



Sumatra Copper & Gold plc

Registered number 5777015 (England and Wales)

ABN 14 136 694 267 (Australia)

Notice of General Meeting and Explanatory Statement

**General Meeting to be held at
the Meeting Room at the Amberley Business Centre
IBM Building, Level 3, 1060 Hay Street,
West Perth, Western Australia**

On Monday, 13 November 2017 at 3.00pm (WST)

The Notice of General Meeting, Explanatory Statement, CDI Voting Instruction Form and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

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Key dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and the dates are subject to possible change.

Event	Date
Last day for receipt of CDI Voting Instruction Forms ¹	10 November 2017
Snapshot date for eligibility to vote	11 November 2017
Last day for receipt of Proxy Forms ²	13 November 2017
General Meeting	13 November 2017

¹ CDI Voting Instruction Forms received after 3.00pm (WST) on this date will be disregarded.

² Proxy Forms received after 3.00pm (WST) on this date will be disregarded.

Notice of General Meeting

Notice is hereby given that the General Meeting of Sumatra Copper & Gold plc (registered number 5777015 in England and Wales and ABN 14 136 694 267 in Australia) (**Sumatra or Company**) will be held at the Meeting Room at the Amberley Business Centre, IBM Building, Level 3, 1060 Hay Street, West Perth, Western Australia at 3.00pm (WST) on Monday, 13 November 2017.

The Explanatory Statement, which accompanies and forms part of this Notice, describes the various matters to be considered.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the Glossary as set out in the Explanatory Statement.

Agenda

Resolution 1 – Reduction of Share Capital

To consider, and if thought fit, to pass the following resolution as a **special** resolution:

“That, subject to the confirmation of the Court:

- (a) the amount standing to the credit of the share premium account of the Company be cancelled; and*
- (b) the share capital of the Company be reduced by cancelling paid-up share capital to the extent of £0.009 per share upon each of the ordinary shares of £0.01 each in issue, and reducing the nominal amount of all such shares from £0.01 to £0.001. In respect of the 656,857,593 ordinary shares registered in the name of CHESSE Depository Nominees Pty Ltd, £2,722,674 of the amount arising on the reduction in nominal value of their shares shall be applied in discharging the sum due from the holder thereof pursuant to section 580 of the Company Act 2006. The balance of the sum arising on the reduction of capital shall be transferred to the reserves of the Company.”*

Resolution 2 - 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 US\$25,800,000 to the parties and on the terms and conditions set out in the Explanatory Statement relating to this Resolution.”

ASX voting exclusion: The Company will disregard any votes cast on this Resolution 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, 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 to vote as the proxy decides.

Resolution 3 - Authority to Allot

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

“That, in substitution for all previous like authorities which are hereby revoked and replaced (but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities), the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act to exercise all powers of the Company to allot equity securities (within the meaning of Section 560 of the Companies Act) up to a maximum aggregate nominal amount of £5,000,000.

This authority shall expire (unless renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company to be held in 2018, save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.”

Resolution 4 - Disapplication of Pre-emption Rights

To consider and, if thought fit, to pass the following resolution as a **special** resolution:

“That, subject to the passing of Resolution 3, and in substitution for all previous like authorities which are hereby revoked and replaced (but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities), the Directors be and are hereby empowered pursuant to Section 570 of the Companies Act to allot equity securities (within the meaning of Section 560 of the Companies Act) for cash pursuant to the authority conferred by Resolution 3 as if Section 561(1) of the Companies Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £5,000,000 and shall expire (unless renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company to be held in 2018 save that the Company may before such expiry make any offer or enter into any agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired”.

By order of the Board



Susan Hunter
Company Secretary
26 October 2017

Proxy Appointment, Voting and Meeting Instructions

Appointment of a 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 9480 0620 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.

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address given below by 3.00pm WST on 11 November 2017 being not later than 48 hours before the commencement of the General Meeting. Any Proxy Form received after that time will not be valid for the scheduled General Meeting.

