



SUMATRA COPPER & GOLD PLC

**REGISTERED NUMBER 5777015 (UNITED KINGDOM)
ABN 14 136 694 267 (AUSTRALIA)**

NOTICE OF GENERAL MEETING

TIME: 10.00 am

DATE: Tuesday, 4 March 2014

PLACE: The offices of Sumatra Copper & Gold plc
Level 1, 5 Ord Street
West Perth, Western Australia

*This Notice of General Meeting should be read in its entirety.
If Shareholders or CDI Holders are in doubt as to how they should vote, they should seek advice
from their accountant, solicitor or other professional adviser prior to voting.*

SUMATRA COPPER & GOLD plc

NOTICE OF GENERAL MEETING

This Notice of General Meeting and accompanying Explanatory Statement and Proxy Form or CDI Voting Instruction Form (as applicable) should be read in their entirety. If Shareholders or CDI Holders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

BUSINESS OF THE MEETING

RESOLUTION 1 – RATIFICATION OF AGREEMENT TO ISSUE CDIs TO PROVIDENT MINERALS PTE LTD – CONVERSION OF PRINCIPAL COMPONENT UNDER FACILITY

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the agreement to issue CDIs up to the value of US\$4 million to Provident Minerals Pte Ltd, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution 1 by any person that participated in the agreement to issue CDIs and any associates of those persons.

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or the CDI Voting Instruction Form, or, it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form or the CDI Voting Instruction Form to vote as the proxy decides.

RESOLUTION 2 – RATIFICATION OF AGREEMENT TO ISSUE CDIs TO PROVIDENT MINERALS PTE LTD – CONVERSION OF INTEREST COMPONENT UNDER FACILITY

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the agreement to issue CDIs to Provident Minerals Pte Ltd, the number of CDIs, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution 2 by any person that participated in the agreement to issue CDIs and any associates of those persons.

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or the CDI Voting Instruction Form, or, it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form or the CDI Voting Instruction Form to vote as the proxy decides.

RESOLUTION 3 – APPROVAL FOR PLACEMENT OF CDIs

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue CDIs up to the value of A\$10 million, to the parties and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution 3 by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons.

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or the CDI Voting Instruction Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form or the CDI Voting Instruction Form to vote as the proxy decides.

By order of the Board



Susan Hunter
Joint Company Secretary
Date: 4 February 2014

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the General Meeting of the Shareholders of Sumatra Copper & Gold plc to which this Notice of Meeting relates will be held at 10.00am on Tuesday, 4 March 2014 at:

The offices of Sumatra Copper & Gold plc
Level 1
5 Ord Street
West Perth, Western Australia

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 10.00am (WST) on 2 March 2014 or CDI holders at 10.00am (WST) on 1 March 2014.

VOTING IN PERSON

To vote in person, a member of the Company may attend the General Meeting at the time, date and place set out above.

VOTING BY PROXY

A member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder of the Company.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. You are entitled to appoint up to two persons as proxies to attend the General Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company on +61 8 6298 6200 or you may photocopy the Proxy Form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Please note that the Proxy Forms must be received by the Company at the address given below not later than 10.00am (WST) on 2 March 2014 being not later than 48 hours before the commencement of the General Meeting.

Proxy Forms received later than this time will be invalid.

VOTING BY CDI HOLDERS

Holders of CDIs are invited to attend and speak at the Meeting but are not entitled to vote personally at the Meeting. In order to have votes cast at the Meeting on their behalf, CDI Holders must complete, sign and return the CDI Voting Instruction Form so that CHESSE Depository Nominees Pty Ltd can vote the underlying Shares on their behalf.

One CDI is equivalent to one Share and so each CDI held at 1 March 2014 entitles its holder to direct one vote.

Where the holding of CDIs is in more than one name, all the CDI Holders must sign the CDI Voting Instruction Form.

To obtain a copy of the CHESSE Depository Nominee's Financial Services Guide, go to http://www.asx.com.au/documents/settlement/CHESSE_Depository_Interests.pdf.

Please note that the CDI Voting Instruction Form must be received by the Company at the address given below not later than 10.00am (WST) on 1 March 2014 being not later than 72 hours before the commencement of the General Meeting.

