



SUMATRA COPPER & GOLD PLC

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

NOTICE OF GENERAL MEETING

TIME: 10.30am (WST)

DATE: Monday, 27 October 2014

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

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

SUMATRA COPPER & GOLD plc

NOTICE OF GENERAL MEETING

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

BUSINESS OF THE MEETING

RESOLUTION 1 – RATIFICATION OF ISSUE OF CDIs – CONVERSION OF THIRD PRINCIPAL COMPONENT UNDER PROVIDENT FACILITY AGREEMENT

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 37,258,565 CDIs to the parties, for the purpose and on the terms and conditions set out in the Explanatory Statement.”

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

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

RESOLUTION 2 – RATIFICATION OF ISSUE OF CDIs – CONVERSION OF FACILITY FEE AND INTEREST COMPONENT UNDER PROVIDENT FACILITY AGREEMENT

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 12,315,767 CDIs to the parties, for the purpose and on the terms and conditions set out in the Explanatory Statement.”

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

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

RESOLUTION 3 – APPROVAL FOR ISSUE OF WARRANTS

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 250,597,351 Warrants to the parties, for the purpose and on the terms and conditions set out in the Explanatory Statement.”

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

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

RESOLUTION 4 – 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 Companies Act 2006) up to a maximum nominal amount of:

- (a) £2,505,974 in connection with or arising from the issue of the Warrants referred to in Resolution 3; and**
- (b) other than pursuant to (a) above, £5,000,000.**

This authority shall expire (unless renewed, varied or revoked by the Company in general meeting) on the earlier of the date falling 15 months after the passing of this resolution and 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 such an offer or agreement as if the authority conferred hereby had not expired.”

RESOLUTION 5 – 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 4, 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 2006 to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by Resolution 4 as if Section 561(1) of the Companies Act 2006 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:

- (a) £2,505,974 provided that this power shall be limited to the allotment of equity securities in connection with or arising from the issue of the Warrants; and**
- (b) other than pursuant to (a) above, £5,000,000.**

This authority shall expire (unless renewed, varied or revoked by the Company in general meeting) on the earlier of the date falling 15 months after the passing of this resolution and 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
Date: 9 October 2014

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the General Meeting of the Shareholders of Sumatra Copper & Gold plc to which this Notice of Meeting relates will be held at 10.30am (WST) on Monday, 27 October 2014 at:

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

YOUR VOTE IS IMPORTANT

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

PROXY APPOINTMENT, VOTING AND MEETING INSTRUCTIONS

Appointment of a proxy

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

If you wish to appoint the Chairman of the Meeting as your proxy, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the General Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company on +61 8 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 10.30am WST on Saturday, 25 October 2014 being not later than 48 hours before the commencement of the General Meeting. Any Proxy Form received after that time will not be valid for the scheduled General Meeting.

CDI voting

Holders of CDIs are invited to attend and speak at the 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 CHES Depositary Nominees Pty Ltd can vote the underlying Shares on their behalf.

One CDI is equivalent to one Share and so each CDI held on 24 October 2014 entitles its holder to direct one vote.

EXPLANATORY STATEMENT

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

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

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

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

1. BACKGROUND TO RESOLUTIONS 1 AND 2

On 4 December 2013, the Company announced that it has entered into a convertible loan facility agreement (**Provident Facility Agreement**) with Provident Minerals Pte Ltd (**Provident**) to provide an unsecured debt facility of up to US\$4,000,000 (**Initial Principal Component**). Shareholders ratified the agreement to issue CDIs on conversion of the Initial Principal Component on 4 March 2014.

On 13 March 2014, the Company announced that US\$2,000,000 of the Provident Facility had been assigned to PT Saratoga Investama Sedaya Tbk.

On 26 May 2014, the Company announced it had signed a variation to the Provident Facility Agreement to increase the facility by US\$600,000 to US\$4,600,000 (**Second Principal Component**). Shareholders ratified the agreement to issue CDIs on conversion of the Second Principal Component on 23 July 2014.

On 3 July, 31 July and 12 September 2014, the Company announced it had signed further variations to the Provident Facility Agreement to increase the facility by US\$500,000 on each date thereby increasing the facility by a total of US\$1,500,000 to US\$6,100,000 (**Third Principal Component**). The Third Principal Component was fully drawn for the purpose of providing the Company with working capital through to the anticipated funding of the Company's Tembang Gold-Silver Project (**Project**). As at the date of this Notice of General Meeting, the Company has fully drawn down the US\$6,100,000 facility (**Provident Facility**).

