



**SUMMIT RESOURCES LIMITED**

ABN 86 009 474 775

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Subiaco Western Australia 6008  
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24 October 2014

ASX Market Announcements  
Australian Securities Exchange  
20 Bridge Street  
SYDNEY NSW 2000

*By Electronic Lodgement*

Dear Sir/Madam

**Annual General Meeting - 27 November 2014**

Attached please find the Notice of Annual General Meeting and Proxy Form in respect of the meeting to be held on 27 November 2014 dispatched to Summit shareholders today.

Yours faithfully  
Summit Resources Limited

A handwritten signature in dark ink, appearing to read "Joanne McDonald".

**JOANNE MCDONALD**  
Company Secretary



**SUMMIT RESOURCES LIMITED**

ABN 86 009 474 775

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**NOTICE OF ANNUAL GENERAL MEETING  
2014**

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**Date of Meeting**

27 November 2014

**Time of Meeting**

11:30am WST

**Place of Meeting**

Function Room, Celtic Club,  
48 Ord Street, West Perth, Western Australia 6005

Level 4, 502 Hay Street, Subiaco, Western Australia 6008  
PO Box 201, Subiaco, Western Australia 6904  
Telephone: +61 8 9381 4366 Facsimile: +61 8 9381 4978

Email: [info@summitresources.com.au](mailto:info@summitresources.com.au)  
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# SUMMIT RESOURCES LIMITED

ABN 86 009 474 775

("Company")

## NOTICE OF ANNUAL GENERAL MEETING

TO THE HOLDERS OF ORDINARY SHARES OF  
SUMMIT RESOURCES LIMITED:

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of shareholders of the Company will be held at the Function Room, Celtic Club, 48 Ord Street, West Perth, Western Australia 6005, on Thursday 27<sup>th</sup> November 2014, commencing at 11:30am WST.

### AGENDA

#### BUSINESS

Particulars containing information in relation to each of the following Resolutions accompanies this Notice of Meeting.

#### FINANCIAL REPORT

To receive the annual report for the year ended 30 June 2014, which includes the Directors' and Auditors' Reports.

#### Resolution 1 – Remuneration Report

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

*"To adopt the Remuneration Report for the year ended 30 June 2014."*

**Note:** The vote of this resolution is advisory only and does not bind the Directors of the Company.

#### Resolution 2 – Re-election of Director

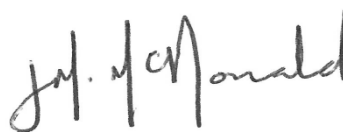
To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That Mr Malcolm Randall be re-elected as a Director."*

#### Other business

To deal with any other business which may be put forward be in accordance with the Company's Constitution and the Corporations Act 2001 (Cth).

By order of the Board



**Joanne McDonald**

Secretary

Dated: 18 September 2014

#### Voting Exclusion

In accordance with Section 250R of the Corporations Act, a vote on this Resolution must not be cast by, or on behalf of, a member of the Key Management Personnel (KMP) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member. However, a vote may be cast by such person if:

- (a) the person is acting as proxy and the proxy form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the KMP.

**What this means for security holders:** If you intend to appoint a member of the KMP (such as one of the directors) as your proxy, please ensure that you direct them how to vote on this resolution. If you intend to appoint the Chair of the meeting as your proxy, you can direct him how to vote by marking the boxes for Resolution 1, or you can choose not to mark any of the boxes and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

## PARTICULARS OF MATTERS TO BE ACTED ON

The following information is intended to provide shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice of Annual General Meeting ("**Notice**") of the Company.

The Directors of the Company ("**Directors**") recommend shareholders read this in full before making any decision in relation to the resolutions.

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

### Annual Report

Appropriate time will be devoted to the consideration of the Financial Statements and Reports of the Company for the year ended 30 June 2014.

## ORDINARY RESOLUTIONS

### Resolution 1 – Remuneration Report

The Board is submitting its Remuneration Report to shareholders for consideration and adoption by way of a non-binding resolution.

The Remuneration Report forms part of the Directors' Report included in the 2014 Annual Report. The Report:

- Explains the Board's policy for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- Explains the relationship between the Board's remuneration policy and the Company's performance;
- Sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and
- Details and explains any performance conditions applicable to the remuneration of executive Directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The vote on the adoption of the Remuneration Report resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Voting exclusions apply to this resolution as specified in the Notice of AGM and the Proxy Form.

The Chairman of the meeting intends to vote all available proxies in favour of adoption of the Remuneration Report.

## Resolution 2 – Re-election of Director

The Company's Constitution provides that at each Annual General Meeting one-third of the Directors or, if their number is not a multiple of three, then such number as is appropriate shall retire from office to ensure that no Director holds office for a period in excess of three years following their appointment. Mr Randall, therefore, retires from office in accordance with this requirement and submits himself for re-election.

Mr Randall, 69, holds a Bachelor of Applied Chemistry Degree and is a member of the Australian Institute of Company Directors.

He has extensive experience in corporate, management and marketing in the resource sector, including more than 25 years with the Rio Tinto group of companies. His experience has covered a diverse range of mineral activities including Iron Ore, Base Metals, Uranium, Mineral Sands and Coal.

Mr Randall is presently a director of Iron Ore Holdings Ltd (since 2003), Thundelarra Exploration Ltd (since 2001), Royal Resources Limited (since 2006) and Matilda Zircon Ltd (since 2009).

## NOTES

1. A member entitled to attend and vote at the Annual General Meeting convened by the above Notice is entitled to appoint not more than 2 proxies to vote on the member's behalf.
2. Where 2 proxies are appointed and the appointment does not specify the proportion or number of the member's votes each proxy may exercise half of the member's voting rights.
3. A proxy need not be a member.
4. Proxy forms (and the power of attorney, if any, under which the proxy form is signed) must be received, no later than 48 hours before the time fixed for holding the meeting, at:

### By Post:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne Victoria 3001  
Australia

### By Fax:

(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

### Electronically:

For intermediary online subscribers only (custodians)  
[www.intermediaryonline.com](http://www.intermediaryonline.com)

### For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 (03) 9415 4000

5. Appointment of a proxy by a member being a natural person must be under the hand of the member or of an attorney appointed in writing by the member.
6. Appointment of a proxy by a member being a body corporate must in accordance with section 127 of the Corporations Act 2001 (Cth) ("**Corporations Act**") or under the hand of an attorney appointed in writing by the body corporate.
7. If signing under a power of attorney, the power of attorney must be deposited at the Company's registered office for inspection and return, when the proxy is lodged.
8. The Company has determined that for purposes of the meeting, the Company's securities will be taken to be held by the persons who are the registered holders thereof at 4.00pm (WST) on 25 November 2014. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## Lodge your vote:



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

# Proxy Form

 **For your vote to be effective it must be received by 11:30am (WST) Tuesday 25 November 2014**

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## Signing Instructions

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View the Annual Report, 24 hours a day, 7 days a week:

**[www.summitresources.com.au](http://www.summitresources.com.au)**

To view and update your securityholding:

**[www.investorcentre.com](http://www.investorcentre.com)**

**Your secure access information is:**

**SRN/HIN:**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

IND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Summit Resources Limited hereby appoint

☐ the Chairman of the Meeting **OR**

**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 individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Summit Resources Limited to be held at the Function Room, Celtic Club, 48 Ord Street, West Perth, Western Australia on Thursday, 27 November 2014 at 11:30am (WST) and at any adjournment or postponement of that meeting and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

### STEP 2 Items of Business



**PLEASE 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	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Mr Malcolm Randall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date / /

\_\_\_\_\_