison, more limited public company experience, history with Summit and PNG stakeholder engagement, and mining, exploration and mine development more generally.

### ***Requisitioner's Primary Concern***

In the Reasons, the Requisitioner considers I am conflicted in my role as Executive Chairman and this conflict means I am not acting in Summit's best interests. I am an experienced ASX and public company director and understand proper governance and my statutory and fiduciary obligations. Any actual or potential conflicts of interest, including via my role at Augustus, will be managed in the usual course consistent with good governance, as it was done for Summit's previous engagements with ACMPNG.

I am aware that Mr Edwards has given private briefings to select shareholders on his plans for Summit which may include an IPO. These ideas have not been raised with the board and present numerous challenges. It is concerning Mr Edwards has chosen to set out limited details as to his future plans or strategy for Summit in the Reasons. I believe Summit's best chance of success is working together with a listed vehicle or funded partner as part of the Mt Kare process. Given my relationships in PNG including landowners and within government, I believe it will be perceived more favourably if this is done with a company I am associated with, as was the case with ACMPNG.

Given my history with Summit, I am acutely aware of our significant investment and progress towards obtaining a Mt Kare licence, goodwill created with landholders, relationships built with PNG decision makers and the value of Summit's proprietary information. I believe I have been instrumental to this progress, and my removal is likely to jeopardise future progress and disrupt Summit at a critical time. I do not want to see this progress and investment wasted and remain committed to future success for all Summit shareholders.

### ***Waste of Resources***

As a director, Mr Edwards knew Summit was preparing to dispatch its FY2024 AGM documents. He also knew that a resolution for my re-election would be put to shareholders at the AGM (as required given that I am the longest serving director since re-election). That means when Meeting was called solely to consider my removal Mr Edwards knew that essentially the same resolution would be put to shareholders a few weeks later at the AGM, in Summit's usual location and with the benefit of a more fulsome AGM update.

Mr Edwards was asked whether he would consider cancelling the Meeting given this context. He declined. Having two shareholder meetings only weeks apart to consider essentially the same resolution is confusing, a burden for shareholders and in my view highlights a self-motivated approach.

Again, I strongly believe it is in the best interests of Summit and all shareholders to vote AGAINST the resolution for my removal.

Yours sincerely,

Brian Rodan  
31 July 2025

**ANNEXURE – TAYLOR STATEMENT**



## STATEMENT TO SHAREHOLDERS OF SUMMIT GOLD LIMITED FROM MR ADAM TAYLOR

Dear Shareholders,

I provide this statement in response to the Summit Gold Limited (**Summit**) shareholder meeting to be held on 12 August 2025 (**Meeting**) convened by Mine Maintenance Management Pty Ltd (**Requisitioner**) pursuant to s249F of the *Corporations Act 2001* (Cth) (**Corporations Act**).

The sole business of the Meeting is to consider Brian Rodan's removal as a Summit director under s203D of the Corporations Act. The resolution is proposed by the Requisitioner, who is controlled by Jonathan Edwards (also a director of Summit).

I do not believe it is in the best interests of Summit shareholders to remove Mr Rodan as a director. This view is shared by a majority of Summit's board (being myself and Mr Rodan). I believe Mr Rodan's continued role as a Summit director is critical to our future success for the reasons outlined below. Accordingly, I recommend shareholders vote AGAINST the resolution to remove Mr Rodan at the Meeting.

