

SUMATRA COPPER & GOLD PLC
ABN 14 136 694 267
(Company)

CORPORATE GOVERNANCE PLAN

Reviewed and adopted by the Board on 6 April 2018.

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SCHEDULE 1 – BOARD CHARTER

In carrying out the responsibilities and powers set out in this Charter, the Board:

- (a) recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of its shareholders; and
- (b) recognises its duties and responsibilities to all stakeholders including its employees, governments, customers and the community.

1. THE SPECIFIC RESPONSIBILITIES OF THE BOARD

In addition to matters it is expressly required by law to approve, the Board has the following specific responsibilities:

- (a) appointment of the Chief Executive Officer/Managing Director and approval of the appointment of senior executives that report to the CEO and the determination of their terms and conditions including remuneration and termination;
- (b) approve the strategic plan and life of mine plan for of the Company,
- (c) driving the strategic direction of the Company, ensuring appropriate resources are available to meet objectives and monitoring management's performance;
- (d) reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- (e) monitor the Company's operating and financial performance and confirm that appropriate resources are available to meet objectives,
- (f) evaluate executive management's performance;
- (g) approve risk management systems, monitor risks and internal compliance and control, codes of conduct and legal compliance;
- (h) approve annual budgets and re-forecasts and monitoring the Company's operating and financial performance against that budget;
- (i) approving the annual, half yearly and quarterly accounts;
- (j) approving significant changes to the organisational structure;
- (k) approving the issue of any shares, options, equity instruments, debt or other securities in the Company (subject to compliance with ASX Listing Rules);
- (l) procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively;
- (m) approving the Company's remuneration framework;
- (n) approve dividend payments;

- (o) approve changes in strategic alliances and material acquisitions and disposals;
- (p) approve the appointment of new Directors;
- (q) ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making;
- (r) recommending to shareholders the appointment of the external auditor as and when an appointment or re-appointment is required to be approved by shareholders (in accordance with the ASX Listing Rules);
- (s) receive recommendations from Board sub-committees and approve or amend such recommendations; and
- (t) to review any health, safety and environment matters that may arise from the Company's activities which affect, or may affect, the Company's employees, contractors, visitors and the community.

2. COMPOSITION OF THE BOARD

- (a) The composition of the Board is to be reviewed regularly against the Company's board skills matrix to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.
- (b) In appointing new members to the Board, consideration is given to the ability of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.
- (c) Where practical, the majority of the Board is comprised of non-executive Directors. Where practical, at least 50% of the Board will be independent. An independent Director is one who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the entity and its security holders generally.. Independent Directors should meet the definition that constitutes independence as set out in the ASX Corporate Governance Council Principles and Recommendations as set out in Annexure A.
- (d) Directors must disclose their interests, positions, associations or relationships. The independence of the Directors should be regularly assessed by the Board in light of the interests disclosed by them.
- (i) The Board must disclose the independence of each Director as determined by the Board.
- (e) Directors are expected to bring their independent views and judgement to the Board and must declare immediately to the Board any potential or active conflicts of interest.
- (f) Directors must declare immediately to the Board, and the Board will determine whether to declare to the market, any loss of independence.

- (g) No member of the Board may serve for more than three years or past the third annual general meeting following his or her appointment, whichever is the longer, without being re-elected by the shareholders.
- (i) The Board must disclose the length of service of each Director.
- (h) Prior to the Board proposing re-election of non-executive Directors, their performance will be evaluated by the Remuneration and Nomination Committee to ensure that they continue to contribute effectively to the Board.
- (i) The Board should comprise Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.

3. THE ROLE OF THE CHAIRMAN

- (a) Where practical, the Chairman should be a non-executive Director. If a Chairman ceases to be an independent Director then the Board will consider appointing a lead independent Director.
- (b) Where practical, the Managing Director/Chief Executive Officer should not be the Chairman of the Company during his term as Managing Director/Chief Executive Officer or in the future.
- (c) The Chairman must be able to commit the time to discharge the role effectively.
- (d) The Chairman is responsible for the leadership of the Board, ensuring it is effective, setting the agenda of the Board, conducting the Board meetings and conducting the shareholder meetings.
- (e) The Chairman should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and management.
- (f) In the event that the Chairman is absent from a meeting of the Board then the Board shall appoint a Chairman for that meeting.
- (g) Meet at least once per year with major shareholders, financiers and stakeholders.

4. BOARD COMMITTEES

- (a) Once the Board is of a sufficient size and structure, and the Company's operations are of a sufficient magnitude, to assist the Board in fulfilling its duties, the Board may establish the following committees, each with written terms of reference:
 - (i) Audit and Risk Committee; and
 - (ii) Remuneration and Nomination Committee.
- (b) The charter of the Committees is approved by the Board and reviewed following any applicable regulatory changes.

