



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

On Friday, 30 May 2014 at 11.00am (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	27 May 2014
Snapshot date for eligibility to vote	28 May 2014
Last day for receipt of Proxy Forms ²	28 May 2014
Annual General Meeting	30 May 2014

¹ CDI Voting Instruction Forms received after 11.00am (WST) on this date will be disregarded.

² Proxy Forms received after 11.00am (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 offices of Sumatra Copper & Gold plc Level 1, 5 Ord Street, West Perth, Western Australia at 11.00am (WST) on Friday, 30 May 2014.

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 2013 be received.”

Resolution 2 – Re-appointment of the Company’s auditors

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

“That PricewaterhouseCoopers LLP be reappointed as the Company’s auditors and authorise the Directors to fix their remuneration.”

Resolution 3 – Re-election of Mr Jocelyn Waller 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 Jocelyn Waller, 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 – Election of Mr Stephen Robinson as a Director

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

“That Mr Stephen Robinson, being a Director of the Company who retires in accordance with article 32.2 of the Company’s Articles of Association, and, being eligible, offers himself for election, be elected as a Director of the Company.”

Resolution 5 – Re-election of Mr Gavin Caudle as a Director

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

“That Mr Gavin Caudle, being a Director of the Company who retires in accordance with article 32.2 of the Company’s Articles of Association, and, being eligible, offers himself for election, be elected as a Director of the Company.”

Resolution 6 – Approval of 10% Placement Facility

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, Shareholders hereby approve the issue of equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placements over a 12 month period in accordance with the requirements of Listing Rule 7.1A.2, on the terms and conditions described in the Explanatory Statement.”

<p>ASX voting exclusion: The Company will disregard any votes cast on this Resolution by a 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 Shares if this Resolution is passed and any Associates 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 Annual 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 7 - 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 £4,000,000.

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 2015, 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 an such offer or agreement as if the authority conferred hereby had not expired.”

Resolution 8 - 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 7, 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 7 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 £4,000,000 and shall expire at the conclusion of the annual general meeting of the Company to be held in 2015 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
Joint Company Secretary
28 April 2014

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 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.

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 11.00am WST on Wednesday, 28 May 2014 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 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 27 May 2014 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 11.00am WST on Tuesday, 27 May 2014 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 CHESSE Depository Nominee's Financial Services Guide, go to http://www.asx.com.au/documents/settlement/CHESSE_Depository_Interests.pdf.

Lodgement of Proxy Forms and CDI Voting Instruction Forms

Proxy Forms and CDI Voting Instruction Forms may be lodged:

By post: **Computershare Investor Services Pty Limited**
GPO Box 242
Melbourne VIC 3001

Fax: **(Within Australia): 1800 783 447**
(Outside Australia): +61 3 9473 2555

OR

39 Parkside, Cambridge CB1 1PN United Kingdom

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 11.00am WST on Wednesday, 28 May 2014. 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 Charles Joseland of PricewaterhouseCoopers LLP, as the auditor responsible for preparing the auditor's report for the year ended 31 December 2013 (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 11.00am WST on Wednesday, 28 May 2014:

By post or hand: **39 Parkside, Cambridge CB1 1PN United Kingdom**

By email: **sumatrareception@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 2013 have been mailed to Shareholders, 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. Resolution 2 – Re-appointment of the Company's auditors

Resolution 2 seeks Shareholder approval for the re-appointment of PricewaterhouseCoopers LLP as the Company's auditors and for the Directors to fix their remuneration.

The Companies Act provides that shareholders may appoint auditors of public companies by ordinary resolution at the general meeting of the company at which the company's annual accounts are laid (usually the annual general meeting) defined as the "accounts meeting" (section 489(4)(a) of the Companies Act) and that there is no deemed reappointment. Resolution 2, therefore, proposes the re-appointment of PricewaterhouseCoopers LLP as the Company's auditors until the conclusion of the next "accounts meeting" of the Company.

In accordance with section 492 of the Companies Act, the remuneration of the auditors appointed by a company in general meeting is to be fixed by the company in general meeting or in a manner that the company in general meeting determines. Resolution 2 authorises the Directors to fix the remuneration of the auditors in accordance with this requirement.

3. Resolution 3 – Re-election of Mr Jocelyn Waller as a Director

In accordance with the Listing Rules and article 37 of the Articles of Association, at every Annual General Meeting, one third of the Directors, 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.