CDI Voting Instruction Forms received later than this time will be invalid.

RETURN OF FORMS

A Proxy Form or a CDI Voting Instruction Form is enclosed.

To vote by proxy or to vote if you are a CDI Holder, please complete and sign the relevant form and return it within the required time by:

- (a) post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001; or
- (b) facsimile inside Australia to 1800 783 447 outside Australia +61 3 9473 2555; or
- (c) hand deliver to Computershare Investor Services Pty Limited, Level 2, 45 St Georges Terrace, Perth WA 6000; or
- (d) for Intermediary Online subscribers only (custodians) at www.intermediaryonline.com.

EXPLANATORY STATEMENT

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

This Explanatory Statement should be read in conjunction with, and forms part of, the accompanying Notice of Meeting.

The Directors recommend that Shareholders and CDI Holders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the meaning given to them in the glossary to this Explanatory Statement.

1. **RESOLUTION 1 - RATIFICATION OF AGREEMENT TO ISSUE CDIs TO PROVIDENT MINERALS PTE LTD – CONVERSION OF PRINCIPAL COMPONENT UNDER FACILITY**

1.1 **Background**

On 4 December 2013, the Company announced that it has entered into a convertible loan facility agreement (**Facility Agreement**) with Provident Minerals Pte Ltd (**Provident**) to provide an unsecured debt facility of up to US\$4 million (the **Facility**). As at the date of this Notice of General Meeting, the Company has drawn down US\$2.5 million of the US\$4 million Facility. These funds have been used on further drilling at the Company's Tembang Gold-Silver Project and for general working capital.

Under the terms of the Facility Agreement, Provident may elect to have the outstanding debt (**Principal Component**) and accrued interest (**Interest Component**) repaid (in whole or in part) by the issue of CDIs to Provident.

The purpose of Resolution 1 is for Shareholders to ratify the agreement to issue CDIs upon conversion of the Principal Component.

The number of CDIs to be issued under the conversion will be calculated by dividing the Australian dollar equivalent of the conversion amount of the Principal Component as at 9am on the conversion date (calculated in accordance with the applicable exchange rate of the Reserve Bank of Australia for the day preceding the date the conversion notice is given) by the lower of:

- (a) A\$0.08; and
- (b) the amount that is 90% of the daily volume weighted average price of the Company's CDIs over the 10 trading days on ASX ending on the day immediately preceding the date the conversion notice is given.

If the price in (b) above is less than the A\$ equivalent of £0.01 on the conversion date, the amount of CDIs to be issued on conversion will be re-calculated by dividing the conversion amount of the Principal Component by the A\$ equivalent of £0.01.

Based on an exchange rate of 1AUD:0.8755USD, conversion of the US\$4 million Facility at 90% of the daily volume weighted average price of the Company's CDIs over the 10 trading days on ASX prior to the date of this Notice of Meeting of A\$0.083 would result in the issue of approximately 55.046 million CDIs to Provident.

Based on an issue price of A\$0.08 per CDI, conversion of the US\$4 million Facility would result in the issue of approximately 57.110 million CDIs to Provident.

Based on an exchange rate of 1AUD:0.5530GBP, conversion of the US\$4 million Facility at the A\$ equivalent of £0.01 (A\$0.018) would result in the issue of approximately 253.823 million CDIs to Provident.

1.2 ASX Listing Rules

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period, without shareholder approval.

Listing Rule 7.4 states that an agreement by a company to issue securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the agreement to issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

Under Resolution 1, the Company seeks from Shareholders approval for, and ratification of, the agreement to issue the CDIs detailed in section 1.1 comprising the conversion of the Principal Component so as to minimise the restrictive effect of Listing Rule 7.1 on any further issues or agreements to issue by the Company of Equity Securities in the next 12 months.

The effect of obtaining Shareholder and CDI Holder approval and ratification under Resolution 1 will be to allow the Company to ratify the agreement to issue CDIs to Provident, should Provident elect to convert all or part of the Principal Component, without using the Company's 15% annual placement capacity.