- (c) The Board will ensure that the Committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.
- (d) Members of Committees are appointed by the Board. The Board may appoint additional Directors to Committees or remove and replace members of Committees by resolution.
- (e) The Board must disclose the members and Chairman of each Committee.
- (f) The Board must disclose, in relation to each reporting period relevant to a Committee, the number of time each Committee met throughout the period and the individual attendances of the members at those Committee meetings.
- (g) The minutes of each Committee meeting shall be provided to the Board at the next occasion the Board meets following approval of the minutes of such Committee meeting.
- (h) Where the Board does not consider that the Company will gain any benefit from a particular separate committee, the full Board will carry out the duties that would ordinarily be assigned to that committee under the written terms of reference for that committee.

5. BOARD MEETINGS

- (a) The Directors may determine the quorum necessary for the transaction of business at a meeting, however, until otherwise determined, there must be two Directors present at a meeting to constitute a quorum.
- (b) The Board will schedule formal Board meetings at least quarterly and hold additional meetings, including by telephone, as may be required.
- (c) Non-executive Directors may confer at scheduled times without management being present.
- (d) The minutes of each Board meeting shall be prepared by the Company Secretary, approved by the Chairman and circulated to Directors after each meeting.
- (e) The Company Secretary shall distribute supporting papers for each meeting of the Board as far in advance as practicable.
- (f) Minutes of meetings must be approved at the next Board meeting.
- (g) Further details regarding board meetings are set out the Company's Constitution.

6. THE COMPANY SECRETARY

- (a) When requested by the Board, the Company Secretary will facilitate the flow of information of the Board, between the Board and its Committee and between senior executives and non-executive Directors.
- (b) The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

- (c) The Company Secretary is to facilitate the induction and professional development of Directors.
- (d) The Company Secretary is to facilitate the implementation of Board policies and procedures.
- (e) The Company Secretary is to provide advice to the Board, on corporate governance matters, the application of the Company's Constitution, the ASX Listing Rules and applicable other laws.
- (f) All Directors have access to the advice and services provided by the Company Secretary.
- (g) The Board has the responsibility for the appointment and removal of the Company Secretary.

7. ACCESS TO ADVICE

- (a) All Directors have unrestricted access to company records and information except where the Board determines that such access would be adverse to the Company's interests.
- (b) All Directors may consult management and employees as required to enable them to discharge their duties as Directors.
- (c) The Board, Board Committees or individual Directors may seek independent external professional advice as considered necessary at the expense of the Company, subject to prior consultation with the Chairman. A copy of any such advice received is to be made available to all members of the Board.

8. THE BOARD'S RELATIONSHIP WITH MANAGEMENT

- (a) The role of management is to support the Chief Executive Officer/Managing Director and implement the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board.
- (b) The Board shall delegate responsibility for the day-to-day operations and administration of the Company to the Chief Executive Officer/Managing Director.
- (c) In addition to formal reporting structures, members of the Board are encouraged to have direct communications with management and other employees within the Group to facilitate the carrying out of their duties as Directors.

9. PERFORMANCE REVIEW

The Remuneration and Nomination Committee shall conduct an annual performance review of the Board that:

- (a) compares the performance of the Board with the requirements of its Charter;
- (b) critically reviews the mix of the Board; and

- (c) suggests any amendments to the Charter as are deemed necessary or appropriate.

10. DISCLOSURE POLICY

The Board should ensure that the Company has in place effective disclosure policies and procedures so that shareholders and the financial market are fully informed to the extent required by the applicable disclosure rules and legislation on matters that may influence the share price of the Company or its listed debt securities.

SCHEDULE 2 – CORPORATE CODE OF CONDUCT

1. PURPOSE

The purpose of this Corporate Code of Conduct is to provide a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all Directors, employees, clients and stakeholders. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees.

The Company has an Anti-Corruption and Bribery Policy which sets out specific requirements in support of this code of conduct and the company's legal obligations under relevant laws in the countries in which it operates.

2. ACCOUNTABILITIES

2.1 Managers and Supervisors

Managers (including Directors) and supervisors are responsible and accountable for:

- (a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;
- (b) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and
- (c) ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct.

2.2 Employees

All employees are responsible for:

- (a) undertaking their duties in a manner that is consistent with the provisions of the Code of Conduct;
- (b) reporting suspected corrupt conduct in accordance with the company's Anti-Corruption and Bribery Policies.; and
- (c) reporting any departure from the Code of Conduct by themselves or others.

3. PERSONAL AND PROFESSIONAL BEHAVIOUR

When carrying out your duties, you should:

- (a) behave honestly and with integrity and report other employees who are behaving dishonestly;
- (b) carry out your work with integrity and to a high standard delivering high quality outputs, products, documentation and records;
- (c) operate within the law at all times;

- (d) act in the best interests of the Company;
- (e) follow the policies of the Company; and
- (f) act in an appropriate business-like manner when representing the Company in public forums.

4. CONFLICT OF INTEREST

Potential for conflict of interest arises when it is likely that you could be influenced, or it could be perceived that you are influenced by a personal interest when carrying out your duties. Conflicts of interest that lead to biased decision making may constitute corrupt conduct.