Mr Waller retires by rotation and offers himself for re-election as a Director.

Mr Waller is a British national who is a founding shareholder and Director of the Company. Mr Waller resigned as Managing Director 31 May 2011 and is currently a Non-executive Director.

Mr Waller graduated from Churchill College, Cambridge with a Master of Arts in History in 1965 and has since spent his entire career in the mining industry. For 22 years he worked for the Anglo American group and was involved variously with tin mining (Malaysia and Thailand), copper/cobalt (Zaire), potash (UK), tungsten (Portugal), exploration and metal sales (London). In 1989 he set up Avocet Mining plc ('Avocet') and as CEO developed the Penjom gold mine in Malaysia and listed Avocet on the London Stock Exchange. In 2000 he set up Trans-Siberian Gold plc ('TSG') to develop gold projects in Eastern Russia listing TSG on the AIM market of the LSE in 2003.

3.1 Directors' recommendation

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

4. Resolution 4 – Election of Mr Stephen Robinson as a Director

In accordance with article 32.2 of the Articles of Association, the Directors may appoint any person to be a Director, either as an addition to the existing Directors or to fill a casual vacancy. Under article 32.2, any such Director only holds office until the next annual general meeting and, if eligible, may offer himself or herself for reappointment to the office of a Director.

Mr Robinson was appointed as a Non-executive Director on 8 July 2013 and was appointed Chairman of the Board on 23 August 2013.

Mr Robinson is an experienced Australian mining executive and a Rhodes Scholar. He is a Director of independent corporate advisory firm Lincoln Capital Pty Ltd and has extensive international experience at senior executive levels within the mining industry. He was previously a Director of Barrick (Australia Pacific) Limited and Bulletin Resources Ltd, Group Manager Planning with the leading Australian mineral sands producer Iluka Resources Ltd and a senior manager in the gold business unit at WMC Resources Ltd until the divestment of the gold business in 2001.

Mr Robinson is currently a Non-executive Director of ASX-listed company Orrex Resources Ltd.

4.1 Directors' recommendation

The Directors (other than Mr Robinson) recommend that Shareholders vote in favour of the election of Mr Robinson.

5. Resolution 5 – Election of Mr Gavin Caudle as a Director

In accordance with article 32.2 of the Articles of Association, the Directors may appoint any person to be a Director, either as an addition to the existing Directors or to fill a casual vacancy. Under article 32.2, any such Director only holds office until the next annual general meeting and, if eligible, may offer himself or herself for reappointment to the office of a Director.

Mr Caudle was appointed as a Non-executive Director on 25 September 2013.

Mr. Caudle is Perth born and educated and has over 20 years' experience in the finance and investment sectors in Australia, Singapore and Indonesia. He is the Board representative of Sumatra's major shareholder and cornerstone investor, Provident Capital Partners Pte Ltd.

Since 2003, together with his partners, Mr. Caudle has developed numerous successful businesses in Indonesia including Tower Bersama Group (a telecommunications infrastructure business) and Provident Agro (a plantation business) with assets currently valued in excess of \$4 billion. Mr. Caudle was previously a partner in Arthur Andersen Jakarta Office and Country Head of the Investment Bank Salomon Smith Barney for Indonesia.

Mr. Caudle is currently a Director of Provident Capital Partners Pte Ltd and a Non-Executive Director of two other ASX-listed resource companies, Finders Resources Limited and Sihayo Gold Limited.

5.1 Directors' recommendation

The Directors (other than Mr Caudle) recommend that Shareholders vote in favour of the election of Mr Caudle.

6. Resolution 6 – Approval of 10% Placement Facility

6.1 General

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued capital through placements over a 12 month period after the annual general meeting ("10% Placement Facility"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A2 (refer to Section 6.2(c) below).

The Company intends to use the funds raised under the 10% Placement Facility towards exploration and development of projects in Sumatra, to assess and progress potential new opportunities and/or for general working capital.

6.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Security

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

(c) Formula for calculating 10% Placement Facility

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.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities

in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades were recorded in that class 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 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) (“10% Placement Period”).

6.3 Listing Rule 7.1A

The effect of Resolution 6 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period.

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

6.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP of the Company’s Equity Securities in the same class calculated over the 15 Trading Days on which trades were recorded in that class 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 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders’ voting power in the Company will be diluted as shown in the below table. There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of the consideration for the acquisition of a new asset;

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice. The formula in Listing Rule 7.1A(2) is outlined in Section 6.2(c) above.