1.3 Technical information required by ASX Listing Rule 7.5 for Resolution 1

The following information is provided in relation to the agreement to issue of CDIs under Resolution 1:

(a) Number of securities agreed to be issued

The Company seeks from Shareholders approval for, and ratification of, the agreement to issue up to US\$4 million worth of CDIs.

The exact number of CDIs to be issued will be calculated by dividing the Australian dollar equivalent of the conversion amount of the Principal Component under the Facility as at 9am on the conversion date by the issue price detailed in point (b) below.

(b) The price at which the securities were agreed to be issued

The issue price of the CDIs on conversion of all or part of the Principal Component will be calculated by dividing the Australian dollar equivalent conversion amount of the Principal Component as at 9am on the conversion date (calculated in accordance with the applicable exchange rate of the Reserve Bank of Australia for the day preceding the date the conversion notice is given) by the lower of:

- (i) A\$0.08; and

- (ii) the amount that is 90% of the daily volume weighted average price of the Company's CDIs over the 10 trading days on ASX ending on the day immediately preceding the date the conversion notice is given.

If the price calculated in (ii) above is less than A\$ equivalent of £0.01 on the conversion date, the amount of CDIs to be issued on conversion will be re-calculated by dividing the conversion amount by the A\$ equivalent of £0.01.

- (c) Terms of the securities

The CDIs agreed to be issued will rank equally with the existing quoted CDIs of the Company. The Company will apply to ASX for official quotation of the CDIs.

- (d) Allottees of the securities

The CDIs were agreed to be issued to Provident Minerals Pte Ltd. Provident Minerals Pte Ltd is not a related party of the Company.

- (e) Use of funds raised

There were no funds raised from the agreement to issue CDIs under Resolution 1 as the CDIs will be issued on conversion of the Principal Component in accordance with the terms of the Facility Agreement.

- (f) Voting exclusion statement

A voting exclusion statement for Resolution 1 is included in the Notice of General Meeting preceding this Explanatory Statement.

1.4 Directors' recommendation

All of the Directors (other than Mr Gavin Caudle due to a material personal interest in the outcome of Resolution 1) recommend that Shareholders and CDI Holders vote in favour of Resolution 1 as it will allow the Company to ratify the agreement to issue the above securities and retain the flexibility to issue further Equity Securities representing up to 15% of the Company's share capital during the next 12 months.

2. RESOLUTION 2 - RATIFICATION OF AGREEMENT TO ISSUE CDIs TO PROVIDENT MINERALS PTE LTD – CONVERSION OF INTEREST COMPONENT UNDER FACILITY

2.1 Background

As detailed in the explanatory statement for Resolution 1, the Company entered into Facility Agreement with Provident under which Provident may elect to have the Principal Component and/or Interest Component repaid (in whole or in part) by the issue of CDIs to Provident.

The purpose of Resolution 2 is for Shareholders to ratify the agreement to issue CDIs upon conversion of the Interest Component.

The number of CDIs to be issued upon conversion of the Interest Component will be calculated by dividing the Australian dollar equivalent of the conversion amount of the Interest Component as at 9am on the conversion date (calculated in accordance with the applicable exchange rate of the Reserve Bank of Australia for the day preceding the date the conversion notice is given) by the lower of:

- (a) A\$0.08; and
- (b) the amount that is 90% of the daily volume weighted average price of the Company's CDIs over the 10 trading days on ASX ending on the day immediately preceding the date the conversion notice is given.

If the price in (b) above is less than the A\$ equivalent of £0.01 on the conversion date, the amount of CDIs to be issued on conversion will be re-calculated by dividing the conversion amount of the Interest Component by the A\$ equivalent of £0.01.

2.2 ASX Listing Rules

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period, without shareholder approval.

Listing Rule 7.4 states that an agreement by a company to issue securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the agreement to issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

Under Resolution 2, the Company seeks from Shareholders approval for, and ratification of, the agreement to issue the CDIs comprising the Interest Component so as to minimise the restrictive effect of Listing Rule 7.1 on any further issues or agreements to issue by the Company of Equity Securities in the next 12 months.

