



Sumatra Copper & Gold plc

Registered number 5777015 (England and Wales)

ABN 14 136 694 267 (Australia)

Notice of Annual General Meeting and Explanatory Statement

**Annual 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 Thursday, 31 May 2018 at 3.00pm (WST)**

The Notice of Annual 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	28 May 2018
Snapshot date for eligibility to vote	29 May 2018
Last day for receipt of Proxy Forms ²	29 May 2018
Annual General Meeting	31 May 2018

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 Annual General Meeting

Notice is hereby given that the Annual 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 Thursday, 31 May 2018.

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 – Receipt of Financial Statements and Reports

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

“That the Company’s audited financial statements, Directors’ report and Auditor’s report for the financial year ended 31 December 2017 be received.”

Resolution 2 – Re-election of Mr David Fowler as a Director

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

“That for the purposes of article 37.2 of the Company’s Articles of Association, Mr David Fowler, being a Director who retires by rotation in accordance with article 37.2 and, being eligible, offers himself for re-election, be re-elected as a Director.”

Resolution 3 – Re-election of Mr Adi Adriansyah Sjoekri as a Director

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

“That for the purposes of article 37.2 of the Company’s Articles of Association, Mr Adi Adriansyah Sjoekri, being a Director who retires by rotation in accordance with article 37.2 and, being eligible, offers himself for re-election, be re-elected as a Director.”

Resolution 4 - Ratification of CDI Issue

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

“That pursuant to ASX Listing Rule 7.4, the issue on 20 February 2018 of 166,764,706 CDIs and underlying Shares on the terms and conditions set out in the Explanatory Statement be ratified.”

<p>ASX voting exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and an Associate of those persons. However, the Company will not disregard a vote if (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or (b) it is cast by the person chairing the General 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.</p>
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Resolution 5 – Approval of 10% Placement Capacity

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

ASX voting exclusion: The Company will disregard any votes cast on this Resolution by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company, if the Resolution is passed and any associates of those persons. However, the Company will 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 6 - 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 2006 to exercise all powers of the Company to allot equity securities (within the meaning of Section 560 of the 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 7 - 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 6, 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 6 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 at the conclusion of the 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

A handwritten signature in black ink, appearing to read "S. Hunter".

Susan Hunter
Company Secretary
30 April 2018

Proxy Appointment, Voting and Meeting Instructions

Appointment of a proxy

A member of the Company entitled to attend and vote at the Annual 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 Annual 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 29 May 2018 being not later than 48 hours before the commencement of the Annual General Meeting. Any Proxy Form received after that time will not be valid for the scheduled Annual General Meeting.

CDI voting

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 CHESS 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 28 May 2018 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 28 May 2018 being not later than 72 hours before the commencement of the Annual General Meeting. Any CDI Voting Instruction Form received after that time will not be valid for the scheduled Annual 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 CHESS Depository Nominee's Financial Services Guide, go to http://www.asx.com.au/documents/settlement/CHESS_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 28 May 2018 being not later than 72 hours before the commencement of the Annual 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 29 May 2018 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 Annual 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 29 May 2018. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Questions from Shareholders

At the Annual General Meeting, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company.

Mr Scott Knight of BDO, as the auditor responsible for preparing the auditor's report for the year ended 31 December 2017 (or his representative) will attend the Annual General Meeting.

The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have in writing no later than 5.00pm WST on 29 May 2018:

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 Annual 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 Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual 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. Resolution 1 – Receipt of Financial Statements and Reports

The Company's audited financial statements, Directors' report and Auditor's report for the financial year ended 31 December 2017 have been mailed to Shareholders that have requested a hard copy, together with this Explanatory Statement. The Company's financial statements are also available on its website (www.sumatracoppergold.com) and on the ASX website (www.asx.com.au).

The Chairman of the Meeting will allow a reasonable opportunity for Shareholders to ask questions or make comments about the financial statements and reports. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- the conduct of the audit;
- the preparation and content of the Auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

2. Resolutions 2 and 3 – Re-election of Directors

In accordance with the Listing Rules and article 37 of the Articles of Association, at every Annual General Meeting, one third of the Directors (or that number nearest to but not exceeding one third), excluding the Managing Director, must retire from office and are eligible for re-election. The Directors to retire are:

- (a) those who have been in office for 3 years since their appointment or last re-appointment;
- (b) those who have been longest in office since their appointment or last re-appointment; or
- (c) if the Directors have been in office for an equal length of time, by agreement.