- (a) Some situations that may give rise to a conflict of interest include situations where you have:
 - (i) financial interests in a matter the Company deals with or you are aware that your friends or relatives have a financial interest in the matter;
 - (ii) directorships/management of outside organisations;
 - (iii) membership of boards of outside organisations;
 - (iv) personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
 - (v) secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Company;
 - (vi) access to information that can be used for personal gain; and
 - (vii) offer of an inducement.
- (b) You may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict from arising that could compromise your ability to perform your duties impartially. You must report any potential or actual conflicts of interest to your manager.
- (c) If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist.
- (d) You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your manager.

5. PUBLIC AND MEDIA COMMENT

- (a) Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.
- (b) Employees and Directors must not make official comment on matters relating to the Company unless they are:

- (i) authorised to do so by the Chairman or Managing Director/Chief Executive Officer; or
 - (ii) giving evidence in court; or
 - (iii) otherwise authorised or required to by law.
- (c) Employees must not release unpublished or privileged information unless they have the authority to do so from the Managing Director/Chief Executive Officer.
- (d) The Chairman must not release unpublished or privileged information unless he or she has the authority to do so from the Board.

6. USE OF COMPANY RESOURCES

Requests to use Company resources outside core business time should be referred to the responsible General Manager/Executive for approval.

If employees are authorised to use Company resources outside core business times they must take responsibility for maintaining, replacing, and safeguarding the property and following any special directions or conditions that apply.

Employees using Company resources **without** obtaining prior approval could face disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

7. SECURITY OF INFORMATION

Employees are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended. Employees must ensure that confidential information is only disclosed or discussed with people who are authorised to have access to it. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons, and may incur disciplinary action.

8. INTELLECTUAL PROPERTY/COPYRIGHT

Intellectual property includes the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names and designations, and inventions and is valuable to the Company.

The Company is the owner of intellectual property created by employees in the course of their employment unless a specific prior agreement has been made. Employees must obtain written permission to use any such intellectual property from the Company Secretary/Group Legal Counsel before making any use of that property for purposes other than as required in their role as employee.

9. DISCRIMINATION AND HARASSMENT

Employees must not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of sex, pregnancy, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), physical or intellectual impairment, homosexuality or transgender.

Such harassment or discrimination may constitute an offence under legislation. Managers should understand and apply the principles of Equal Employment Opportunity.

10. CORRUPT CONDUCT

Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms including, but not limited to:

- (a) official misconduct;
- (b) bribery and blackmail;
- (c) unauthorised use of confidential information;
- (d) fraud; and
- (e) theft.

Corrupt conduct will not be tolerated by the Company. Disciplinary action up to and including dismissal will be taken in the event of any employee participating in corrupt conduct.

11. OCCUPATIONAL HEALTH AND SAFETY

It is the responsibility of all employees to act in accordance with occupational health and safety legislation, regulations and policies applicable to their respective organisations and to use security and safety equipment provided.

Specifically all employees are responsible for their own safety and the safety of their fellow employees in their work area by:

- (a) following the safety and security directives of management;
- (b) advising management of areas where there is potential problem in safety and reporting suspicious occurrences; and
- (c) minimising risks in the workplace.

12. LEGISLATION

It is essential that all employees comply with the laws and regulations of the countries in which we operate. Violations of such laws may have serious consequences for the Company and any individuals concerned. Any known violation must be reported immediately to management.

13. FAIR DEALING

The Company aims to succeed through fair and honest competition and not through unethical or illegal business practices. Each employee should endeavour to deal fairly with the Company's suppliers, customers and other employees.

14. INSIDER TRADING

All employees must observe the Company's "Securities Trading Policy". In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Company has established specific time periods when Directors, management and employees are permitted to buy and sell the Company's securities.

15. RESPONSIBILITIES TO INVESTORS

The Company strives for full, fair and accurate disclosure of financial and other information on a timely basis.

16. BREACHES OF THE CODE OF CONDUCT

Employees should note that breaches of certain sections of this Code of Conduct may be punishable under legislation.

Breaches of this Code of Conduct may lead to disciplinary action. The process for disciplinary action is outlined in Company policies and guidelines, relevant industrial awards and agreements.

17. REPORTING MATTERS OF CONCERN

Employees are encouraged to raise any matters of concern in good faith with the head of their business unit or with the Company Secretary/Group Legal Counsel, without fear of retribution.

SCHEDULE 3 – AUDIT AND RISK COMMITTEE CHARTER

1. ROLE

The role of the Audit and Risk Committee is to monitor and review any matters of significance affecting financial reporting and compliance. This Charter defines the Audit and Risk Committee's function, composition, mode of operation, authority and responsibilities.