The effect of obtaining Shareholder and CDI Holder approval and ratification under Resolution 2 will be to allow the Company to ratify the agreement to issue CDIs to Provident comprising the Interest Component, should Provident elect to convert all or part of the Interest Component without using the Company's 15% annual placement capacity.

2.3 Technical information required by ASX Listing Rule 7.5 for Resolution 2

The following information is provided in relation to the agreement to issue of CDIs under Resolution 1:

- (a) Number of securities agreed to be issued

The Company cannot determine the exact number of CDIs agreed to be issued upon conversion of the Interest Component at the Facility interest rate of 9% per annum, as the Facility is not fully drawn down, and the final number will depend on various factors including the drawdown date of the remainder of the Facility and the conversion date.

Assuming:

- an exchange rate of 1AUD:0.5530GBP;
- an exchange rate of 1AUD:0.8755USD;
- the Company draws down the remainder of the Facility on the date of this Notice of Meeting; and
- Provident elects to convert the Interest Component on the date that is 3 months following the date of the Meeting,

the Company has outlined below the number of CDIs to be issued depending on three issue price scenarios.

Based on an issue price per CDI of 90% of the daily volume weighted average price of the Company's CDIs over the 10 trading days on ASX prior to the date of this Notice of Meeting of A\$0.083, the Company would issue approximately 4.954 million CDIs to Provident.

Based on an issue price of A\$0.08 per CDI, the Company would issue approximately 5.140 million CDIs to Provident.

Based on an issue price of the A\$ equivalent of £0.01 (A\$0.018), the Company would issue approximately 22.844 million CDIs to Provident.

The exact number of CDIs to be issued will be calculated by dividing the Australian dollar equivalent of the conversion amount of the Interest Component as at 9am on the conversion date by the issue price detailed in point (b) below.

(b) The price at which the securities were agreed to be issued

The issue price of the CDIs on conversion of all or part of the Interest Component will be calculated by dividing the Australian dollar equivalent conversion amount of the Interest Component as at 9am on the conversion date (calculated in accordance with the applicable exchange rate of the Reserve Bank of Australia for the day preceding the date the conversion notice is given) by the lower of:

- (i) A\$0.08; and
- (ii) the amount that is 90% of the daily volume weighted average price of the Company's CDIs over the 10 trading days on ASX ending on the day immediately preceding the date the conversion notice is given.

If the price calculated in (ii) above is less than A\$ equivalent of £0.01 on the conversion date, the amount of CDIs to be issued on conversion will be re-calculated by dividing the conversion amount of the Interest Component by the A\$ equivalent of £0.01.

(c) Terms of the securities

The CDIs agreed to be issued will rank equally with the existing quoted CDIs of the Company. The Company will apply to ASX for official quotation of the CDIs.

(d) Allottees of the securities

The CDIs were agreed to be issued to Provident Minerals Pte Ltd. Provident Minerals Pte Ltd is not a related party of the Company; and

(e) Use of funds raised

There were no funds raised from the agreement to issue CDIs under Resolution 2 as the CDIs will be issued on conversion of the Interest Component in accordance with the terms of the Facility Agreement.

(f) Voting exclusion statement

A voting exclusion statement for Resolution 1 is included in the Notice of General Meeting preceding this Explanatory Statement.

2.4 Directors' recommendation

All of the Directors (other than Mr Gavin Caudle due to a material personal interest in the outcome of Resolution 2) recommend that Shareholders and CDI Holders vote in favour of Resolution 2 as it will allow the Company to ratify the agreement to issue the above securities and retain the flexibility to issue further Equity Securities representing up to 15% of the Company's share capital during the next 12 months.

3. RESOLUTION 3 - APPROVAL FOR PLACEMENT OF CDIs

3.1 Background

On 4 December 2013, the Company provided an update to ASX on its Tembang Gold-Silver Project (**the Project**) located in Sumatra, Indonesia. As at the end of October 2013, US\$15 million of pre-production capital expenditure had been incurred on the Project to date, with a remaining estimated cost-to-complete of US\$35 million. Total preproduction capital is estimated to be US\$50 million. The total estimated capital cost of the Project to achieve full production is US\$71.1 million.