CDI voting

Holders of CDIs are invited to attend and speak at the General Meeting but are not entitled to vote personally at the Meeting. In order to have votes cast at the General Meeting on their behalf, CDI Holders must complete, sign and return the CDI Voting Instruction Form so that CHES 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 10 November 2017 entitles its holder to direct one vote.

The CDI Voting Instruction Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address given below by 3.00pm WST on 10 November 2017 being not later than 72 hours before the commencement of the General Meeting. Any CDI Voting Instruction Form received after that time will not be valid for the scheduled General Meeting.

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 CHES Depository Nominee's Financial Services Guide, go to http://www.asx.com.au/documents/settlement/CHES_Depository_Interests.pdf.

Lodgement of CDI Voting Instruction Forms

CDI Voting Instruction Forms may be lodged in one of the following ways:

- a) Online: at www.investorvote.com.au.
- b) Mobile: scan the QR Code on the CDI Voting Instruction Form and follow the prompts.
- c) By mail: complete and sign the CDI Voting Instruction Form and return to:
Computershare Investor Services Pty Limited
GPO Box 242, Melbourne VIC 3001 Australia.
- d) By Fax: complete and sign the CDI Voting Instruction Form and fax to:
Inside Australia 1800 783 447
Outside Australia +61 3 9473 2555.
- e) Custodian voting: For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

CDI Voting Instruction Forms (and any power of attorney or other authority, if any, under which it is signed) must be received by 3.00pm WST on 10 November 2017 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.

Lodgement of Proxy Forms

Proxy Forms may be lodged:

- a) By mail: 39 Parkside, Cambridge CB1 1PN United Kingdom; or
- b) By Fax: +61 8 9323 2033; or
- c) By hand delivery: to Computershare Investor Services Pty Limited, Level 11, 172 St Georges Terrace, Perth WA 6000.

Proxy Forms must be received by the Company not later than 3.00pm WST on 11 November 2017 being not later than 48 hours before the commencement of the General Meeting. Proxy Forms received later than this time will be invalid.

Votes on Resolutions

You may direct your proxy how to vote on a Resolution by placing a mark in one of the boxes opposite the Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions 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 Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on the Resolutions will be invalid.

Chairman voting undirected proxies

The Chairman will vote undirected proxies on, and in favour of, all of the proposed Resolutions.

Voting entitlement (snapshot date)

For the purposes of determining voting and attendance entitlements at the General Meeting, Shares and CDIs will be taken to be held by the persons who are registered as holding the Shares or CDIs at 3.00pm WST on 11 November 2017. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

Questions from Shareholders

At the General Meeting, the Chairman will allow a reasonable opportunity for Shareholders to ask questions. To assist the Board in responding to questions please submit any questions you may have in writing no later than 5.00pm WST on 10 November 2017:

By post or hand: 39 Parkside, Cambridge CB1 1PN United Kingdom
By email: info@scgplc.com

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary. All amounts referred to in this Explanatory Statement are in Australian dollars unless specified otherwise.

1. Background

On 27 June 2017, the Company issued 656,857,593 CDIs at a price of A\$0.01 per CDI (the "Discount CDIs") to raise gross proceeds of approximately A\$6.569 million from its Major Shareholders. The price of those Discount CDIs was agreed to be 80% of the VWAP of the Company's CDIs over the last 5 trading days of the CDIs prior to the date of issue of the Discount CDIs. The underlying Shares to the Discount CDIs (the "**Underlying Shares**") were therefore issued at a discount to the nominal value of the Shares of £0.01.

Pursuant to section 580 of the Companies Act, a company's shares must not be allotted at a discount, and if shares are allotted in contravention of that section, the allottee is liable to pay the company an amount equal to the amount of the discount, with interest at the appropriate rate. Accordingly, the holder of the Underlying Shares remains liable to pay the Company an amount of approximately US\$3.5 million, plus interest.

If approved, Resolution 1 will, amongst other things, have the effect of extinguishing the liability of the holder of the Underlying Shares to pay any further amounts.

Subject to Resolution 1 being duly passed at the General Meeting, the reduction of share capital and cancellation of share premium account are conditional on confirmation by the Court and the Court order being registered by the Registrar of Companies for England and Wales.