2. COMPOSITION

- (a) The Committee must comprise at least two members. All members of the Committee must be non-executive Directors. A majority of the members of the Committee must be independent non-executive Directors in accordance with the criteria set out in Annexure A. The Board will appoint members of the Committee. The Board may remove and replace members of the Committee by resolution. All members of the Committee must be able to read and understand financial statements. At least one member of the Committee is to have relevant qualifications and experience. Unless otherwise determined by the Board, the Chairman of the Committee may not be the Chairman of the Board of Directors and must be independent. The Chairman shall have leadership experience and a strong finance, accounting or business background.
- (b) Where the Board does not consider that the Company will gain any benefit from a separate Audit and Risk Committee, the full Board will carry out the duties that would ordinarily be assigned to the Audit and Risk Committee under this Charter.
- (c) The external auditors, the other Directors, the Managing Director/Chief Executive Officer, Chief Financial Officer, Company Secretary and senior executives, may be invited to Committee meetings at the discretion of the Committee.

3. PURPOSE

The primary purpose of the Committee is to assist the Board in fulfilling its statutory and fiduciary responsibilities relating to:

- (a) the quality and integrity of the Company's financial statements, accounting policies and financial reporting and disclosure practices;
- (b) compliance with all applicable laws, regulations and company policy;
- (c) the effectiveness and adequacy of internal control processes;
- (d) the performance of the Company's external auditors and their appointment and removal;
- (e) the independence of the external auditor and the rotation of the lead engagement partner; and
- (f) the identification and management of business, economic, environmental and social sustainability risks.

A secondary function of the Committee is to perform such special reviews or investigations as the Board may consider necessary.

4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

4.1 Review of Financial Reports

- (a) Review the appropriateness of the accounting principles adopted by management in the financial reports and the integrity of the Company's financial reporting.
- (b) Oversee the financial reports and the results of the external audits of those reports.
- (c) Assess whether external reporting is adequate for shareholder needs.
- (d) Assess management processes supporting external reporting.
- (e) Establish procedures for treatment of accounting complaints.
- (f) Review the impact of any proposed changes in accounting policies on the financial statements.
- (g) Review the quarterly, half yearly and annual results.
- (i) Ensure that before the Board approves the Company's financial statements for a financial period, the Chief Executive Officer and Chief Financial Officer have declared that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate accounting standards and give true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

4.2 Relationship with External Auditors

- (a) Recommend to the Board procedures for the selection and appointment of external auditors and for the rotation of external auditor partners.
- (b) Review performance, succession plans and rotation of lead engagement partner.
- (c) Approve the external audit plan and fees proposed for audit work to be performed.
- (d) Discuss any necessary recommendations to the Board for the approval of quarterly, half yearly or annual reports.
- (e) Review the adequacy of accounting and financial controls together with the implementation of any recommendations of the external auditor in relation thereto.
- (f) Meet with the external auditors at least twice in each financial period without management being present and at any other time the Committee considers appropriate.

- (g) Provide pre-approval of audit and non-audit services that are to be undertaken by the external auditor.
- (h) Ensure adequate disclosure as may be required by law of the Committee's approval of all non-audit services provided by the external auditor.
- (i) Ensure that the external auditor prepares and delivers an annual statement as to their independence which includes details of all relationships with the Company.
- (j) Receive from the external auditor their report on, among other things, critical accounting policies and alternative accounting treatment, prior to the filing of their audit report in compliance with the Corporations Act.
- (k) Ensure that the external auditor attends the Company's Annual General Meeting and is available to answer questions from security holders relevant to the audit.

4.3 Internal Audit Function

- (a) Monitor the need for a formal internal audit function and its scope.
- (b) Assess the performance and objectivity of any internal audit procedures that may be in place.
- (c) Review risk management and internal compliance procedures.
- (d) Monitor the quality of the accounting function.
- (e) Review the Internal Control Reports on a quarterly basis.

4.4 Risk Management

- (a) Oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.
- (b) Review reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.
- (c) Review the Company's risk management framework at least annually to satisfy itself that it continues to be sound.
- (d) Review reports by management on the efficiency and effectiveness of the Company's risk management framework and associated internal compliance and control procedures.

4.5 Other

- (a) The Committee will oversee the Company's environmental risk management and occupational health and safety processes.
- (b) The Committee will oversee procedures for whistleblower protection.

- (c) As contemplated by the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, and to the extent that such deviation or waiver does not result in any breach of the law, the Committee may approve any deviation or waiver from the "Corporate code of conduct". Any such waiver or deviation will be promptly disclosed where required by applicable law.
- (d) Monitor related party transactions.

5. MEETINGS

- (a) The Committee will meet as circumstances require for it to undertake its role effectively.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.
- (c) Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.
- (d) A quorum shall consist of two members of the Committee. In the absence of the Chairman of the Committee or their nominees, the members shall elect one of their members as Chairman of that meeting.
- (e) Decisions will be based on a majority of votes with the Chairman having a casting vote.
- (f) The Committee Chairman, through the Secretary, will prepare a report of the actions of the Committee to be included in the Board papers for the next board meeting.
- (g) Minutes of each meeting are included in the papers for the next full Board meeting after each Committee meeting.