Messrs Fowler and Sjoekri both retire by rotation and offer themselves for re-election as a Director.

Mr Fowler was previously the Managing Director of the Company and stepped down in January 2018. Mr Fowler remains a Non-executive Director of the Company. Mr Sjoekri was last elected by Shareholders at the annual general meeting held on 29 May 2015.

Name:	David Fowler
Title:	Non-executive Director
Qualifications:	CPA; B. Bus, Curtin University; Post Grad. Dipl. (Finance and Investment), Securities Institute of Australia.
Experience and expertise:	<p>Mr Fowler is a Director and CFO of Merdeka Copper Gold responsible for the company's finance and corporate functions and also a Director and Acting CEO of Finders Resources Limited (ASX:FND).</p> <p>Mr Fowler has more than 25 years' experience in the mineral resources industry with expertise in finance, operations and development. Mr Fowler has previously been a Director and CEO of Orusur Mining Inc in Chile and Managing Director of Sumatra Copper and Gold plc.</p> <p>Mr Fowler is a member of Financial Services Institute of Australia.</p>
Independence:	If elected, the Board considers Mr Fowler will not be an independent Director of the Company given he was in the position of Managing Director up until January 2018.
Name:	Adi Adriansyah Sjoekri
Title:	Executive Director
Qualifications:	Master of Science in Geology, Colorado School of Mines; MBA, Monash University Jakarta.
Experience and expertise:	<p>Mr Sjoekri is an Indonesian national who graduated with a degree and a Master of Science in Geology from the Colorado School of Mines in the U.S.A. He completed his further education with an MBA in management at Monash University in Jakarta.</p> <p>Mr Sjoekri has over 20 years' experience working for major companies such as CSR and Newmont throughout Indonesia and more recently as a successful consultant to the mining industry. He was instrumental in recognising the opportunity to acquire mineral tenements in Indonesia in 2006.</p>
Independence:	If elected, the Board considers Mr Sjoekri will not be an independent Director of the Company as he is an Executive Director of the Company.

Directors' recommendation

The Directors (other than Mr Fowler) recommend that Shareholders vote in favour of the re-election of Mr Fowler (Resolution 2).

The Directors (other than Mr Sjoekri) recommend that Shareholders vote in favour of the re-election of Mr Sjoekri (Resolution 3).

3. Resolution 4 - Ratification of CDI Issue

On 31 January 2018, the Company announced that it had entered into a Controlled Placement Agreement (CPA) with Acuity Capital. The CPA provides Sumatra with up to A\$3 million of standby equity capital over the coming 29 month period. The Company may elect to use the CPA at any time over this period to help fund plans to extend mine life and develop new deposits. The Company retains full control over the timing, price and number of CDIs and underlying fully paid ordinary shares placed and whether or not to utilise the CPA. There is no requirement to utilise the CPA and the Company

may terminate the CPA at any time, without cost or penalty. If the Company elects to use the CPA, the Company will set a floor price (at its sole discretion) and the final issue price will be calculated as the greater of the floor price set by the Company and a 10% discount to a Volume Weighted Average Price (VWAP) over a period of the Company's choosing.

As collateral for the CPA, the Company issued 165,000,000 CDIs and underlying fully paid ordinary shares at nil consideration on 20 February 2018 to Acuity Capital (Collateral Shares) but may, at any time, cancel the CPA and buy back the Collateral Shares for nil consideration (subject to relevant statutory approvals). A further 1,764,706 CDIs and underlying fully paid ordinary shares were issued on 20 February 2018 at a deemed issue price of A\$0.017 per CDI in settlement of the costs incurred by Acuity Capital in relation to the set-up of the CPA.

The Company issued a total of 166,764,706 CDIs on 20 February 2018 under its available placement capacity pursuant to Listing Rule 7.1. Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the 166,764,706 CDIs issued on 20 February 2018 pursuant to Listing Rule 7.1.