Following approval by Shareholders, an application will be made to the Court in order to confirm and approve the reduction of share capital and cancellation of share premium account. It is anticipated that the initial directions hearing in relation to the reduction of share capital and cancellation of share premium account is intended to take place on 20 November 2017, with the final Court hearing intended to take place on 29 November 2017 and the reduction of share capital and cancellation of share premium account becoming effective on that day, following the necessary registration of the Court order at Companies House.

The Court will need to be satisfied that the interests of the Company's creditors will not be prejudiced as a result of the reduction of share capital and cancellation of share premium account. This may include seeking the consent of the Company's creditors to the reduction of capital and cancellation of share premium account or the provision by the Company to the Court of an undertaking to deposit a sum of money into a block account created for the purposes of discharging the non-consenting creditors of the Company.

As at 31 August 2017, the Company had total liabilities of US\$8.97 million, of which US\$8,124,000 relates to convertible loans and accrued interest held by the Major Shareholders.

The Board have undertaken a review of the Company's liabilities (including contingent liabilities) and consider that the Company will be able to satisfy the Court that, as at the date (if any) on which the Court order relating to the reduction of share capital and cancellation of share premium account has been registered by the Registrar of Companies and the reduction of share capital and cancellation of share premium account therefore becomes effective, the Company's creditors will be sufficiently protected.

In the event that the Court does not confirm and approve the reduction of share capital and cancellation of share premium account, the amount standing to the credit of the Company's share premium account will remain at an amount of US\$61,363,524 and the Shares will retain their current nominal value of £0.01 each.

The Board reserves the right to abandon or to discontinue (in whole or in part) the application to the Court in an event that the Board considers that the terms on which the reduction of share capital would be (or would be likely to be) confirmed and approved by the Court would not be in the interests of the Company and/or the Shareholders as a whole.

2. Resolution 1 – Reduction of Share Capital and Cancellation of Share Premium Account

This Resolution, which is proposed as a special resolution, involves:

- the cancellation of the amount standing to the credit of the Company's share premium account (such amount being US\$61,363,524 as at the date of this Notice); and
- the reduction of the nominal value of the Company's ordinary shares by £0.009 from £0.01 to £0.001.

Save as described below in relation to the Underlying Shares which were issued at a discount, the sum arising on the cancellation of share premium account and reduction in the nominal value of the ordinary shares will, subject to the discharge of any undertakings required by the Court as explained below, be putting the Board in a better position to be able to make distributions, including payment of dividends, in the future, should it be considered desirable to do so and should the Company have sufficient distributable profits at such time.

Following the reduction of share capital, the nominal value of the Company's Shares will be reduced from £0.01 each to £0.001 each. This will support the Company's ability to carry out further equity fundraisings by allowing the Company to issue further Shares at a price per Share of less than £0.01, including as required pursuant to the Deferred Major Equity Raise (as defined in paragraph 3.1 below) required to occur by no later than 30 November 2017 pursuant to the amended Facility (as defined in paragraph 3.1 below). There will be no change in the number of Shares in issue. The Company's CDIs representing the Company's underlying Shares will be traded on the ASX in the same way as at the date of this Notice and will be equivalent in all other respects.

As more particularly set out above, the Underlying Shares were issued at a discount. The effect of Resolution 1 will also have the effect of discharging the sum that would otherwise be due from the Major Shareholders pursuant to section 580 of the

Companies Act. Thus, the sum of approximately US\$3.5 million arising on the reduction of capital will not be transferred to the Company's distributable reserves but will instead be applied in discharging that liability.

Such repayment and set off will effectively extinguish the holder of the Underlying Shares' liability to pay to the Company the amount unpaid on the Underlying Shares.

As a result of their interest in the passing of this Resolution, the Major Shareholders have agreed to instruct CHESSE Depository Nominees Pty Ltd, who would be voting the Underlying Shares on the Major Shareholders' behalf, to abstain from casting a voting on Resolution 1.