6. SECRETARY

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

7. RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE

Each member of the Committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- (a) an employee of the Group whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

- (b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
- (c) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

8. ACCESS TO ADVICE

- (a) Members of the Committee have rights of access to management and to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- (b) Members of the Committee may meet with the auditors, both internal and external, without management being present.
- (c) Members of the Committee may consult independent legal counsel or other advisers they consider necessary to assist them in carrying out their duties and responsibilities, subject to prior consultation with the Chairman. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

9. REVIEW OF CHARTER

- (a) The Board will regularly review the membership of the Committee to ensure that the Committee has carried out its functions in an effective manner, and will update the Charter as required or as a result of new laws or regulations.
- (b) The Charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

10. REPORT TO THE BOARD

- (a) The Committee must report to the Board formally at the next Board meeting following from the last Committee meeting on matters relevant to the Committee's role and responsibilities.
- (b) The Committee must brief the Board promptly on all urgent and significant matters.

SCHEDULE 4 – REMUNERATION AND NOMINATION COMMITTEE CHARTER

1. GENERAL SCOPE AND AUTHORITY

- (a) The Remuneration and Nomination Committee is a Committee of the Board. The Charter may be subject to review by the Board at any time.
- (b) The primary purpose of the Committee is to support and advise the Board in fulfilling its responsibilities to shareholders by:
 - (i) reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
 - (ii) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
 - (iii) recommending to the Board the remuneration of executive Directors;
 - (iv) fairly and responsibly rewarding executives having regard to the performance of the Group, the performance of the executive and the prevailing remuneration expectations in the market;
 - (v) reviewing the Company's recruitment, retention and termination policies and procedures for senior management;
 - (vi) reviewing and approving the remuneration of direct reports to the Managing Director/Chief Executive Officer, and as appropriate other senior executives;
 - (vii) reviewing and approving any equity based plans and other incentive schemes;
 - (viii) maintaining a Board that has an appropriate mix of skills and experience to be an effective decision-making body; and
 - (ix) ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance.
- (c) The Committee shall have the right to seek any information it considers necessary to fulfil its duties, which includes the right to obtain appropriate external advice at the Company's expense.

2. COMPOSITION

- (a) The Committee shall comprise at least two Directors with, unless otherwise determined by the Board, the majority being independent non-executive Directors and be chaired by an independent Director who will be appointed by the Board. The Board may appoint such additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution. A quorum will comprise any two

Committee members. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their number as Chairman for that meeting.

- (b) Where the Board does not consider that the Company will gain any benefit from a separate Remuneration and Nomination Committee, the full Board will carry out the duties that would ordinarily be assigned to the Remuneration and Nomination Committee under this Charter.
- (c) From time to time, non-Committee members, may be invited to Committee meetings at the discretion of the Committee.

3. SECRETARY

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee, and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meeting of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

4. MEETINGS

- (a) The Committee will meet as circumstances require for it to undertake its role effectively.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.
- (c) A quorum shall comprise any two members of the Committee. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their members as Chairman.
- (d) Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.
- (e) Decisions will be based on a majority of votes with the Chairman having the casting vote.
- (f) The Committee may invite any executive management team members or other individuals, including external third parties, to attend meetings of the Committee, as they consider appropriate.

5. ACCESS

- (a) Members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- (b) The Committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the

Committee consulting an independent expert will be borne by the Company.

6. DUTIES AND RESPONSIBILITIES

In order to fulfil its responsibilities to the Board the Committee shall:

(a) **Executive Remuneration Policy**

- (i) Review and approve the Group's recruitment, retention and termination policies and procedures for senior executives to enable the Company to attract and retain executives and Directors who can create value for shareholders.
- (ii) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.
- (iii) Ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market.

(b) **Executive Directors and Senior Management**

- (i) Consider and make recommendations to the Board on the remuneration for each executive Director (including base pay, incentive payments, equity awards, retirement rights, service contracts) having regard to the executive remuneration policy.
- (ii) Review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports of the Managing Director/Chief Executive Officer. As part of this review the Committee will oversee an annual performance evaluation of the executive team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.

(c) **Executive Incentive Plan**

Review and approve the design of any executive incentive plans.

(d) **Equity Based Plans**

- (i) Review and approve any equity based plans that may be introduced (**Plans**) in the light of legislative, regulatory and market developments.
- (ii) For each Plan, determine each year whether awards will be made under that Plan.
- (iii) Review and approve total proposed awards under each Plan.
- (iv) In addition to considering awards to executive Directors and direct reports to the Managing Director/Chief Executive Officer,

review and approve proposed awards under each plan on an individual basis for executives as required under the rules governing each plan or as determined by the Committee.

- (v) Review, approve and keep under review performance hurdles for each equity based plan.
- (vi) Review, manage and disclose the policy (if any) under which participants to a Plan may be permitted (at the discretion of the Company) to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan.