The table also shows:

- (i) Two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable 'A' in Listing Rule 7.1A2		Dilution		
		\$0.038 50% decrease in Issue Price	\$0.076 Issue Price	\$0.114 50% increase in Issue Price
Current Variable A 414,467,651 Shares	10% Voting Dilution	41,446,765 Shares	41,446,765 Shares	41,446,765 Shares
	Funds Raised	\$1,574,977.07	\$3,149,954.14	\$4,724,931.21
50% increase in current Variable A 621,701,476 Shares	10% Voting Dilution	62,170,147 Shares	62,170,147 Shares	62,170,147 Shares
	Funds Raised	\$2,362,465.59	\$4,724,931.17	\$7,087,396.76
100% increase in current Variable A 828,935,302 Shares	10% Voting Dilution	82,893,530 Shares	82,893,530 Shares	82,893,530 Shares
	Funds Raised	\$3,149,954.14	\$6,299,908.28	\$9,449,862.42

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Options are exercised into Shares before the date of the issue of Equity Securities.

- (iii) 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%.
 - (iv) 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 Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
 - (v) The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - (vii) The issue price is \$0.076, being the closing price of the Shares on the ASX on 16 April 2014.
- (c) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) Non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) Cash consideration for exploration and development of projects in Sumatra, to assess and progress potential new opportunities and/or for general working capital. In addition, the Company may use the cash consideration for the acquisition of new assets and investments.

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

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisors (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Annual General Meeting but may include existing substantial Shareholders and/or new Shareholders who are not Related Parties or Associates of a Related Party of the Company.

- (f) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its last annual general meeting held on 30 May 2013.

The total number of Equity Securities issued by the Company in the 12 months preceding the date of this Annual General Meeting is 117,925,970. The percentage those Equity Securities represent of the total number of Equity Securities on issue at the commencement of that 12 month period is 40%. The table at Annexure A details all issues of Equity Securities by the Company during the 12 months preceding the date of this Notice as required by Listing Rule 7.3A.

- (g) A voting exclusion statement is included in the Notice of Annual General Meeting. At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing Shareholder or security holder or an identifiable class or existing security holder to participate in an issue of Equity Securities pursuant to the Resolution. No existing Shareholder's votes will therefore be excluded under the voting exclusion in this Notice.

6.5 Directors' recommendation

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

7. Resolution 7 – 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 £4,000,000 representing 400,000,000 Shares of £0.01 each. This amount represents approximately 96% of the issued ordinary share capital of the Company as at 27 April 2014, the latest practical date prior to the publication of this Notice.

The authority sought under Resolution 7 will expire at the conclusion of the annual general meeting of the Company held in 2015.

7.1 Directors' recommendation

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

8. Resolution 8 – 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 8 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 400,000,000 Shares being approximately 96% of the issued ordinary share capital of the Company as at 16 April 2014, the latest practical date prior to the printing of this Notice.

The authority sought under Resolution 8 will expire at the conclusion of the annual general meeting of the Company held in 2015.

8.1 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.

9. Glossary

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

£	British Pounds Sterling.
\$ or A\$	Australian Dollars.
AASB	Australian Accounting Standards Board.
Accounting Standards	Has the meaning given to that term in the Corporations Act.
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 2013, 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 and 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 Alison Barr or Ms Susan Hunter.
Corporations Act	<i>Corporations Act 2001</i> (Cth).

Director	A director of the Company.
Equity Securities	Has the same meaning as in the Listing Rules.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice of Annual General Meeting.
Glossary	This glossary of terms.
Key Management Personnel	Those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
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	Shares and or Options.
Share	Fully paid ordinary share in the capital of the Company.
Shareholder	A holder of Shares.
Trading Day	means a day determined by ASX to be a trading day in accordance with the Listing Rules.
VWAP	means the volume weighted average price.