Under the terms of the Provident Facility Agreement (varied as described above), Provident may elect to have the US\$6,100,000 facility, fees chargeable on the facility (**Facility Fee**) and accrued interest (**Interest Component**) repaid (in whole or in part) by the issue of CDIs to Provident.

On 3 October 2014, the Provident Facility was converted into a total of 163,833,929 CDIs, which comprised:

- (a) 99,356,171 CDIs on conversion of the Initial Principal Component (being US\$4,000,000);
- (b) 14,903,426 CDIs on conversion of the Second Principal Component (being US\$600,000);
- (c) 37,258,565 CDIs on conversion of the Third Principal Component (being US\$1,500,000);
- (d) 4,545,545 CDIs on conversion of the Facility Fee (being US\$183,000); and
- (e) 7,770,222 CDIs on conversion of the Interest Component (being US\$312,823).

2. RESOLUTION 1 - RATIFICATION OF ISSUE OF CDIs – CONVERSION OF THIRD PRINCIPAL COMPONENT UNDER PROVIDENT FACILITY AGREEMENT

The purpose of Resolution 1 is for Shareholders and CDI Holders to ratify the issue of 37,258,565 CDIs upon conversion of the Third Principal Component under the Provident Facility Agreement, which occurred on 3 October 2014.

The number of CDIs issued upon conversion of the Third Principal Component was calculated by dividing the Australian dollar equivalent of the Third Principal Component¹ as at 9 am on 30 September 2014 (being A\$1,713,894) by A\$0.046, being the lower of:

- (a) the price at which the placement is conducted under the capital raise approved by shareholders of the Company pursuant to the notice of meeting dated on or about 30 June 2014; and
- (b) the amount that is 90% of the daily VWAP of the Company's CDIs over the 10 trading days on ASX ending on the day immediately preceding the date the conversion notice was given.

If the price in (b) above was less than the A\$ equivalent of £0.01 on the conversion date, the amount of CDIs to be issued on conversion would be recalculated by dividing the conversion amount of the Third Principal Component by the A\$ equivalent of £0.01.

2.2 ASX Listing Rules

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

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

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

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

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

- (a) Number of securities issued

The Company seeks from Shareholders and CDI Holders approval for, and ratification of, the issue of 37,258,565 CDIs, issued on 3 October 2014 upon conversion of the Third Principal Component.

¹ Based on an exchange rate of A\$ 1: US\$ 0.8752, being exchange rate of the Reserve Bank of Australia for the day preceding the date the conversion notice was given.

(b) The price at which the securities were issued

The CDIs were issued at a deemed issue price of A\$0.046 per CDI, being the lower of:

- (i) the price at which the placement is conducted under the capital raise approved by shareholders of the Company pursuant to the notice of meeting dated on or about 30 June 2014; and
- (ii) the amount that is 90% of the daily VWAP of the Company's CDIs over the 10 trading days on ASX ending on the day immediately preceding the date the conversion notice is given.

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

(c) Terms of the securities

The CDIs issued rank equally with the existing quoted CDIs of the Company. The Company has applied to ASX for official quotation of the CDIs.

(d) Allottees of the securities

The CDIs were issued to Provident Minerals Pte Ltd and PT Saratoga Investama Sedaya Tbk. Provident Minerals Pte Ltd and PT Saratoga Investama Sedaya Tbk are not related parties of the Company.

(e) Use of funds raised

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

(f) Voting exclusion statement

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

2.4 Directors' recommendation

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

3. RESOLUTION 2 - RATIFICATION OF ISSUE OF CDIs – CONVERSION OF FACILITY FEE AND INTEREST COMPONENT UNDER PROVIDENT FACILITY AGREEMENT

3.1 Background

The purpose of Resolution 2 is for Shareholders to ratify the issue of a total of 12,315,767 CDIs issued on 3 October 2014, upon conversion of both the Facility Fee and Interest Component under the Provident Facility Agreement, which occurred on 3 October 2014.