Directors' recommendation

The Directors (other than Mr Gavin Caudle) recommend that Shareholders vote in favour of Resolution 1. Gavin Caudle does not give a recommendation as he is a nominee to the Board of the Company from Provident Minerals Pte Limited who participated in the issue of CDIs on 27 June 2017.

3. Resolution 2 – Approval for Placement of CDIs

3.1 Background

On 27 June 2017, Sumatra announced that the Company and its wholly owned subsidiary PT Dwinad Nusa Sejahtera ("DNS") had agreed terms with its lenders and Major Shareholders to further amend and restate the US\$45 million senior secured debt facility ("Facility").

Under the terms of the Facility, the following was required to be completed by 30 June 2017:

- Completion of an equity raise of a minimum of US\$12.5 million by the Company ("Major Equity Raise");
- Application of US\$10 million, using proceeds of the Major Equity Raise, towards repayment of the senior secured debt facility;
- Conversion by the Major Shareholders of US\$7 million in convertible notes, plus accrued interest, into CDIs or, in the event of the convertible notes being redeemed prior to 30 June 2017, subscription for a placement of CDIs to the value of the convertible notes; and
- Repayment by DNS of deferred out-of-the-money hedges.

Under the terms of the further amended and restated Facility, the lenders and Major Shareholders have agreed, subject to completion of documentation, to:

- Defer US\$7.5 million of the Major Equity Raise to a date no later than 30 November 2017 ("the Deferred Major Equity Raise"), with US\$5 million to be raised by 30 June 2017;
- Defer US\$7.5 million of the repayment of the senior secured debt facility to a date no later than 30 November 2017;
- Apply US\$2.5 million of the US\$5 million proceeds from the Major Equity Raise to the repayment of the senior secured debt facility before 30 June 2017;

- Defer any further funding of the Company's debt service reserve account, under the senior secured debt facility, until 30 November 2017; and
- Defer the date for the conversion of convertible notes, or placement of CDIs to the value of any redeemed convertible notes, until 30 November 2017.

The Company raised US\$5 million on 27 June 2017 (refer to ASX announcement of 27 June 2017) and applied \$2.5 million of the \$US5 million proceeds to the repayment of the senior secured debt. Under the terms of an agreement made between the Company and the Major Shareholders (the "**Second Sponsor Support Agreement**"), the Major Shareholders will take-up any shortfall in the Deferred Major Equity Raise.

The Major Shareholders collectively hold US\$7 million in convertible notes, plus approximately US\$1.3 m in capitalised interest, in the Company. In addition to taking up any shortfall in the Deferred Major Equity Raise, the Major Shareholders have, under the Second Sponsor Support Agreement, agreed to, after the Deferred Major Equity Raise and by no later than 30 November 2017:

- if at the closing date of the Deferred Major Equity Raise, the CDI price is equal to or greater than the exercise price as contained in the convertible notes, to exercise their rights to convert all convertible notes held by them; or
- if at the closing date of the Deferred Major Equity Raise the CDI price is less than the exercise price as contained in the convertible notes, to subscribe for a placement of CDIs (to the value of the convertible notes) at an issue price equal to the lower of 90% of the 10-day VWAP prior to the closing date of the Deferred Major Equity Raise and the then lowest issue price permitted under the Listing Rules and to redeem all convertible notes held by them.

Resolution 2 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the placement of up to US\$25.8 million worth of CDIs at an issue price not less than 80% of the VWAP of the Company's CDIs calculated over the last 5 days prior to the date of issue on which the Company's CDIs were traded.

The purpose of this Resolution is to gain Shareholder approval for the Deferred Major Equity Raise, with capacity to place an additional US\$8.3 million of CDIs, in the event of the Major Shareholders redeeming the convertible notes held by them including capitalised interest, and the capacity to place up to an additional US\$10 million of CDIs within 3 months of the date of the General Meeting to fund further operational improvement projects at Tembang, exploration and working capital.

3.2 ASX Listing Rules

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, and without shareholder approval, issue or agree to issue equity securities (as defined in the Listing Rules) during any 12 month period if the number of those equity securities exceeds 15% of the number of securities on issue at the commencement of that 12 month period.

