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**SUMMIT GOLD LIMITED**  
**ACN 141 677 385**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the 2021 Annual General Meeting and 2022 Annual General Meeting will be held at:

**TIME:** 10.00am (Perth time)  
**DATE:** Monday, 15 January 2024  
**PLACE:** Level 2  
41 Ord Street  
WEST PERTH WA 6005

***The business of the Meeting affects your shareholding, and your vote is important.***

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***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 Shareholders at 10.00am (Perth time) on 6 January 2024.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 2021 ANNUAL GENERAL MEETING

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##### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Director's report, the 2021 Remuneration Report and the auditor's report.

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##### 2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – BRIAN RODAN

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

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

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##### 3. RESOLUTION 2 – CONFIRMATION OF APPOINTMENT OF AUDITOR

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

*“That, pursuant to Section 327B(1)(b) of the Corporations Act and for all other purposes, Hall Chadwick WA Audit Pty Ltd, having been nominated by a shareholder and having given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Annual General Meeting until it resigns or is removed from the office of auditor of the Company.”*

## 2022 ANNUAL GENERAL MEETING

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### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Director's report, the 2022 Remuneration Report and the auditor's report.

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### 2. RESOLUTION 1 - RE-ELECTION OF DIRECTOR – JONATHON EDWARDS

To consider and, if thought fit, to pass, with or without amendment, 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.”*

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### 3. RESOLUTION 2 - RE-ELECTION OF DIRECTOR – DAVID NIXON

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

*“That, for the purpose of clause 14.4 of the Constitution and for all other purposes, David Nixon, a Director who was appointed as an additional Director on 9 February 2022, retires, and being eligible, is elected as a Director.”*

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### 4. RESOLUTION 3 – PLACEMENT OF SHARES TO DIRECTOR – MR BRIAN RODAN

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

*“That, for the purposes of section 195(4) and section 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue up to 725,000 Shares to Mr Brian Rodan (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

A voting prohibition statement applies to this Resolution. Please see below.

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### 5. RESOLUTION 4 – PLACEMENT OF SHARES TO DIRECTOR – MR JONATHON EDWARDS

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

*“That, for the purposes of section 195(4) and section 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue up to 1,312,500 Shares to Mr Jonathon Edwards (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

A voting prohibition statement applies to this Resolution. Please see below.

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**Dated: 13 December 2023**

**By order of the Board**

**Sebastian Andre**  
**Company Secretary**

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## Voting Prohibition Statements – 2022 AGM

<b>Resolution 3 – Approval for issue of Shares to a Director – Mr Brian Rodan</b>	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given (being, <b>Mr Brian Rodan</b> ), or an associate of such a related party. However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of Mr Brian Rodan or an associate of Mr Brian Rodan.
<b>Resolution 4 – Approval for issue of Shares to a Director – Mr John Edwards</b>	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given (being, <b>Mr John Edwards</b> ), or an associate of such a related party. However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of Mr John Edwards or an associate of Mr John Edwards.

### 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.

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 two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (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.

### Voting in person

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

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6458 4200.***

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## **EXPLANATORY STATEMENT**

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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## **2021 ANNUAL GENERAL MEETING**

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### **1. FINANCIAL STATEMENTS AND REPORTS**

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Directors' report, the 2021 Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.summitgold.com.au](http://www.summitgold.com.au).

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### **2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – BRIAN RODAN**

#### **2.1 General**

Clause 14.2 of the Constitution provides that one-third of the Directors for the time being shall retire by rotation at each annual general meeting.

Accordingly, Mr Rodan retires by rotation and seeks re-election.

#### **2.2 Qualifications and other material directorships**

Mr Rodan is a Fellow of the Australian Institute of Mining and Metallurgy (FAusIMM) with 45 years' mining experience. Mr Rodan is currently Managing Director and Executive Chairman of Siren Gold Limited, Managing Director and Executive Chairman of Icen Gold Limited and Executive Director of Augustus Minerals Limited. Previously, Mr Rodan was the Managing Director and owner of Australian Contract Mining Pty Ltd (ACM), a privately owned specialist underground mining contracting company that successfully completed \$1.5 billion of work over a 20-year period. ACM was sold to an ASX listed company in 2017. Prior to that for 15 years, Mr Rodan held various roles with Eltin Limited (including general manager between 1993 and 1996 and executive director between 1996 and 1999), being Australia's largest full service ASX listed contract mining company with annual turnover of \$850 million. In 2012 Mr Rodan was a founding director of Dacian Gold Limited, After listing on the ASX Mr Rodan was Dacian Golds largest shareholder. Additionally, Mr Rodan was also a former Director in 2020 and currently a substantial shareholder of Desert Metals Limited, having resigned shortly prior to listing on the ASX in 2021.