(e) **Nomination**

The Committee shall periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors. In particular, the Committee is to:

- (i) identify and recommend to the Board candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after assessment of how the candidates can contribute to the strategic direction of the Company;
- (ii) undertake appropriate checks before appointing a candidate, or putting forward to security holders a candidate for election, as a Director;
- (iii) ensure that each Director and senior executive is a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment;
- (iv) prepare and disclose a Board skill matrix setting out the mix of skills and diversity that the Board currently has (or is looking to achieve);
- (v) approve and review induction procedures and continuing professional development programs and procedures for Directors for Directors to ensure that they can effectively discharge their responsibilities;
- (vi) assess and consider the time required to be committed by a non-executive Director to properly fulfil their duty to the Company and advise the Board.
- (vii) consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting;
- (viii) review Directorships in other public companies held by or offered to Directors and senior executives of the Company;
- (ix) review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board;

- (x) arrange an annual performance evaluation of the Board, its Committee and individual Directors;
 - (xi) make recommendations to the Board on the appropriate size and composition of the Board; and
 - (xii) make recommendations to the Board on the terms and conditions of appointment to, and removal and retirement from, the Board.
- (f) **Other**
- (i) The Committee shall perform other duties and activities that it or the Board considers appropriate.
 - (ii) Disclose the policies and practices regarding the remuneration of non-executive directors, executive directors and other senior executives.

7. APPROVALS

The Committee must approve the following prior to implementation:

- (a) changes to the remuneration or contract terms of executive Directors and direct reports to the Managing Director/Chief Executive Officer;
- (b) the Plans or amendments to current equity plans or executive cash-based incentive plans;
- (c) total level of awards proposed from equity plans or executive cash-based incentive plans; and
- (d) termination payments to executive Directors or direct reports to the Managing Director/Chief Executive Officer. Termination payments to other departing executives should be reported to the Committee at its next meeting.

8. PERFORMANCE EVALUATION

The Remuneration and Nomination Committee will arrange a performance evaluation of the Board and, if required, its Committees and its individual Directors on an annual basis. To assist in this process an independent advisor may be used.

The Remuneration and Nomination Committee will conduct an annual review of the role of the Board, assess the performance of the Board over the previous 12 months and examine ways of assisting the Board in performing its duties more effectively.

The review will include:

- (a) comparing the performance of the Board with the requirements of its Charter;
- (b) examination of the Board's interaction with management;
- (c) the nature of information provided to the Board by management; and
- (d) management's performance in assisting the Board to meet its objectives.

A similar review may be conducted for each separate Committee by the Board with the aim of assessing the performance of each Committee and identifying areas where improvements can be made.

The Remuneration and Nomination Committee will oversee the performance evaluation of the executive team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.

The Remuneration and Nomination Committee must disclose whether or not the relevant annual performance evaluations have been conducted.

SCHEDULE 6 – CONTINUOUS DISCLOSURE

The Company must comply with continuous disclosure requirements arising from legislation and the Listing Rules of the Australian Securities Exchange (**ASX**).

The general rule, in accordance with ASX Listing Rule 3.1, is that once the Company becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the Company's securities, the Company must immediately disclose that information to the ASX.

The Company has in place a written policy on information disclosure and relevant procedures.

The focus of these procedures is on continuous disclosure compliance and improving access to information for investors.

The Company Secretary is responsible for:

- (a) overseeing and co-ordinating disclosure of information to the relevant stock exchanges and shareholders; and
- (b) providing guidance to Directors and employees on disclosure requirements and procedures.

Price sensitive information will be publicly released through ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants is also managed through disclosure to the ASX.

The Company's protocol in relation to the review and release of ASX announcements (and media releases) is as follows:

- (a) All key announcements at the discretion of the Managing Director are to be circulated to and reviewed by all members of the Board.
- (b) All members of the Board are required to provide to the Managing Director (or in his/her absence, the Chairman) with verbal or written contribution of each announcement, prior to its release.
- (c) Any relevant parties named in the announcement should also be given the opportunity to review the announcement prior to its release, to confirm all information is factually correct.
- (d) The Managing Director (and in his/her absence, the Chairman) is to be given the final signoff before release to the ASX of the announcement.

Information is posted on the Company's website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

The Company Secretary is to maintain a copy of all announcements released.

Information will be posted on the Company's website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

SCHEDULE 7 – RISK MANAGEMENT

1. DISCLOSURE – RISK MANAGEMENT REVIEW PROCEDURE AND INTERNAL COMPLIANCE AND CONTROL

The Board determines the Company's "risk profile" and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control.

The Board has delegated to the Audit and Risk Committee responsibility for implementing the risk management system.

The Audit and Risk Committee will submit particular matters to the Board for its approval or review. Among other things the Audit and Risk Committee will:

- (a) oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements;
- (b) assist management to determine whether it has any material exposure to economic, environmental and/or social sustainability risks (as those terms are defined in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*) and, if it does, how it manages, or intends to manage, those risks;
- (c) assist management to determine the key risks to the businesses and prioritise work to manage those risks; and
- (d) review reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.

The Company's process of risk management and internal compliance and control includes:

- (a) identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks.
- (b) formulating risk management strategies to manage identified risks, and designing and implementing appropriate risk management policies and internal controls.
- (c) monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control.

