

Appendix 3B

Sumatra Copper & Gold plc (“Sumatra” or “the Company”) announced on 31 January 2018 that it had entered into a Controlled Placement Agreement (CPA) with Acuity Capital. The CPA provides Sumatra with up to A\$3 million of standby equity capital over the coming 29 month period.

The Company may elect to use the CPA at any time over this period to help fund plans to extend mine life and develop new deposits. The Company retains full control over the timing, price and number of CDIs and underlying fully paid ordinary shares placed and whether or not to utilise the CPA. There is no requirement to utilise the CPA and the Company may terminate the CPA at any time, without cost or penalty. If the Company elects to use the CPA, the Company will set a floor price (at its sole discretion) and the final issue price will be calculated as the greater of the floor price set by the Company and a 10% discount to a Volume Weighted Average Price (VWAP) over a period of the Company’s choosing.

As collateral for the CPA, the Company issued 165 million CDIs and underlying fully paid ordinary shares under its ASX Listing Rule 7.1 capacity at nil consideration on 19 February 2018 to Acuity Capital (Collateral Shares) but may, at any time, cancel the CPA and buy back the Collateral Shares for nil consideration (subject to relevant statutory approvals).

A further 1,764,706 CDIs and underlying fully paid ordinary shares were issued on 19 February 2018 at a deemed issue price of A\$0.017 per CDI in settlement of the costs incurred by Acuity Capital in relation to the set-up of the CPA.

108,579,256 Performance Rights were also issued on 19 February 2018 including 33,000,000 to the CEO (as announced on 9 January 2018) and the remainder to other senior staff pursuant to the terms and conditions of the Company’s Incentive Plan as approved by shareholders on 29 May 2015.

An Appendix 3B is attached to this announcement.

For further information please contact:

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About Sumatra Copper & Gold plc

Sumatra Copper & Gold plc (ASX: SUM) is a gold and silver producer and precious metals explorer in southern Sumatra, Indonesia. The Company’s flagship asset is its Tembang gold-silver mine, currently in production. The Company also has an extensive exploration portfolio with projects ranging from brownfield, near-production opportunities to strategically located greenfield holdings.

Directors

Jocelyn Waller
Non-Executive Chairman

Gavin Caudle
Non-Executive Director

Andy Robb
Non-Executive Director

Rob Gregory
Chief Executive Officer

David Fowler
Non-Executive Director

Adi Sjoekri
Executive Director

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Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Sumatra Copper & Gold plc

ABN

14 136 694 267

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | 1. CHESSE Depository Interests (CDIs) and underlying fully paid ordinary shares. 2. Performance Rights. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 166,764,706 CDIs and underlying fully paid ordinary shares. 2. 108,579,256 Performance Rights. |

+ See chapter 19 for defined terms.

| | |
|---|---|
| <p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p> | <p>1. CHESS Depository Interests (CDIs) each representing a beneficial interest in a Fully Paid Ordinary Share.</p> <p>2. Performance Rights issued under the Company's Incentive Plan approved by shareholders at the AGM held on 29 May 2015. For full terms and conditions and a summary of the terms and conditions of the Incentive Plan, please refer to the Notice of Annual General Meeting lodged on ASX on 16 April 2015.</p> |
| <p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | <p>1. Yes - CHESS Depository Interests (CDIs). Underlying Fully Paid Ordinary Shares are not quoted.</p> <p>2. No - the performance rights are a new class of unquoted security. Following issue of any CDIs in accordance with the terms of the Performance Rights and the rules of the Incentive plan, the CDIs will rank equally with existing quoted CDIs on issue.</p> |
| <p>5 Issue price or consideration</p> | <p>1. 165,000,000 CDIs were issued for nil consideration and 1,764,706 CDIs were issued at A\$0.017 per CDI.</p> <p>2. Issued pursuant to terms and conditions of the Company's Incentive Plan as approved by shareholders on 29 May 2015.</p> |

| | | |
|----|---|--|
| 6 | Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets) | <p>1. Issue of a total of 165,000,000 CDIs pursuant to the Controlled Placement Agreement (“CPA”) with Acuity Capital as announced on 31 January 2018. The CPA provides the Company with up to A\$3 million of standby equity capital over the coming 29 month period. Issue of a further 1,764,706 CDIs at A\$0.017 per CDI in settlement of the costs incurred by Acuity Capital in relation to the set up of the CPA.</p> <p>2. Issue of performance rights to the CEO (as announced on 9 January 2018) and senior staff pursuant to the terms and conditions of the Company’s Incentive Plan as approved by shareholders on 29 May 2015.</p> |
| 6a | Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i | No. |
| 6b | The date the security holder resolution under rule 7.1A was passed | N/A. |
| 6c | Number of +securities issued without security holder approval under rule 7.1 | N/A. |
| 6d | Number of +securities issued with security holder approval under rule 7.1A | N/A. |
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) | N/A. |
| 6f | Number of +securities issued under an exception in rule 7.2 | N/A. |

+ See chapter 19 for defined terms.