1. **Statements by Mr Edwards:** Based on records available to me, Mr Edwards' shareholding in Summit is approximately 17%. Mr Edwards has told shareholders in his Meeting materials dated 18 July 2025 that his shareholding in Summit, together with his associates, is approximately 25%. Mr Edwards should clarify this to ensure shareholders have the correct information and Corporations Act matters are considered, if appropriate.
2. **Disruption to Summit:** I believe removing Mr Rodan as a director of Summit will be highly disruptive. The Requisitioner has not nominated a new director. That means unless a new director is appointed prior to the Meeting, Summit's board will fall below the statutory minimum number of directors requiring Mr Edwards and me to quickly agree on a replacement. As Mr Edwards is aware, I believe Mr Rodan should remain a director. If our disagreement as to the composition of Summit's board continues then Summit's governance and operations will be affected.
3. **Brian's Involvement is Critical:** Mr Rodan has a long history and proven track record with Summit, having been involved with the Company and Mt Kare for over a decade. I view his efforts as instrumental in Summit's activities to date, including securing support from Mt Kare landowners, building relationships with key decision makers in PNG and personally funding Summit's operations via loans. I have been particularly impressed with the combined efforts of Mr Rodan and the Hon. Julie Bishop in progressing Summit's activities in PNG recently. I am concerned his removal will disrupt Summit's strategic continuity, particularly in relation to the Mt Kare project, and ongoing corporate initiatives.
4. **No Concerns as to Conflicts:** I do not share Mr Edwards' concerns as to Mr Rodan being conflicted in his role as Executive Chairman, including given his role at Augustus Minerals Limited (ASX: AUG) and their recent acquisition of ACMPNG (who holds the 2<sup>nd</sup> in line Mt Kare licence application). Mr Rodan controlled ACMPNG before it was acquired by Augustus. Mr Rodan is the Chairman and large shareholder in Augustus. In effect, Mr Rodan has always had an interest in a competing Mt Kare application. I have no concerns that any actual or potential conflicts will be managed in the usual course and consistent with good governance procedures, including for conflicted directors to be absent from board consideration of relevant matters.

5. **Engagement with Mr Edwards:** After the s203D notice was served by the Requisitioner, I urged Mr Edwards not to proceed with the Meeting. Our AGM is due to be held only a few weeks after the Meeting where shareholders were due to vote on Mr Rodan's tenure, so an extra meeting could only disrupt Summit's operations. The board (including Mr Edwards) was also aware that the competing 1<sup>st</sup> in time Mt Kare licence applicant is a minority shareholder in Summit. By convening the Meeting and issuing the accompanying commentary, Mr Edwards has effectively brought our internal disagreement into the public eye and directly into our competitor's hands. Whatever the eventual voting outcome, I have concerns that the disruption and reputational damage to Summit will be significant because of Mr Edward's actions.

I strongly believe it's in the best interests of Summit and all shareholders to vote AGAINST the resolution for the removal of Mr Rodan at the Meeting.

Yours sincerely,

Adam Taylor  
31 July 2025

**ANNEXURE – 249F NOTICE & PROXY FORM**





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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)

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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.*

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## IMPORTANT INFORMATION

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### Voting in person

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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

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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](mailto: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

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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](mailto:summit@corpbservices.com).

### Further information

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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](mailto:jpedwards8@bigpond.com).**

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## GLOSSARY

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**\$** 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.

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## BUSINESS OF THE MEETING

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### 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

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## EXPLANATORY STATEMENT

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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 3<sup>rd</sup> 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 2<sup>nd</sup> 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 2<sup>nd</sup> 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 2<sup>nd</sup> 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.

**PROXY FORM  
SUMMIT GOLD LIMITED  
ACN 141 677 385  
GENERAL MEETING**

**CONVENED BY A SHAREHOLDER**

**PURSUANT TO SECTION 249F OF THE CORPORATIONS ACT 2001 (CTH)**

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

**OR:**

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the Chair of the Meeting as my/our proxy.

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

**CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES**

**The Chair intends to vote undirected proxies against all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an announcement will be made to the Announcements page of the Company's website immediately disclosing the change and reasons for the change.**

**Voting on business of the Meeting**

**FOR      AGAINST      ABSTAIN**

Resolution 1      REMOVAL OF DIRECTOR – BRIAN BERNARD  
RODAN

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**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

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

**%**

\_\_\_\_\_

**Signature of Shareholder(s):**

**Individual or Shareholder 1**

**Shareholder 2**

**Shareholder 3**

Sole      Director/Company  
Secretary

Director

Director/Company Secretary

**Date:**

\_\_\_\_\_

**Contact name:**

\_\_\_\_\_

**Contact ph (daytime):**

\_\_\_\_\_

**E-mail address:**

\_\_\_\_\_

**Consent for contact by e-mail**

**in relation to this Proxy Form:**

**YES** ☐ **NO** ☐

## 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 at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done 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 fractions of votes resulting from the application of 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 also 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 prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.

### 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. **Lodgement of Proxy Form**

Proxy forms can be lodged:

- (a) by completing and signing the enclosed Proxy Form and returning by:
  - (i) post to Summit Gold Limited, Level 2, 41 Ord Street, West Perth WA 6005;
  - (ii) facsimile to the Company on facsimile number +61 8 6458 4299; or
  - (iii) email to the Company at [admin@summitgold.com.au](mailto:admin@summitgold.com.au);
- (b) so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**