To this end, comprehensive practises are in place that are directed towards achieving the following objectives:

- (a) compliance with applicable laws and regulations.
- (b) preparation of reliable published financial information.

- (c) implementation of risk transfer strategies where appropriate e.g. insurance.

The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required to assess risk management and associated internal compliance and control procedures and report back quarterly to the Audit and Risk Committee.

The Board will review assessments of the effectiveness of risk management and internal compliance and control on an annual basis.

SCHEDULE 8 – SHAREHOLDER COMMUNICATIONS STRATEGY

The Board of the Company aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs.

Information is communicated to shareholders through:

1. the Annual Report delivered by post and which is also placed on the Company's website;
2. the half yearly report which is placed on the Company's website;
3. the quarterly reports which are placed on the Company's website;
4. disclosures and announcements made to the Australian Securities Exchange (**ASX**) copies of which are placed on the Company's website;
5. notices and explanatory memoranda of Annual General Meetings (**AGM**) and Extraordinary General Meetings (**EGM**) copies of which are placed on the Company's website;
6. the Chairman's address and the Managing Director's/Chief Executive Officer's address made at the AGMs and the EGMs, copies of which are placed on the Company's website;
7. the Company's website on which the Company posts all announcements which it makes to the ASX; and
8. a representative from the auditor's of the Company being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.

Links are made available to the Company's website on which all information provided to the ASX is immediately posted.

The Company will review its website from time to time to identify ways in which it can promote its greater use by shareholders and make it more informative.

Current and historical copies of the Company's Annual Report will be provided on the Company's website.

Shareholders queries should be referred to the Company Secretary in the first instance.

SCHEDULE 9 – DIVERSITY POLICY

1. WHAT IS DIVERSITY

Diversity includes but is not limited to, gender, age, cultural background, ethnicity and disabilities.

2. WHY IS DIVERSITY IMPORTANT?

The Board of Directors of the Company recognises that diversity is important to the Company and its ongoing operation and development and is committed to establishing policies and procedures that promote and advance diversity within the Company. In particular, the Board acknowledges that by facilitating diversity within the Company, the Company has the opportunity to leverage off the different skills, backgrounds, culture, gender, age, ethnicity, cultural background and experience of its personnel and to benefit from the different perspectives of its personnel. This is important to ensuring that a strong employee retention rate is developed and maintained together with robust decision-making processes. In addition, the Company's diversity policy is intended to address the recommendations and guidance related to diversity described in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

3. THE GOALS OF THE DIVERSITY POLICY

The goals of the Company's diversity policy are:

- (a) to attract, employ and retain a diverse pool of candidates for all positions, including the Board and senior management and to develop measurable objectives to monitor the Company's progress in this area;
- (b) to ensure that the Company's recruitment and employment procedures encourage diversity and comply with relevant legislative and regulatory requirements for the benefit of the Company and its employees;
- (c) to ensure that the Company's remuneration is appropriate and is not inequitable to any proportion of personnel who are employed by the Company (i.e. on the basis of gender, age, cultural background, ethnicity, disabilities etc.);
- (d) to ensure that the Company's succession plan encourages diversity within the Company and that there are appropriate personnel with the relevant skills, experience and capability to be able to manage the Company's business strategies and objectives, ongoing operations, future growth and development; and
- (e) to formulate and development appropriate strategies and procedures to manage the Company's diversity including to prepare measurable objectives and develop and implement appropriate education, training and mentoring programs.

4. REVIEW OF DIVERSITY POLICY

- (a) The Company's Chief Executive Officer ("**CEO**") or Managing Director ("**MD**") is responsible for the day to day management and operations of the Company, including the day to day administration and operation of the Company's diversity policy.

- (b) The CEO or MD will monitor and report to the Board on the progress of the development and implementation of the Company's diversity policy and associated programs as required.
- (c) The Board will review the Company's diversity policy on an annual basis and the CEO or MD may report to the Company's Board and may make appropriate recommendations in respect of the following:
 - (i) developing measurable objectives to assess the Company's performance in recruiting from, employing and retaining, a diverse pool of candidates for all positions, including the Board and senior management and particularly including the proportion of women who are employed by the Company and the proportion of women who are employed by the Company both at Board and senior management level;
 - (ii) following the development of measurable objectives, assessing the Company's performance against such objectives in recruiting from, employing and retaining, a diverse pool of candidates for all positions, including the Board and senior management and particularly including the proportion of women who are employed by the Company;
 - (iii) the Company's recruitment and employment procedures with respect to diversity at all levels (including the Board and senior management) including compliance with relevant legislative and regulatory requirements, including identifying factors that should be incorporated in the Company's recruitment procedures and whether professional intermediaries should be used to identify and/or assess potential candidates;
 - (iv) the Company's remuneration arrangements to ensure that the Company's remuneration is appropriate and is not inequitable to any proportion of personnel who are employed by the Company (i.e. on the basis of gender, age, cultural background, ethnicity, disabilities etc.);
 - (v) the Company's succession plan, to ensure that such plan encourages diversity and that there are appropriate personnel with the relevant skills, experience and capability to be able to manage the Company's business strategies and objectives, operation, future growth and development; and
 - (vi) the formulation and development of strategies and procedures to encourage the Company's diversity including the preparation of measurable objectives and the development and implementation of appropriate education, training and mentoring programs.
- (d) However, the Company's Board is ultimately responsible for the development and operation of the Company's diversity policy and whether measurable objectives are set and reported against.