The number of CDIs issued upon conversion of the Facility Fee and Interest Component was calculated by dividing the Australian dollar equivalent of the Facility Fee and Interest Component² as at 9 am on 30 September 2014 (being A\$566,525.26) by A\$0.046, being the lower of:

- (a) A\$0.08 (to the extent that the Facility Fee and Interest Component arise from the Initial Principal Component or the Second Principal Component) or the price at which the placement is conducted under the capital raise approved by shareholders of the Company pursuant to the notice of meeting dated on or about 30 June 2014 (to the extent that the Facility Fee and Interest Component arise from the Third Principal Component); and
- (b) the amount that is 90% of the daily VWAP of the Company's CDIs over the 10 trading days on ASX ending on the day immediately preceding the date the conversion notice was given.

If the price in (b) above was less than the A\$ equivalent of £0.01 on the conversion date, the amount of CDIs to be issued on conversion would be recalculated by dividing the conversion amount of the Facility Fee and Interest Component by the A\$ equivalent of £0.01.

3.2 ASX Listing Rules

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

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

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

² Based on an exchange rate of A\$ 1: US\$ 0.8752, being the exchange rate of the Reserve Bank of Australia for the day preceding the date the conversion notice was given.

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

The following information is provided in relation to the issue of CDIs under Resolution 2:

(a) Number of securities agreed to be issued

The Company seeks from Shareholders and CDI Holders approval for, and ratification of, the issue of 12,315,767 CDIs, issued on 3 October 2014 upon conversion of the Facility Fee and Interest Component.

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

The CDIs were issued at a deemed issue price of A\$0.046 per CDI, being the lower of:

- (i) A\$0.08 (to the extent that the Facility Fee and Interest Component arise from the Initial Principal Component or the Second Principal Component) or the price at which the placement is conducted under the capital raise approved by shareholders of the Company pursuant to the notice of meeting dated on or about 30 June 2014 (to the extent that the Facility Fee and Interest Component arise from the Third Principal Component); and
- (ii) the amount that is 90% of the daily VWAP of the Company's CDIs over the 10 trading days on ASX ending on the day immediately preceding the date the conversion notice is given.

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

(c) Terms of the securities

The CDIs issued rank equally with the existing quoted CDIs of the Company. The Company has applied to ASX for official quotation of the CDIs.

(d) Allottees of the securities

The CDIs were issued to Provident Minerals Pte Ltd and PT Saratoga Investama Sedaya Tbk. Provident Minerals Pte Ltd and PT Saratoga Investama Sedaya Tbk are not related parties of the Company.

(e) Use of funds raised

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

(f) Voting exclusion statement

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

3.4 Directors' recommendation

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

4. RESOLUTION 3 - APPROVAL FOR ISSUE OF WARRANTS

4.1 Background

The Company and its subsidiary PT Dwinad Nusa Sejahtera (**DNS**) expect to enter into a loan facility agreement (**Nomura Facility Agreement**) and a warrant deed (**Warrant Deed**) with Nomura and a group of financial institutions (**Lenders**) for a loan facility of up to USD 45,000,000 (to be advanced as a first tranche of USD 40,000,000 and a second tranche of USD 5,000,000), to develop the Project (**Nomura Facility**) and the issue of up to 250,597,351 Warrants (equivalent to approximately 30.23% of the issued capital of the Company as at the date of this Notice of Meeting) to an affiliate of Nomura, Nomura Special Investments Singapore Pte Ltd. The Company anticipates that the key terms of the Nomura Facility Agreement and the Warrant Deed including the conditions precedent attaching to each will be as set out in Schedule 1 and Schedule 2 of this Explanatory Statement, respectively. A summary of the terms of the Warrants is set out in Schedule 3 of this Explanatory Statement. The Company will pay a fee consisting of up to US\$292,500 cash and up to 6,083,485 in CDIs to Juniper Capital Partners Limited for services related to the financing.

Resolution 3 seeks Shareholder and CDI Holder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 250,597,351 Warrants subject to the terms and conditions detailed in Schedule 2 and Schedule 3 of this Notice of Meeting.

4.2 ASX Listing Rules

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

The issue and allotment of the Warrants exceeds the 15% limit and therefore Shareholder and CDI Holder approval is required for the purposes of ASX Listing Rule 7.1.

The effect of obtaining Shareholder and CDI Holder approval under Resolution 3 will be to allow the Company to issue up to 250,597,351 Warrants during the period of 3 months after the General Meeting (or such longer period, if permitted by ASX), without using the Company's 15% annual placement capacity.

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

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

(a) Maximum number of securities to be issued

The Company intends to issue up to a maximum of 250,597,351 Warrants.

(b) Date of issue and allotment

It is intended that issue will occur in two tranches.