The Board considers that Mr Rodan is not an independent Director by virtue of his substantial shareholding in the Company.

#### **2.3 Board recommendation**

The Board supports the re-election of Mr Rodan and recommends that Shareholders vote in favour of Resolution 1.

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### **3. RESOLUTION 2 – CONFIRMATION OF APPOINTMENT OF AUDITOR**

#### **3.1 Background**

On 20 October 2022, in accordance with section 327C of the Corporations Act 2001, the Company appointed Hall Chadwick WA Audit Pty Ltd (**Hall Chadwick**) as auditor of the Company following ASIC's consent to the resignation of the previous auditor of the Company, Crowe Horwath, in accordance with Section 329(5) of the Corporations Act 2001.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, Hall Chadwick holds office as auditor of the Company until the Company's next Annual General Meeting, being the meeting the subject of this Notice of Meeting.

In accordance with section 327B(1)(b), the Company now seeks Shareholder approval for the ongoing appointment of Hall Chadwick as auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act 2001, notice in writing nominating Hall Chadwick as auditor has been given to the Company by a Shareholder. A copy of this notice is attached to this Notice of Meeting as Annexure A.

Hall Chadwick has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

If this Resolution is passed, the appointment of Hall Chadwick as the Company's auditor will take effect at the close of this Meeting.

#### **3.2 Board recommendation**

The Board recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

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## **2022 ANNUAL GENERAL MEETING**

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### **1. FINANCIAL STATEMENTS AND REPORTS**

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' report, the 2022 Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.summitgold.com.au](http://www.summitgold.com.au).

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### **2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – JONATHON EDWARDS**

#### **2.1 General**

Clause 14.2 of the Constitution provides that one-third of the Directors for the time being shall retire by rotation at each annual general meeting.

Accordingly, Mr Edwards retires by rotation and seeks re-election.

#### **2.2 Qualifications and other material directorships**

Mr Edwards is a specialist engineering technologist with over 42 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 sectors including renewable energy using wind, wave, and tidal power technologies. Mr Edwards was retained as the Business Development Manager from 2007 – 2012 gaining significant expertise in all forms of alternative and renewable energy technologies.

In the past 10 years from 2012 – 2022 Mr Edwards has established and is the Principal of Edwards Family Investments and continues advancing technologies in the Green Energy sector utilising, developing, and advancing technologies in relation to Lithium Batteries, EV fast charging systems including, mobile EV fast charging systems utilising renewable energy fuels. Mr Edwards is the Western Australian Representative of the Tesla Owners Club of Australia and is an avid enthusiast for the development and advancement of Electric Racing vehicle technologies having recently completed the longest gravel rally undertaken by a production electric vehicle in the world namely a rerun of the 5,700km Perth to Sydney Marathon.

The Board considers that Mr Edwards is not an independent Director by virtue of his substantial shareholding in the Company.

### **2.3 Board recommendation**

The Board supports the re-election of Mr Edwards and recommends that Shareholders vote in favour of Resolution 1.

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## **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DAVID NIXON**

### **3.1 General**

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

David Nixon, having been appointed by other Directors on 9 February 2022 in accordance with the Constitution, will retire in accordance with the Constitution and being eligible, seeks election from Shareholders.

### **3.2 Qualifications and other material directorships**

Mr Nixon has a BSc Hons in Applied Geology, he has a significant depth of experience as an Exploration Geologist over 25 years, predominantly in gold. His experience covers generative, greenfields & brownfields exploration in Australia, North America, South America & Papua New Guinea. Mr Nixon has worked on orogenic lode gold, VMS, porphyry, epithermal & skarn deposit styles and has held previous roles as Principal Generative Geologist, Registered Exploration Manager, Exploration Superintendent. Mr Nixon previously worked within the Gold Fields Group for 4 years (2017-2020) KCGM JV for 7 years (2010-2016) & Barrick Exploration groups for 13 years (1997-2009). David has been a member of the Exploration teams responsible for the discovery or expansion of the Invincible, Hamlet North, Hidden Secret, Kora, Fairyland, Centenary, Porgera, Wallaby, Mt Charlotte & Fimiston deposits on the Golden Mile, totalling 8Moz Au.

The Board considers that Mr Nixon is an independent Director.

### **3.3 Board recommendation**

The Board supports the election of Mr Nixon and recommends that Shareholders vote in favour of Resolution 2.

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## **4. RESOLUTIONS 3 AND 4 – PLACEMENT OF SHARES TO DIRECTORS – MR BRIAN RODAN AND MR JONATHON EDWARDS**

### **4.1 General**

Subject to obtaining Shareholder approval, the Company has agreed to issue up to a total of 1,562,500 Shares (**Director Shares**) in the following amounts:

- (a) 725,000 Shares to Mr Brian Rodan (or his nominees), a Director of the Company; and



- (b) 1,312,500 Shares to Mr Jonathon Edwards (or his nominees), a Director of the Company,

as part of capital raising activities to be undertaken by the Company on the terms and conditions set out below.