Under Chapter 7 of the Listing Rules there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities without shareholder approval. Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities, including securities with rights of conversion to equity (such as options), if the number of those securities exceeds 15% of the number of ordinary shares on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides however that an issue under Listing Rule 7.1 is treated as having been made with Shareholder approval if each of the following applies:

- the issue did not breach Listing Rule 7.1; and
- Shareholders subsequently approve it.

This issue of CDIs was within the Company's 15% limit and subsequent approval under Listing Rule 7.4 is now being sought.

In accordance with Listing Rule 7.5 the following information is provided in relation to Resolution 4:

Number of CDIs Issued: 166,764,706 CDIs.

Issue Price: 165,000,000 CDIs were issued for nil consideration and 1,764,706 CDIs were issued at a deemed issue price of \$0.017 per CDI.

Terms: The CDIs rank equally in all respects with the existing CDIs on issue.

Allottees: The CDIs were issued to Acuity Capital. The allottee is not a Related Party of the Company.

Use of Funds: No funds were raised from this issue because 165,000,000 CDIs were issued as collateral for the for the CPA and 1,764,706 CDIs were issued in settlement of the costs incurred by Acuity Capital in relation to the set-up of the CPA.

Date of Issue: 20 February 2018.

Voting Exclusion: An appropriate voting exclusion statement is included in the Notice of General Meeting.

The Directors recommend that the Shareholders vote in favour of this Resolution.

4. Resolution 5 – Approval Of 10% Placement Capacity

4.1. General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (10% Placement Capacity) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- a) is not included in the S&P/ASX 300 Index; and
- b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date this Notice was sent for review by ASX, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$72.1 million (based on the number of CDIs on issue and the closing price for the Company's CDIs on 18 April 2018).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security. Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities. As at the date of this Notice, the Company currently has one class of quoted Equity Securities on issue, being the CDIs (ASX Code: SUM).

If Shareholders approve this Resolution, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2. Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:

- (a) plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;
- (b) plus the number of partly paid shares that became fully paid in the 12 months;
- (c) plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval;
- (d) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

This Resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution for it to be passed.

4.2. Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- i. the date on which the price at which the Equity Securities are to be issued is agreed; or
- ii. if the Equity Securities are not issued within 5 ASX trading days of the date in section 4.1(a)(i), the date on which the Equity Securities are issued.

b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- i. 12 months after the date of this Meeting; and
- ii. the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid).

c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any CDIs under the issue. If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing CDIs would be as shown in the table below.

The table below shows the dilution of existing CDI Holders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of CDIs and the number of Equity Securities on issue as at 18 April 2018. The table also shows the voting dilution impact where the number of CDIs on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of CDIs issued under the 10% Placement Capacity.

Number of CDIs on Issue (Variable 'A') *	Dilution			
	Issue Price (per CDI)	\$0.0095 50% decrease in Issue Price	\$0.019 Issue Price	\$0.0285 50% increase in Issue Price
3,796,225,969 (Current Variable A)	CDIs issued - 10% voting dilution	379,622,596 CDIs	379,622,596 CDIs	379,622,596 CDIs
	Funds raised	\$3,606,414.66	\$7,212,829.32	\$10,819,243.99
5,694,338,953 (50% increase in Variable A)	CDIs issued - 10% voting dilution	569,433,895 CDIs	569,433,895 CDIs	569,433,895 CDIs
	Funds raised	\$5,409,622.00	\$10,819,244	\$16,228,866.00
7,592,451,938 (100% increase in Variable A)	CDIs issued - 10% voting dilution	759,245,193 CDIs	759,245,193 CDIs	759,245,193 CDIs
	Funds raised	\$7,212,829.33	\$14,425,658.66	\$21,638,488.00

*The number of CDIs on issue (Variable A in the formula) could increase as a result of the issue of CDIs that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 3,796,225,969 existing CDIs on issue as at the date of this Notice.
2. The issue price set out above is \$0.019 being the closing price of the CDIs on the ASX on 18 April 2018.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company's current Variable A is 3,796,225,969 (assuming shareholders ratify the 166,764,706 CDIs pursuant to Resolution 4 of this Notice of Meeting).
5. The issue of Equity Securities under the 10% Placement Capacity consists only of CDIs.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- i. the market price for the Company's CDIs may be significantly lower on the issue date than on the date of the Meeting; and
- ii. the CDIs may be issued at a price that is at a discount to the market price for those CDIs on the date of issue.