If the issue of CDIs pursuant to Resolution 2 exceeds the Company's 15% placement capacity, the Company will require the approval of Shareholders, and if it does not exceed the 15% placement capacity, the CDIs to be issued will not be included in the 15% placement capacity if Shareholders approve the issue.

The effect of obtaining Shareholder approval for Resolution 2 will be to allow the Company to issue up to US\$25.8 million in CDIs at a price not less than 80% of the

VWAP 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 Regulatory information

The following information is provided for the purposes of ASX Listing Rule 7.3:

(a) Maximum number of securities to be issued

The Company intends to issue CDIs up to the value of US\$25.8 million which equates to approximately A\$32,882,998 at an exchange rate of 1 AUD per 0.7846 USD (calculated according to the RBA exchange rate on 17 October 2017).

The exact number of CDIs to be issued will be calculated using an issue price per CDI of not less than 80% of the VWAP 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\$0.008 per CDI, being the lowest closing price of the Company's CDIs over the last 12 months, up to 4,110,374,750 CDIs would be issued to raise up to US\$25.8 million.

Based on an issue price of A\$0.034 per CDI, being the highest closing price of the Company's CDIs over the last 12 months, up to 967,147,000 CDIs would be issued to raise up to US\$25.8 million.

Based on an issue price of A\$0.017 per CDI, being the closing price of the Company's CDIs as at 17 October 2017, up to 1,934,294,000 CDIs would be issued to raise up to US\$25.8 million.

(b) Date of issue

The CDIs will be issued no later than 3 months after the date of the General 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 of all CDIs 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 VWAP of the Company's CDIs, calculated over the last 5 trading days of the CDIs 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) Recipients 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 US\$7.5 million to repay the principal of the senior secured debt facility and the remainder for the purposes of financing exploration and

operational improvement projects at Tembang, exploration and for general working capital purposes.

(g) Voting exclusion statement

A voting exclusion statement for Resolution 2 is included in the Notice of General Meeting.

3.4 Directors' recommendation

The Directors (other than Gavin Caudle) recommend that Shareholders vote in favour of Resolution 2 as it is a component of the amended Facility, that will improve the financial position of the Company and its group by reducing debt and lowering the cost of debt. Gavin Caudle does not give a recommendation as he is a nominee to the Board of the Company from Provident Minerals Pte Limited who will participate in the issue by virtue of the Second Sponsor Support Agreement.

4. Resolution 3 – Authority to allot

This Resolution gives the Directors the authority to allot Shares, or grant rights over Shares, up to an aggregate nominal amount equal to £5,000,000 representing 5,000,000,000 Shares of £0.001 each. As at 17 October 2017, the Company currently has 1,941,893,608 Shares on issue.

The authority sought under Resolution 3 will expire at the conclusion of the annual general meeting of the Company to be held in 2018.

4.1 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

5. Resolution 4 – Disapplication of pre-emption rights

The Directors also require additional authority from Shareholders to allot Shares or grant rights over Shares where they propose to do so for cash and otherwise than to existing Shareholders in proportion to their existing holdings. Accordingly, Resolution 4 is proposed as a special resolution to grant such authority. The disapplication of pre-emption rights will apply to the issue of Shares up to an aggregate amount of 5,000,000,000 Shares.

The authority sought under Resolution 4 will expire at the conclusion of the annual general meeting of the Company to be held in 2018.