The first tranche of up to 222,753,201 Warrants will be issued on the date the first advance is made under the Nomura Facility. The Warrants under this first tranche will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).

The second tranche of up to 27,844,150 Warrants will be issued on the date the second advance is made under the Nomura Facility. If the second tranche is not made within 3 months after the date of the Meeting:

- (i) the Company will seek an ASX waiver to allow the issue to occur after this date;
- (ii) the Company will reserve sufficient placement capacity to issue the second tranche under the Company's 15% annual placement capacity; or
- (iii) seek Shareholder and CDI Holder approval to issue the second tranche if the issue will otherwise breach the Company's 15% annual placement capacity.

(c) Issue price

The Warrants will be issued for no monetary consideration.

(d) Terms of the securities

The Warrants will be issued pursuant to the terms and conditions detailed in Schedule 3.

(e) Allottees of the securities

The Warrants will be issued to Nomura Special Investments Singapore Pte Ltd (or its nominee(s)), an unrelated party of the Company.

(f) Intended use of funds raised

No funds will be raised through issue of the Warrants.

(g) Voting exclusion statement

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

4.4 Directors' recommendation

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

5. RESOLUTION 4 - AUTHORITY TO ALLOT

5.1 Background

This Resolution gives the Directors the authority to allot (a) 250,597,351 Warrants, which will, on exercise represent approximately 30.23% of the issued ordinary share capital of the Company as at the date of this Notice of Meeting and (b) a general authority for £5,000,000 representing 500,000,000 Shares (which represents approximately 86.46% of the issued share capital as at the date of this Notice of Meeting).

The authority in (a) above is in connection with the issue of 250,597,351 Warrants the subject of Resolution 3. The authority in (b) above replaces the existing authority granted at the General Meeting held on 23 July 2014.

The authority sought under Resolution 4 will expire on the earlier of the date falling 15 months after the passing of this resolution and the conclusion of the annual general meeting of the Company to be held in 2015.

5.2 Directors' recommendation

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

6. RESOLUTION 5 – DISAPPLICATION OF PRE-EMPTION RIGHTS

6.1 Background

The Directors also require additional authority from Shareholders to allot (a) the 250,597,351 Warrants, and (b) to allot Shares with an aggregate nominal value of £5,000,000 representing 500,000,000 Shares, and otherwise than to existing Shareholders in proportion to their existing holdings.

Accordingly, Resolution 5 is proposed as a special resolution to grant such authority.

The authority in (a) above is in connection with the issue of 250,597,351 Warrants the subject of Resolution 3. The authority in (b) above replaces the existing authority granted at the General Meeting held on 23 July 2014.

The disapplication of pre-emption rights will therefore apply to the issue of (a) 250,597,351 Warrants which will, on exercise represent approximately 30.23% of the issued ordinary share capital of the Company as at the date of this Notice of Meeting and (b) equity securities representing 86.46% of the issued share capital as at the date of this Notice of Meeting.

The authority sought under Resolution 5 will expire at the conclusion of the annual general meeting of the Company to be held in 2015.

6.2 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

GLOSSARY

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

ASX	means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.
ASX Listing Rules	means the Listing Rules of ASX.
AUD or A\$	means Australian Dollars.
Board	means the board of Directors of the Company.
Business Days	means a day which banks are open for general banking business in Sydney Australia, other than a Saturday or a Sunday or public holiday and which is also a business day for the purposes of the ASX Listing Rules.
CDI	means CHESS Depository Interests representing beneficial interests over Shares.
CDI Holder	means the holder of a CDI.
CDI Voting Instruction Form	means the CDI voting instruction form accompanying this Notice.
Company	means Sumatra Copper & Gold plc Registered Number 5777015 (United Kingdom) ABN 14 136 694 267 (Australia).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
DNS	PT Dwinad Nusa Sejahtera, a 99.95% owned subsidiary of the Company.
Equity Securities	has the meaning given to that terms in the ASX Listing Rules.
Explanatory Statement	means the explanatory statement accompanying the Notice.
General Meeting or Meeting	means the meeting convened by the Notice.
Lenders	means an affiliate of Nomura and a group of financial institutions.
Nomura	means Nomura Singapore Limited.
Nomura Facility	means the loan facility expected to be provided by the Lenders of up to US\$ 45 million in accordance with the terms and conditions of the Nomura Facility Agreement.
Nomura Facility Agreement	means the agreement pursuant to which the Nomura Facility is expected to be made available between (amongst others) the Company, DNS and the Lenders, the terms and conditions of which are summarised in Schedule 1 of the Explanatory Statement.