As foreshadowed in the ASX announcement on 4 December 2013, the Company is currently undertaking a drilling program with the objective of defining additional Measured and Indicated Resources for the Project and adding profitable ounces to increase the debt carrying capacity of the Project and further strengthening the Project economics against gold price volatility. The Project life-of-mine plan (**LOM Plan**) will be updated subsequent to the completion of this drilling program, expected in Q1 2014, with the objective of finalising financier negotiations.

The intention of the Company is to minimise further dilution of Shareholders and CDI Holders through additional equity raises. However, it is anticipated that further equity capital will be required to complete the Project financing. The amount of the additional equity required will be contingent upon the revised LOM Plan and the amount of debt the LOM Plan will support. The Board considers it prudent to seek pre-approval for an additional equity raise in order to not further delay re-start of Project construction activities subject to finalisation of financier negotiations.

Resolution 3 seeks Shareholder and CDI Holder approval pursuant to ASX Listing Rule 7.1 for the placement of up to A\$10 million in CDIs at a price not less than 80% of the volume weighted average price of the Company's CDIs 5 days prior to the date of issue. The funds raised from the proposed issue will be used to fund the development of the Project, subject to a decision by the Board to restart construction activities, and for associated working capital requirements.

3.2 ASX Listing Rules

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period without shareholder approval.

If the issue and allotment of CDIs pursuant to Resolution 3 exceeds the 15% limit, the Company will require the approval of Shareholders and CDI Holders, and if it does not exceed the 15% limit, the CDIs to be issued will not be included in the 15% capacity if Shareholders and CDI Holders approve the issue.

The effect of obtaining Shareholder and CDI Holder approval under Resolution 3 will be to allow the Company to issue up to A\$10 million in CDIs at a price not less than 80% of the volume weighted average price of the Company's CDIs 5 days prior to the date of

issue during the period of 3 months after the General Meeting (or such longer period, if permitted by ASX), without using the Company's 15% annual placement capacity.

3.3 Technical information required by ASX Listing Rule 7.1 for Resolution 3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue under Resolution 3:

(a) Maximum number of securities to be issued

The Company intends to issue up to A\$10 million in CDIs.

The exact number of CDIs to be issued will be calculated using an issue price per CDI not less than 80% of the average market price of the Company's CDIs calculated over the 5 trading days prior to the date of issue of the CDIs.

Based on an issue price of A\$0.056 per CDI being the lowest market price of the Company's CDIs over the last 12 months, up to 178,571,429 CDIs would be issued to raise up to A\$10 million.

Based on an issue price of A\$0.235 per CDI being the highest market price of the Company's CDIs over the last 12 months, up to 42,553,191 CDIs would be issued to raise up to A\$10 million.

Based on an issue price of A\$0.115 per CDI being the closing price of the Company's CDIs as at 3 February 2014, up to 86,956,521 CDIs would be issued to raise up to A\$10 million.

(b) Date of issue and allotment

The CDIs will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue will occur on the same date.

(c) Issue price

The issue price of the CDIs will be at a price per CDI of not less than 80% of the average market price of the Company's CDIs, calculated over the 5 trading days prior to the date of issue of the CDIs.

(d) Terms of the securities

The CDIs to be issued will rank equally with the existing quoted CDIs of the Company. The Company will apply to ASX for official quotation of the CDIs.

(e) Allottees of the securities

The Directors will determine the parties to whom the CDIs will be issued and will ensure that these persons will not be related parties of the Company.

(f) Intended use of funds raised

The Company intends to use the funds raised to continue to fund the development of the Project.

(g) Voting exclusion statement

A voting exclusion statement for Resolution 3 is included in the Notice of General Meeting preceding this Explanatory Statement.

3.4 Directors' recommendation

All of the Directors unanimously recommend that Shareholders and CDI Holders vote in favour of this Resolution 3 as it will allow the Company to retain the flexibility to issue further Equity Securities representing up to 15% of the Company's share capital during the next 12 months.