ANNEXURE A

ISSUES OF EQUITY SECURITIES BY THE COMPANY OVER THE LAST 12 MONTHS

Date of Issue	Number of Equity Securities Issued	Class of Equity Securities Issued and Summary of Terms of that Class	Names of Allottees or Basis on which Allottees Determined	Price at which Equity Securities Issued and Discount to Market Price¹	Total Cash Consideration²	Amount of Cash Spent and Use of Cash	Intended Use of Remaining Cash	Non-cash consideration	Current Value of Non-cash consideration
9/5/13	6	Fully paid ordinary shares. The shares issued rank equally with existing fully paid ordinary shares.	Staff of Sumatra to ensure a quorum is present at general meetings of shareholders.	Issue price - \$0.20 Market price - \$0.195. Premium to market price - 102.5%.	\$1.20	\$1.20 - used for general working capital.	N/A	N/A	N/A
13/6/13	80,000	CDIs The CDIs issued rank equally with existing quoted CDIs.	An existing sophisticated holder of shares - conversion of shares to CDIs.	Issue price - Nil Market price - \$0.165. Discount to market price - N/A.	Nil.	N/A - no cash raised.	N/A	N/A	N/A
13/6/13	71,063,984	CDIs The CDIs issued rank equally with existing quoted CDIs.	Existing CDI holders at the time of issue. Issued pursuant to the pro rata non-renounceable rights offer announced on 8 May 2013.	Issue price - \$0.17 Market price - \$0.165. Premium to market price - 103%.	\$11,267,945.00	\$11,267,945.00 - the funds raised were used to (a) provide working capital generally and in relation to progressing the Tembang Project, (b) assess and progress potential new	N/A	N/A	N/A

Date of Issue	Number of Equity Securities Issued	Class of Equity Securities Issued and Summary of Terms of that Class	Names of Allottees or Basis on which Allottees Determined	Price at which Equity Securities Issued and Discount to Market Price ¹	Total Cash Consideration ²	Amount of Cash Spent and Use of Cash	Intended Use of Remaining Cash	Non-cash consideration	Current Value of Non-cash consideration
						opportunities; and (c) to fund the issue costs associated with the offer.			
18/6/13	46,781,980	CDIs The CDIs issued rank equally with existing quoted CDIs.	Placement of shortfall from the pro rata non-renounceable rights offer announced on 8 May 2013. Issued to underwriter to the issue Patersons Securities Limited sub-underwriter Provident Capital Partners Pte Limited.	Issue price - \$0.17 Market price - \$0.165. Premium to market price - 103%.	\$7,417,777.60	\$7,417,777.60 - the funds raised were used to (a) provide working capital generally and in relation to progressing the Tembang Project, (b) assess and progress potential new opportunities; and (c) to fund the issue costs associated with the offer.	N/A	N/A	N/A

NOTES -

¹ Market price is the closing price on the trading platform, excluding special crossings, overnight sales and ETO exercises.

² Number of Equity Securities issued multiplied by the issue price less costs of the issue.

SUMATRA COPPER AND 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 and 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 offices of Sumatra Copper & Gold plc Level 1, 5 Ord Street, West Perth, Western Australia at 11.00am (WST) on Friday, 30 May 2014 and at any adjournment of the Annual General Meeting.

<input type="checkbox"/>	<p>Important: If the Chairman of the Annual General Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on the Resolutions, please place a mark in this box. By marking this box, you acknowledge that the Chairperson may exercise your proxy even if he/she has an interest in the outcome of the Resolutions and votes cast by him/her other than as a proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairperson will not cast your votes on the Resolutions and your votes will not be counted in calculating the required majority if a poll is called on the Resolutions.</p> <p>The Chairman of the Annual General Meeting intends to vote all available undirected proxies in favour of the Resolutions.</p>
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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-appointment of the Company's auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Jocelyn Waller as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Mr Stephen Robinson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Election of Mr Gavin Caudle as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Authority to allot	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	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.

<p><i>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.</i></p> <p><i>My/our total voting right is _____ shares.</i></p>

By:

Individuals and joint holders

Signature
Signature
Signature

Companies (affix common seal if appropriate)

Director
Director/Company Secretary
Sole Director

SUMATRA

COPPER & GOLD

Sumatra Copper & Gold plc

ABN 14 136 694 267

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

┌ 000001 000 SUM

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

CDI Voting Instruction Form

For your vote to be effective it must be received by 11.00am (WST) Tuesday, 27 May 2014

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 registered in your name at 27 May 2014 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.

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 Annual 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 Friday, 30 May 2014 at 11.00am (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 Receipt of financial statements and reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-appointment of the Company's auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr Jocelyn Waller as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Election of Mr Stephen Robinson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Election of Mr Gavin Caudle as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Authority to allot	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 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 ____ / ____ / ____