Notice or Notice of Meeting	means this notice of meeting including the Explanatory Statement and the Proxy Form and the CDI Voting Instruction Form.
Provident	means Provident Minerals Pte Ltd.
Provident Facility	means the convertible loan facility provided by Provident and Saratoga of up to A\$6.1 million in accordance with the terms and conditions of the Provident Facility Agreement.
Provident Facility Agreement	means the convertible loan facility agreement between the Company, Provident and Saratoga, as varied by the deeds of variations dated 26 May, 3 July, 31 July and 12 September 2014 and as assigned by the deed of assignment dated 13 March 2014, for the provision by Provident and Saratoga of an unsecured debt facility of up to US\$6.1 million.
Proxy Form	means the proxy form accompanying this Notice.
Resolution	means a resolution contained in the Notice.
Saratoga	means PT Saratoga Investama Sedaya Tbk.
Share	means a fully paid ordinary share in the capital of the Company (including a CDI).
Shareholder	means the holder of a Share.
USD or US\$	means United States Dollars.
VWAP	means the volume weighted average market price.
Warrant	means a warrant issued pursuant to the terms and conditions summarised in Schedule 3 of the Explanatory Statement.
Warrant Deed	means the warrant deed between the Company and an affiliate of Nomura, Nomura Special Investments Singapore Pte Ltd, the terms and conditions of which are summarised in Schedule 2 of the Explanatory Statement.

SCHEDULE 1

KEY TERMS OF NOMURA FACILITY AGREEMENT

- (a) **Lenders:** Nomura and a group of financial or other institutions.
- (b) **Borrower:** DNS, a 99.95% owned subsidiary of the Company.
- (c) **Principal Amount:** USD 45,000,000 to be drawn down in two advances, to be advanced as a first tranche of USD 40,000,000 (**First Tranche**) and a second tranche of USD 5,000,000 (**Second Tranche**).
- (d) **Warrants:** The Company has agreed to issue the Warrants to the Lenders (or such persons as they may nominate) in consideration for the Lenders agreeing to provide the Nomura Facility. A summary of the terms of the Warrants is set out in Schedule 3.
- (e) **Drawdown:** The First Tranche is to be drawn down within 30 days of execution of the Nomura Facility Agreement.
- (f) **Conditions precedent to First Tranche:** Drawdown of the First Tranche is subject to a number of conditions precedent, including the following:
 - (i) satisfactory completion of all business, legal, regulatory and financial due diligence by the Lenders;
 - (ii) all third party, shareholder, board or regulatory approvals and consents required for the transaction in accordance with applicable law being obtained; and
 - (iii) execution of formal agreements.
- (g) **Conditions precedent to Second Tranche:** Drawdown of the Second Tranche is subject to a number of conditions precedent, including the following:
 - (i) the Company carrying out an equity raise within 6 months of drawdown of the First Tranche;
 - (ii) the gold price exceeding USD 1125 per ounce; and
 - (iii) technical completion of the process plant in respect of the Tembang Gold-Silver Project.
- (h) **Use of funds:** Payment of transaction expenses, funding certain interest payments payable on the Nomura Facility and funding capital expenditure and the working capital needs of the Company and its subsidiaries.
- (i) **Interest:** 7.5% per annum until the end of the sixth quarter after drawdown, and 10% per annum thereafter.

Upon any prepayment or repayment of the loan (whether in whole or in part and including upon the Maturity Date (as defined below) an additional amount will also be payable by DNS (in addition to the principal amount provided by the Lenders at the relevant time), which, after taking account of any interest payments (other than default interest) made, will result in the Lenders receiving an amount equal to 15% per annum on their participations in the Loan.

Interest will be paid quarterly in arrears.

(j) **Default interest:** Default interest shall be payable on late payments at 3% per annum above the interest rate.

(k) **Repayment:** All amounts outstanding on the Nomura Facility (including accrued and unpaid interest) must be repaid in full 3 years from the date the Nomura Facility is drawn down (**Maturity Date**).

85% of any excess cashflow of DNS is required to be applied in mandatory prepayment of the Nomura Facility.

(l) **Early Repayment:** The Nomura Facility may be repaid prior to the Maturity Date in whole or in part (subject to a minimum prepayment of USD 10,000,000 and multiples of USD 5,000,000 thereof), with no less than 15 Business Days prior written notice.