4.3. Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- i. as cash consideration in which case the Company intends to use funds raised for exploration and development of projects in Sumatra including at the Company's Tembang Gold-Silver mine, exploration at Tembang and/or for general working capital. In addition, the Company may in future choose to evaluate new project

- opportunities or investments and may use the funds raised for a resulting acquisition of new assets and/or investments (including expenses associated with such acquisition); or
- ii. as non-cash consideration for the acquisition of new assets and/or investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

4.4. Allocation policy under the 10% Placement Capacity

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current CDI Holders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- i. the purpose of the issue;
- ii. alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- iii. the effect of the issue of the Equity Securities on the control of the Company;
- iv. the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- v. prevailing market conditions; and
- vi. advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

4.5. Previous approval under ASX Listing Rule 7.1A

The Company did not previously obtain Shareholder approval under Listing Rule 7.1A at its last annual general meeting.

4.6. Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- i. a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- ii. the information required by Listing Rule 3.10.5A for release to the market.

4.7. Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholders to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

4.8. Board Recommendation

The Board recommends that Shareholders vote in favour of this Resolution.

5. Resolution 6 – 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. This amount represents approximately 132% of the issued ordinary share capital of the Company as at 19 April 2018, the latest practical date prior to the printing of this Notice.

The authority sought under Resolution 6 will expire at the conclusion of the annual general meeting of the Company to be held in 2019.

5.1 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

6. Resolution 7 – 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 7 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 7 will expire at the conclusion of the annual general meeting of the Company to be held in 2019.

6.1 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

Glossary

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

£	British Pounds Sterling.
\$ or A\$	Australian Dollars.
Annual General Meeting or Meeting	Annual general meeting of Shareholders or any meeting adjourned thereof, convened by the Notice.
Annual Report	The Company's annual report, including the reports of the Directors and the Auditor and the Financial Statements of the Company for the year ended 31 December 2017, which can be downloaded from the Company's website at www.sumatracoppergold.com .
Associate	Has the meaning given to it by Division 2 of Part 1 of the Corporations Act.
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 Annual General Meeting, Ms Susan Hunter.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice of Annual General Meeting.
Glossary	This glossary of terms.
Listing Rules	The listing rules of ASX.
Member	A person entered in the register as a member of the Company.
Notice or Notice of Meeting	The notice of Annual General Meeting which accompanies this Explanatory Statement.
Proxy Form	The proxy form accompanying this Notice of Meeting
Related Party	Has the same meaning as given to that term in section 228 of the Corporations Act.
Resolution	A resolution set out in the Notice.
Securities	Has the same meaning as in the Listing Rules.
Share	Fully paid ordinary share in the capital of the Company.
Shareholder	A holder of Shares.
Trading Day	A day determined by ASX to be a trading day in accordance with the Listing Rules.
WST	Western Standard Time, Perth, Australia.

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 Annual 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 Annual 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 Thursday, 31 May 2018 and at any adjournment of the Annual 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 Annual 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	Receipt of financial statements and reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr David Fowler as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Adi Adriansyah Sjoekri as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of CDI Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Authority to allot	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	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 29 May 2018 being not later than 48 hours before the commencement of the General Meeting.

Proxy Forms received later than this time will be invalid.

SUMATRA

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 and view the annual report 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) Monday, 28 May 2018**

How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one fully paid ordinary share, so that every 1 (one) CDI that you own at 28 May 2018 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.

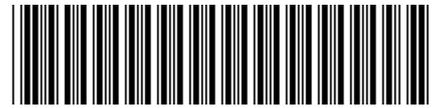
Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

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 Annual 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 Thursday, 31 May 2018 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	Receipt of Financial Statements and Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr David Fowler as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Adi Adriansyah Sjoekri as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of CDI Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Authority to Allot	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Disapplication of Pre-emption Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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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