The Company has chosen to issue Director Shares to Messrs Rodan and Edwards (the **Related Parties**) for the following reasons:

- (a) the purpose of the issue of the Director Shares is to raise capital which the Company intends to use for ongoing administrative and working capital purposes, including continuing discussions and negotiations with respect to re-obtaining an interest in the Mt Kare Gold Project formerly held by the Company;
- (b) the Company has determined that raising capital from the Related Parties is an efficient and effective way to raise much needed funds for the Company in the short term rather than seeking debt or further equity financing from unrelated third-party sources and provides the Related Parties with the ability to support the Company via their participation in the Company's capital raising activities and funding;
- (c) the Director Shares are being issued on fair and commercial terms and the subscription prices are the same prices as Shares issued to non-related parties at the time the applications were made;
- (d) the Company sought investments from unrelated parties contemporaneous with the proposed raising of funds from the Related Parties, however sufficient funding was not available from unrelated parties on commercially acceptable terms and the Related Parties agreed to make up the shortfall in funding;
- (e) the Company does not consider debt financing to be an appropriate source for this funding due to the inherent costs to the Company in undertaking debt (i.e. repayments, interest, liability) and likely non-availability of funds on commercially reasonable terms in the Company's circumstances;
- (f) the Company, in issuing the Shares on the terms proposed considers that the issue of Director Shares will align the interests of the Related Parties with those of Shareholders as each Related Party will have a greater involvement with, and share in, any future growth and profitability of the Company;
- (g) the Director Shares are not intended as a substitute for salary or wages or otherwise remunerate or incentivise the Related Parties and the Related Parties will pay a subscription fee for the Director Shares equivalent to the prices for Shares issued to non-related parties at the time the applications were made;
- (h) in the absence of funding support from the Related Parties, the Company's solvency will be at risk and the Company is unlikely to be able to meet its ongoing obligations as a public company, nor progress discussions with respect to the Mt Kare Gold Project (or other projects or businesses identified by the Board as potentially having benefits for Shareholders);

- (i) the advantages of the proposed issue of the Director Shares (noted in Sections 4.1(a) to 4.1(h) above) outweigh the disadvantages (i.e. potential risk of conflicts) associated with issuing securities to related parties of the Company; and
- (j) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Shares on the terms proposed.

Resolutions 3 and 4 seek Shareholder approval for the issue of the Director Shares to Messrs Rodan and Edwards.

## **4.2 Director Recommendation and Voting Prohibition**

Mr David Nixon recommends that Shareholders vote in favour of Resolutions 3 and 4 for the reasons in Section 4.1 above. In forming his recommendation, Mr Nixon considered the current market conditions, the Company's current circumstances, the subscription price per Director Share and the Company's requirements for capital.

Each Related Party has a material personal interest in the outcome of Resolutions 3 and 4 on the basis that those Directors are to be issued Director Shares should Resolutions 3 and 4 be passed.

For this reason, the Related Parties:

- (a) have each been excluded as a related party for the purposes of voting on Resolutions 3 and 4 and, together with their associates, are prohibited from voting on Resolutions 3 and 4 of this Notice; and
- (b) do not believe that it is appropriate to make a recommendation on Resolutions 3 and 4 of this Notice.

## **4.3 Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Director Shares to the Related Parties constitutes giving a financial benefit. The Related Parties are related parties of the Company by virtue of being Directors.

As the Director Shares are proposed to be issued to all but one of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Director Shares. Accordingly, Shareholder approval for the issue of Director Shares is sought in accordance with Chapter 2E of the Corporations Act.

#### 4.4 Technical information required by section 219 of the Corporations Act

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to Resolutions 3 and 4:

- (a) a total of 2,037,500 Director Shares will be issued as follows:
- (i) 375,000 Shares at a subscription price of \$0.08 per Share (\$30,000) and 350,000 Shares at a subscription price of \$0.05 per Share (\$17,500) to Mr Brian Rodan (or his nominee) pursuant to Resolution 3; and
  - (ii) 812,500 Shares at a subscription price of \$0.08 per Share (\$65,000) and 500,000 Shares at a subscription price of \$0.05 per Share (\$25,000) to Mr Edwards (or his nominee) pursuant to Resolution 4;
- (b) the financial benefit proposed to be given is the issued of the Director Shares to Messrs Rodan and Edwards, to be allocated in the proportions set out above;
- (c) the Director Shares will be fully paid ordinary shares in the capital of the Company and be issued on the same terms and conditions as the Company's existing fully paid ordinary shares;
- (d) the purpose of the issue of Director Shares is to allow the Related Parties to participate in the Company's capital raising activities and to raise funds for the Company;
- (e) the total remuneration package for each of the Directors in the financial year prior to the financial year the subject of this Notice and the proposed total remuneration package for the financial year the subject of this Notice are set out below:

Related Party	Current Financial Year Ended 30 June 2022	Previous Financial Year Ended 30 June 2021
Brian Rodan	Nil	Nil
Jonathon Edwards	Nil	Nil

- (f) the value of the Director Shares is equal to the amount payable by the Directors for the Director Shares (as set out in paragraph (a) above) and the pricing methodology was determined on the basis that the subscription prices were the same as Shares issued to non-related parties at the time the applications were made;
- (g) the relevant interests of the Related Parties in securities of the Company are set out below:

##### As at the date of this Notice

Related Party	Shares <sup>1</sup>	Options	Undiluted	Fully Diluted
Brian Rodan	9,597,234	Nil	19.97%	19.97%

Jonathon Edwards	7,473,025	Nil	15.55%	15.55%
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### Post issue of Shares to Related Parties

Related Party	Shares <sup>1</sup>	Options	Undiluted	Fully Diluted
Brian Rodan <sup>2</sup>	10,322,234	Nil	20.48%	20.48%
Jonathon Edwards	8,785,525	Nil	17.43%	17.43%

#### Notes:

1. Fully paid ordinary shares in the capital of the Company.
2. Refer to paragraph (h) below for information regarding Mr Rodan's relevant interest in the voting shares of the Company.

(h) as at the date of this Notice, Mr Rodan together with his associates (**BR Group**) holds a relevant interest in 19.97% of the voting shares of the Company. Subject to Shareholder approval being obtained for Resolution 3, the issue of Shares to Mr Rodan will result in BR Group increasing its relevant interest in the voting shares of the Company to 20.48% (representing an increase of 0.51% from BR Group's relevant interest as at the date of this Notice). Section 606 of the Corporations Act prohibits the acquisition of a relevant interest in voting shares if, because of that transaction, a person's voting power in the company increase from below 20% to above 20% (**Prohibition**) unless an exception applies. The exceptions to the Prohibition are set out in section 611 of the Corporations Act. Item 9 of section 611 of the Corporations Act is the 'creep exception' which applies where:

- (i) throughout the 6 months before the acquisition that person has had a voting power in the company of at least 19% and
- (ii) as a result of the acquisition that person would not have a voting power in the company more than 3% greater than they had 6 months before the acquisition.

The Company is permitted to rely on the creep exception because BR Group's relevant interest in the 6 months before the issue of the Director Shares under Resolution 3 was 19.97% and following the issue of those Director Shares the relevant interest of BR Group will not have a voting power in the Company more than 3% greater than 19.97%.

- (i) if 2,037,500 Shares are issued, the number of Shares on issue will increase from 48,059,021 (being the total number of Shares on issue as at the date of this Notice) to 50,096,521 (assuming that no further Shares are issued and no Options are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.85%; and
- (j) if Shareholder approval is not obtained pursuant to Resolutions 3 and 4, the Company will not issue the Director Shares and the Company will not have access to the funds raised from the Director Shares. The Company may wish to would then need to seek alternative avenues for funding which, for the reasons set out in Section 4.1 above, it does not consider will be more favourable than issuing the Director Shares;

- (k) there are no taxation consequences for the Company arising from the issue of the Director Shares on the terms proposed and the Related Parties are fully aware of the capital gains tax implications of acquiring the Director Shares;
- (l) is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Shares on the terms proposed;
- (m) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 3 and 4.

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## GLOSSARY

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**\$** means Australian dollars.

**2021 Annual General Meeting** means the annual general meeting to consider, amongst other things, the financial statements and reports for the year ended 30 June 2021.

**2021 Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2021.

**2022 Annual General Meeting** means the annual general meeting to consider, amongst other things, the financial statements and reports for the year ended 30 June 2022.

**2022 Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2022.

**Annual General Meeting** or **Meeting** means the relevant annual general meeting, as convened by the Notice.

**ASIC** means the Australian Securities & Investments Commission.

**Board** means the current board of directors of the Company.

**Chair** means the chair of the Meeting.

**Company** 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.

**Director Shares** has the meaning given in Section 4.1.

**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.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**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.

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## ANNEXURE A – NOMINATION OF AUDITOR LETTER

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2 November 2023

Hall Chadwick WA Audit Pty Ltd  
283 Rokeby Road  
SUBIACO WA 6008

I, Curtis Blades <Blades Family A/C>, being a member of Summit Gold Limited (**Company**), nominate Hall Chadwick WA Audit Pty Ltd in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Signed and dated 2 November 2023

A handwritten signature in black ink, consisting of a large, loopy 'C' followed by 'urtis Blades'.

Curtis Blades

<Blades Family A/C>