5.1 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

6. Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

£	British Pounds Sterling.
\$ or A\$	Australian Dollars.
ASX	ASX Limited and its Related Bodies Corporate, or the financial market known as the Australian Securities Exchange, as the context requires.
Board	The board of Directors of the Company.
CDI	CHESS Depository Interest in respect of a Share.
CDI Holder	A holder of CDIs.
CDI Voting Instruction Form	The CDI voting instruction form accompanying this Notice of Meeting.
Companies Act	Companies Act 2006 (UK).
Company or Sumatra	Sumatra Copper & Gold plc, being a company registered in England and Wales with registered number 5777015, ABN 14 136 694 267 in Australia and registered address of 39 Parkside, Cambridge CB1 1PN United Kingdom.
Company Secretary	The company secretary of the Company at the time of the General Meeting, Ms Susan Hunter.
Director	A director of the Company.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice of General Meeting.
General Meeting or Meeting	General meeting of Shareholders or any meeting adjourned thereof, convened by the Notice.
Glossary	This glossary of terms.
Listing Rules	The listing rules of the ASX.
Major Shareholders	Provident Minerals Pte Ltd and PT Saratoga Investama Sedaya Tbk
Member	A person entered in the register as a member of the Company.
Notice or Notice of Meeting	The notice of General Meeting which accompanies this Explanatory Statement.
Proxy Form	The proxy form accompanying this Notice of Meeting
Resolution	A resolution set out in the Notice.
Share	An ordinary share in the capital of the Company.
Shareholder	A holder of Shares.
US\$	US Dollars.
VWAP	Volume weighted average price.
WST	Western Standard Time, Perth, Australia.



COPPER & GOLD

Sumatra Copper & Gold plc

ABN 14 136 694 267

SUM

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

Lodge your vote:

  **Online:**
www.investorvote.com.au

 **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

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Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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



 **For your vote to be effective it must be received by 3:00pm (WST) Friday, 10 November 2017**

How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI that you own at <record date> entitles you to 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.

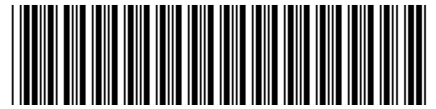
Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

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.

GO ONLINE TO VOTE 
or turn over to complete the form

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

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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 Meeting Room at the Amberley Business Centre, IBM Building, Level 3, 1060 Hay Street, West Perth, Western Australia on Monday, 13 November 2017 at 3:00pm (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 Reduction of Share Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval for Placement of CDIs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Authority to Allot	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Disapplication of Pre-emption Rights	<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 ____ / ____ / ____

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Computershare

SUMATRA COPPER & GOLD PLC
Registered number 5777015 (England and Wales)/ABN 14 136 694 267 (Australia)
PROXY FORM

I/We (name of Shareholder)
of (address)

being a member/members of Sumatra Copper & Gold plc hereby appoint:

(name).....
of (address)

and/or failing him/her (name)
of (address)

or failing that person then the Chairman of the General Meeting as my/our proxy to act generally for me/us and to vote in accordance with the following directions or, if no directions are given, as the proxy sees fit at the General Meeting of the Company to be held at the Meeting Room at the Amberley Business Centre, IBM Building, Level 3, 1060 Hay Street, West Perth, Western Australia at 3.00pm (WST) on Monday, 13 November 2017 and at any adjournment of the General Meeting.

Important Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my proxy by default) and I/we have not specified the way he/she is to vote on a resolution, I/we acknowledge that the Chairman may exercise my proxy in accordance with his/her stated intention.
The Chairman of the General Meeting intends to vote all available undirected proxies in favour of all Resolutions.

Should you wish to direct the proxy how to vote, you should place a cross in the appropriate boxes below:

I/We direct my/our Proxy to vote in the following manner:

		For	Against	Abstain
Resolution 1	Reduction of Share Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval for Placement of CDIs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Authority to allot	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

*This Proxy is appointed to represent _____% of my voting right, or if two proxies are appointed Proxy 1 represents _____% and Proxy 2 represents _____% of my/our total votes.
My/our total voting right is _____ shares.*

Signed By:

Individuals and joint holders

Signature
Signature
Signature

Companies (affix common seal if appropriate)

Director
Director/Company Secretary
Sole Director

Contact Details:

Name

Email address/Telephone number

Sumatra Copper & Gold plc
Registered Number 5777015 (United Kingdom) ABN 14 136 694 267 (Australia)

INSTRUCTIONS FOR COMPLETING THE 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 39 Parkside, Cambridge CB1 1PN United Kingdom; or
 - (b) facsimile to +61 8 9323 2033; or
 - (c) hand deliver to Computershare Investor Services Pty Limited, Level 11, 172 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 3.00pm (WST) on 11 November 2017 being not later than 48 hours before the commencement of the General Meeting.

Proxy Forms received later than this time will be invalid.