6g If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.

N/A.

6h If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements

N/A.

6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements

Listing Rule 7.1 – 377,654,483.
Listing Rule 7.1A – N/A.

7 +Issue dates
Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.
Cross reference: item 33 of Appendix 3B.

19 February 2018.

8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)

| Number | +Class |
|---------------|---|
| 3,796,225,969 | CHESS Depository Interests (CDIs) |
| Number | +Class |
| 3,796,225,969 | Fully paid ordinary shares (underlying 3,796,225,969 CDIs). |
| 108,579,256 | Performance Rights. |

Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

N/A

Part 2 - Pro rata issue

| | | |
|----|--|-----|
| 11 | Is security holder approval required? | N/A |
| 12 | Is the issue renounceable or non-renounceable? | |
| 13 | Ratio in which the +securities will be offered | |
| 14 | +Class of +securities to which the offer relates | |
| 15 | +Record date to determine entitlements | |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 | Policy for deciding entitlements in relation to fractions | |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small> | |
| 19 | Closing date for receipt of acceptances or renunciations | |
| 20 | Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 22 | Names of any brokers to the issue | |
| 23 | Fee or commission payable to the broker to the issue | |

+ See chapter 19 for defined terms.

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- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders
- 25 If the issue is contingent on security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and offer documents will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

Part 3 - quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)

(a) +Securities described in Part 1 (Only CDIs to be quoted).

(b) All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

+ See chapter 19 for defined terms.

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

| Number | +Class |
|--------|--------|
| | |

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: 
 (Company secretary)

Date: 21 February 2018

Print name: SUSAN HUNTER

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

| Rule 7.1 – Issues exceeding 15% of capital | |
|---|---|
| Step 1: Calculate “A”, the base figure from which the placement capacity is calculated | |
| Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue | 1,271,949,083 |
| <p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> | <p>6/3/17 – 10,478,237 CDIs (exception 15).</p> <p>6/3/17 – 2,608,695 CDIs (approved 31 May 2017).</p> <p>7/7/17 - 656,857,593 CDIs (approved 31 May 2017).</p> <p>5/12/17 – 1,687,567,655 CDIs (approved 31 May 2017).</p> |
| Subtract the number of fully paid +ordinary securities cancelled during that 12 month period | - |
| “A” | 3,629,461,263 |

| | |
|---|---|
| Step 2: Calculate 15% of “A” | |
| “B” | 0.15 <i>[Note: this value cannot be changed]</i> |
| Multiply “A” by 0.15 | 544,419,189 |
| Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used | |
| <p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> | 19/2/18 - 166,764,706 CDIs. |
| “C” | 166,764,706 |
| Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1 | |
| “A” x 0.15 <i>Note: number must be same as shown in Step 2</i> | 544,419,189 |
| Subtract “C” <i>Note: number must be same as shown in Step 3</i> | 166,764,706 |
| Total [“A” x 0.15] – “C” | 377,654,483 <i>[Note: this is the remaining placement capacity under rule 7.1]</i> |

+ See chapter 19 for defined terms.

Part 2

| Rule 7.1A – Additional placement capacity for eligible entities | |
|--|---|
| Step 1: Calculate “A”, the base figure from which the placement capacity is calculated | |
| “A” <i>Note: number must be same as shown in Step 1 of Part 1</i> | N/A |
| Step 2: Calculate 10% of “A” | |
| “D” | 0.10 <i>Note: this value cannot be changed</i> |
| Multiply “A” by 0.10 | |
| Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used | |
| Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> | - |
| “E” | - |

| | |
|--|---|
| Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A | |
| “A” x 0.10 <i>Note: number must be same as shown in Step 2</i> | |
| Subtract “E” <i>Note: number must be same as shown in Step 3</i> | |
| Total [“A” x 0.10] – “E” | <i>Note: this is the remaining placement capacity under rule 7.1A</i> |

+ See chapter 19 for defined terms.