Mandatory early repayment is also required in certain specified circumstances.

(m) **Hedging:** DNS shall be required to hedge its exposure to gold and silver production.

(n) **Guarantee:** The Company and all of its subsidiaries, other than DNS are the guarantors and they each guarantee DNS' obligations under the Nomura Facility.

(o) **Security:** The Nomura Facility will be secured against a number of assets, including the shares held by the Company in the Borrower.

Subject to certain exceptions to be agreed, all other loans or advances made to DNS, the Company and its subsidiaries will be subordinated to the interests of the Lenders until all payment obligations under the Nomura Facility Agreement have been fully repaid.

SCHEDULE 2

KEY TERMS OF THE WARRANT DEED

- (a) **Grant:** The Company agrees to grant an aggregate total of 250,597,351 Warrants, (equivalent to approximately 30.23% of the issued capital of the Company as at the date of this Notice of Meeting) in aggregate to Nomura Special Investments Singapore Pte Ltd. The Warrants will be issued in two tranches:
- (i) the first tranche of up to 222,753,201 Warrants will be issued on the day on which the last of the conditions precedent (set out below in paragraph (b)), is satisfied; and
 - (ii) the second tranche of up to 27,844,150 Warrants will be issued on the day that the second tranche of the Nomura Facility (being USD 5,000,000) is advanced to the Company.
- (b) **Conditions precedent:** The issue of the first tranche of Warrants is conditional on satisfaction of the following conditions precedent:
- (i) Shareholder approval being obtained for the purposes of ASX Listing Rule 7.1; and
 - (ii) provision of the first tranche of the Nomura Facility (being USD 40,000,000) to the Company.

The issue of the second tranche of Warrants is conditional on the provision of the second tranche of the Nomura Facility to the Company (being USD 5,000,000).

- (c) **Terms of Warrants:** A summary of the terms of the Warrants is set out in Schedule 3 of this Explanatory Statement.
- (d) **Representations and warranties by the Company:** The Company provides representations and warranties customary for a transaction of this nature.
- (e) **Representations and warranties by the Warrant holders:** Each of the Warrant holders provides representations and warranties that as at the date of execution of the Warrant Deed, they are sophisticated or professional investors under section 708(8) or 708(11) of the Corporations Act and are not a related part of the Company.
- (f) **Undertaking:** The Company undertakes to each Warrant holder that it and each of its subsidiaries will not take any action that results in the Company or any of its subsidiaries becoming subject to the City Code on Takeovers and Mergers (UK) while any Warrant is outstanding.
- (g) **Future equity issues:** To the maximum extent permitted by the ASX Listing Rules and the ASX, if the Company issues any new CDIs or Shares at a price which is less than A\$0.057 (other than in certain specified circumstances) (**New Issuance**), then the Company must also issue to the Warrant Holders within 5 Business Days of the New Issuance, additional Warrants calculated as follows:

$$A = (B / C) \times D$$

where:

- (i) A = the number of additional Warrants to be issued to the Warrant holder (**Additional Warrants**)
- (ii) B = the number of new Shares issued with respect to the New Issuance