4. GLOSSARY

In this Explanatory Statement and the Notice of Meeting, the following terms have the following meanings unless the context otherwise requires:

ASX	means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.
ASX Listing Rules	means the Listing Rules of ASX.
Board	means the board of Directors of the Company.
CDI	means CHESS Depository Interests representing beneficial interests over Shares.
CDI Holder	means the holder of a CDI.
CDI Voting Instruction Form	means the CDI voting instruction form accompanying this Notice.
Company	means Sumatra Copper & Gold plc Registered Number 5777015 (United Kingdom) ABN 14 136 694 267 (Australia).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Equity Securities	has the meaning given to that terms in the ASX Listing Rules.
Explanatory Statement	means the explanatory statement accompanying the Notice.
Facility	means the convertible loan facility agreement between the Company and Provident to provide an unsecured debt facility of up to US\$4 million.
General Meeting or Meeting	means the meeting convened by the Notice.
Lender	means Provident Minerals Pte Ltd.
Notice or Notice of Meeting	means this notice of meeting including the Explanatory Statement and the Proxy Form and the CDI Voting Instruction Form.
Provident	means Provident Minerals Pte Ltd.
Proxy Form	means the proxy form accompanying this Notice.
Resolution	means a resolution contained in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.

**PROXY FORM
SUMATRA COPPER & GOLD PLC
REGISTERED NUMBER 5777015 (UNITED KINGDOM)
ABN 14 136 694 267 (AUSTRALIA)
GENERAL MEETING**

For your vote to be effective, this form must be received by the Company
no later than 10.00am WST on 2 March 2014.

I/We

of:

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

Name:

OR: 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 10.00am, on Tuesday, 4 March 2014 at the offices of Sumatra Copper & Gold plc, Level 1, 5 Ord Street, West Perth 6005, Western Australia, and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Voting on business of the Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 Ratification of agreement to issue CDIs to Provident Minerals Pte Ltd – Conversion of Principal Component under Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of agreement to issue CDIs to Provident Minerals Pte Ltd – Conversion of Interest Component under Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval for placement of CDIs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

Contact name:

Contact ph (daytime):

E-mail address:

Consent for contact by e-mail:

YES NO

Instructions for Completing 'Appointment of 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):** The proxy form must be signed personally by the Shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with its constitution or its duly authorised attorney. In the case of joint Shareholders, this proxy must be signed by each of the joint Shareholders, personally or by a duly authorised attorney.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001; or
 - (b) facsimile Inside Australia to 1800 783 447 outside Australia +61 3 9473 2555; or
 - (c) hand deliver to Computershare Investor Services Pty Limited, Level 2, 45 St Georges Terrace, Perth WA 6000.

Please note that the Proxy Forms must be received by the Company an address given below not later than 10.00am (WST) on 2 March 2014 being not later than 48 hours before the commencement of the General Meeting.

Proxy Forms received later than this time will be invalid.



COPPER & GOLD

Sumatra Copper & Gold plc

ABN 14 136 694 267



┌ 000001 000 SUM

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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

For all enquiries call:

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

CDI Voting Instruction Form

For your vote to be effective it must be received by 10:00am (WST) Saturday, 1 March 2014

How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one Share, so that every 1 (one) CDI registered in your name at 1 March 2014 entitles you to 1 (one) vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying Shares.

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 Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

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 your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

CDI Voting Instruction Form

Please mark to indicate your directions

STEP 1 CHESSE Depository Nominees Pty Ltd will vote as directed

XX

Voting Instructions to CHESSE Depository Nominees Pty Ltd

I/We being a holder of CHESSE Depository Interests of Sumatra Copper & Gold plc hereby direct CHESSE Depository Nominees Pty Ltd to vote the Shares underlying my/our holding at the General Meeting of Sumatra Copper & Gold plc to be held at the offices of Sumatra Copper & Gold plc, Level 1, 5 Ord Street, West Perth, Western Australia on Tuesday, 4 March 2014 at 10:00am (WST) and at any adjournment or postponement of that Meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESSE Depository Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHESSE Depository Nominees Pty Ltd or their appointed 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	Ratification of Agreement to issue CDIs to Provident Minerals Pte Ltd – conversion of Principal Component under Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Agreement to issue CDIs to Provident Minerals Pte Ltd – conversion of Interest Component under Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for placement of CDIs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 / /

SUM

1 7 9 6 5 9 A

Computershare