- (iii) C = the number of Shares on issue in the Company on an expanded capital basis upon completion of the New Issuance
- (iv) D = the number of unexercised Warrants held by the Warrant holder on the date new CDIs or Shares are issued with respect to the New Issuance
- (h) **Exercise price of Additional Warrants:** Where the issue price of the new CDIs or Shares issued under a New Issuance (**New Issuance Price**) is a cash amount, the Additional Warrants must have an exercise price equal to the New Issuance Price. If the New Issuance is for a non-cash subscription price, then the exercise price of any Additional Warrants will be an equivalent cash amount to the non-cash subscription price, as determined by an independent valuer.
- (i) **Restrictions on entitlement to additional Warrants:** The Company will take all reasonable steps as soon as practicable after the date of the Warrant Deed to procure from the ASX a waiver from the ASX Listing Rules to ensure the Warrant Holders are able to enforce their adjustment rights (summarised above in paragraphs (g) and (h)), or written confirmation that no such waiver is required. If the Company is unable to obtain the waiver or written confirmation (as applicable), the Company covenants to the Warrant holders that from the date of the Warrant Deed to the Expiry Date of the Warrants, it will not issue any CDIs, Shares or other securities other than in certain specified circumstances, including:
 - (i) as a result of the exercise or conversion (as applicable) of any performance rights and/or options on issue in the capital of the Company as at the date of the Warrant Deed;
 - (ii) pursuant to a compensation or incentive scheme of the Company established before the execution of the Warrant Deed save that, in the case of a compensation or incentive scheme established by the Company after the date of this document, the number of CDIs and underlying Shares or other securities in the Company issued under that compensation or incentive scheme must not exceed 4% of the fully diluted capital of the Company calculated as at the time of establishment of that compensation or incentive scheme;
 - (iii) an issue of up to 7,560,270 CDIs and underlying Shares or other securities in lieu of corporate fees in connection with the Warrant Deed and/or the Facility Agreement;
 - (iv) at a price equal to or greater than A\$0.057 (or in the case of an issue of securities in the Company which are options, where the equivalent exercise price per CDI or underlying share in the Issuer is a price equal to or greater than A\$0.057); made with the prior written consent of the Warrant holders which hold an aggregate number of Warrants equivalent to more than 66⅔% of the total number of Warrants, which consent is not to be unreasonably withheld or delayed if the Warrant holders are compensated for the dilutive effect of any such issue; or
 - (v) an issue of CDIs and underlying Shares in the Company pursuant to a bonus issue.

SCHEDULE 3

TERMS OF WARRANTS

- (a) **Expiry Date:** The Warrants will expire 3 years after the date on which the Nomura Facility is advanced (**Expiry Date**).
- (b) **Exercise Price:** A\$0.057 per Warrant.
- (c) **Exercise:** A Warrant holder may exercise some or all of the Warrants until the Expiry Date, by paying the Exercise Price and forwarding an exercise notice and certificates for the Warrants to be exercised, to the Company.
- (d) **Expiry:** On the Expiry Date, the Warrant holder will be entitled to payment by the Company of an amount calculated as follows:

$$A = (D / B) \times C$$

where

- (i) A = the USD amount payable by the Company to the Warrant holder
- (ii) B = the total number of Warrants issued by the Company
- (iii) C = the number of unexercised Warrants held by the Warrant holder as at the Expiry Date
- (iv) D = USD 3,600,000 (if only the first tranche of Warrants are issued), or USD 4,050,000 (if both the first and second tranches of the Warrants are issued)

Alternatively, the Company may instead elect (at its sole discretion), subject to the ASX Listing Rules and ASX to pay the amount calculated above, by the issue of CDIs calculated as follows:

$$N = A / D$$

where

- (i) N = the number of CDIs to which the Warrant holder is entitled to
- (ii) A = the amount payable by the Company to the Warrant holder, calculated in accordance with the first formula above
- (iii) D = the arithmetic mean of the Daily Adjusted VWAP of CDIs in the 10 Trading Days prior to the Expiry Date, in circumstances where:
 - (A) *Daily Adjusted VWAP* means the VWAP of CDIs for a particular trading day multiplied by 90% and converted from AUD into USD at the Prevailing Rate.
 - (B) *Prevailing Rate* means in respect of any day, the spot rate of exchange between AUD and USD prevailing as at or about 12 pm (Sydney time) on that date as appearing on the Relevant Page or if such rate cannot be determined on that day, the rate prevailing as at or about 12 pm (Sydney time) on the immediately preceding day on which such rate can be so determined.
 - (C) *Relevant Page* means the relevant page on Bloomberg or such other information service provider that displays the relevant information.

The expiry provisions (set out above in paragraph (d)) will cease to apply if during the period from the date the Warrants are granted until the Expiry Date, the weekly VWAP of CDIs exceeds A\$0.125 continuously over a 13 week period. Any trades between Warrant holders and their associates are excluded from the calculation of the weekly VWAP of CDIs.

- (e) **Transfer:** The Warrants are freely transferable, provided the Warrants are transferred:
- (i) to a person who is a sophisticated or professional investor under section 708(8) or section 708(11) of the Corporations Act; and
 - (ii) in parcels of at least 1,000 Warrants, unless the holder holds less than 1,000 Warrants.
- (f) **Quotation:** Upon exercise or expiry of the Warrants and receipt of all relevant documents and payment, the Company will issue and allot one underlying Share and procure the issue and allotment of one CDI to be granted official quotation. The Company will take all reasonable steps to ensure those CDIs are freely transferable. The CDIs and underlying Shares issued will rank equally with the existing quoted CDIs and underlying Shares of the Company.
- (g) **Participation in new issues:** A Warrant does not entitle its holder to participate in new issues of CDIs unless the holder exercises the Warrant and becomes a registered holder of a CDI prior to the record date for the new issue. The Company will give the Warrant holder 6 Business Days notice prior to the record date for the new issue.
- (h) **Pro rata issues:** The Warrants will not be adjusted in the event the Company carries out a pro rata issue of CDIs or ordinary shares which is not a bonus issue, provided that if the subscription price on a pro rata issue of CDIs or Shares is equal to or greater than the Exercise Price, the Exercise Price reduces according to the formula in ASX Listing Rule 6.22 (or any successor ASX Listing Rule applicable to options).
- (i) **Bonus issue:** If there is a bonus issue of CDIs or Shares in the Company, the number of CDIs over which a Warrant can be exercised increases by the number of CDIs which the Warrant holder would have received if the Warrant had been exercised before the record date for the bonus issue.
- (j) **Reorganisation of capital:** If the issued capital of the Company is reorganised, the rights of the Warrant holder must be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

Subject to this requirement:

- (i) in a consolidation of capital - the number of Warrants must be consolidated in the same ratio as the ordinary capital and the Exercise Price must be amended in inverse proportion to that ratio;
- (ii) in a subdivision of capital - the number of Warrants must be sub-divided in the same ratio as the ordinary capital and the Exercise Price must be amended in inverse proportion to that ratio;
- (iii) in a return of capital - the number of Warrants must remain the same, and the Exercise Price of each Warrant must be reduced by the same amount as the amount returned in relation to each ordinary security;
- (iv) in a reduction of capital by cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled - the number of Warrants and the Exercise Price of each Warrant must remain unaltered;

- (v) in a pro rata cancellation of capital - the number of Warrants must be reduced in the same ratio as the ordinary capital and Exercise Price of each Warrant must be amended in inverse proportion to that ratio; and
- (vi) in any other case - the number of Warrants or the Exercise Price, or both, must be reorganised so that the Warrant holder will not receive a benefit that holders of CDIs do not receive.



Sumatra Copper & Gold plc

Registered number 5777015 (England and Wales)
ABN 14 136 694 267 (Australia)

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

For your vote to be effective, this form must be received by the Company by no later than
10.30am (WST) on Saturday, 25 October 2014.

I/We

of:

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

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the General Meeting to be held at 10.30am, on Monday, 27 October 2014 at the offices of Sumatra Copper & Gold plc, Level 1, 5 Ord Street, West Perth 6005, Western Australia, and at any adjournment thereof.

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

Voting on business of the Meeting	FOR	AGAINST	ABSTAIN
Resolution 1 Ratification of issue of CDIs – Conversion of Third Principal Component under Provident Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of issue of CDIs – Conversion of Facility Fee and Interest Component under Provident Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval for issue of Warrants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Authority to allot	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail: YES NO

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):** The proxy form must be signed personally by the Shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with its constitution or its duly authorised attorney. In the case of joint Shareholders, this proxy must be signed by each of the joint Shareholders, personally or by a duly authorised attorney.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001; or
 - (b) facsimile Inside Australia to 1800 783 447 outside Australia +61 3 9473 2555; or
 - (c) hand deliver to Computershare Investor Services Pty Limited, Level 2, 45 St Georges Terrace, Perth WA 6000; or
 - (d) post to 39 Parkside, Cambridge CB1 1PN United Kingdom.

Please note that the Proxy Forms must be received by the Company an address given below not later than 10.30am (WST) on Saturday, 25 October 2014 being not later than 48 hours before the commencement of the General Meeting.

Proxy Forms received later than this time will be invalid.



COPPER & GOLD

Sumatra Copper & Gold plc

ABN 14 136 694 267



┌ 000001 000 SUM
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

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

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

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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

CDI Voting Instruction Form

For your vote to be effective it must be received by 10.30am (WST) Friday, 24 October 2014

How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one Share, so that every 1 (one) CDI registered in your name at 24 October 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 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 Monday, 27 October 2014 at 10.30am (WST) and at any adjournment or postponement of that meeting.

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

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHESSE Depository Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of Issue of CDIs - Conversion of Third Principal Component under Provident Facility Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Issue of CDIs - Conversion of Facility Fee and Interest Component under Provident Facility Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for Issue of Warrants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Authority to allot	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	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 / /

SUM

190641A

Computershare