5. DIVERSITY INITIATIVES

The Board may consider, if deemed appropriate and applicable, initiatives to encourage diversity.

6. REPORTING

- (a) Following the Board's review of the Company's diversity objectives, the Company shall disclose publicly in accordance with the ASX Listing Rules:
- (i) the Company's objectives for achieving diversity for that financial year and the Company's progress in achieving them (including a statement regarding the mix of skills and diversity for which the Board is looking to achieve in the Board) if relevant;
 - (ii) the proportion of women:
 - (A) on the Board;
 - (B) in senior executive positions; and
 - (C) in the Company.

7. REVIEW

This policy will be reviewed annually, or more frequently if changes to the Company's objectives, legal or regulatory requirements dictate, to determine its adequacy for current circumstances.

SCHEDULE 10 - SECURITIES TRADING POLICY

1. OVERVIEW

This statement sets out the policy of Sumatra Copper & Gold plc ('Sumatra') for directors and key management personnel dealing in Securities of Sumatra. It summarises the law relating to insider trading and sets trading windows when directors and key management personnel may be entitled to trade. For the purposes of this policy "Securities" means shares and other instruments considered to be a security for the purposes of the Corporations Act. The definition of a Security is complex and includes not only ordinary shares but also derivative instruments such as exchange traded options and warrants.

If you are in any doubt as to whether or not any instrument you wish to trade is a Security, or how this policy may affect you, should seek assistance from the Company Secretary before trading.

2. INSIDER TRADING

If you have price sensitive information relating to Sumatra (including any company within the Sumatra Group) which has not been published or which is not otherwise generally available, it is illegal for you to:

- (a) buy, sell or otherwise deal in Sumatra Securities;
- (b) advise, procure or encourage another person (including, but without limitation, a relative, friend, family company or trust) to deal in Sumatra Securities; or
- (c) pass on information to any other person if you know or reasonably know that the person may use the information to deal (or procure another person to deal) in Sumatra Securities.

It is the responsibility of each director and key management personnel (not the Company) to ensure that they do not do any of the things prohibited by insider trading laws. The consequences for breach of this law can include both civil and criminal penalties.

3. WHAT IS PRICE SENSITIVE INFORMATION

Information which would, if the information were publicly known, be likely to:

- (a) Have a material effect on the price or value of Sumatra Securities; or
- (b) Influence persons who commonly invest in Securities in deciding whether or not to buy or sell Sumatra Securities.

Examples of possible price-sensitive information include, but are not limited to:

- (a) The financial performance of Sumatra against its budget;
- (b) Entry into or termination of a material contract (such as a major joint venture);
- (c) A material acquisition or sale of assets by Sumatra;

- (d) An actual or proposed takeover or merger;
- (e) An actual or proposed change to the Sumatra's capital structure;
- (f) A proposed dividend or a change in dividend policy; or
- (g) A material claim against Sumatra or other unexpected liability.

4. WHEN IS THE INFORMATION "GENERALLY AVAILABLE"?

Information is generally available if:

- (a) It consists of readily observable matter;
- (b) It has been made known in a manner likely to bring the information to the attention of people who commonly invest in Securities of a kind whose price or value might be affected by the information, and, since it was made known, a reasonable period for it to be disseminated among such persons has elapsed;
- (c) It is derived from information which has been made public; or
- (d) It consists of observations, deductions, conclusions or inferences made or drawn from other generally available information.

5. CONSEQUENCES FOR BREACH OF THE INSIDER TRADING PROHIBITION

Breach of the insider trading prohibition by you or family members could expose you or them to criminal and civil liability. Breach of insider trading laws or this policy will also be regarded by Sumatra as serious misconduct which may lead to disciplinary action and/or dismissal.

6. DEALING IN SHARES OF OTHER COMPANIES

If you have "price sensitive information" relating to a company other than Sumatra which is not "generally available" the same insider trading rules outlined above apply to buying and selling Securities in that company. In the course of performing your duties as an employee of Sumatra, you may obtain price sensitive information relating to another company in a variety of circumstances. Examples include, but are not limited to the following:

- (a) Another company may provide price sensitive information about itself to Sumatra in the course of a proposed transaction;
- (b) Another company with whom Sumatra is dealing may provide price sensitive information about a third company; or
- (c) Information concerning Sumatra or actions which may be taken by Sumatra (ie a planned transaction or strategic change) could reasonably have an effect on a third party company.

Apart from the application of the insider trading rules to Securities in other companies, employees are also bound by a duty of confidentiality in relation to information obtained in the course of their duties in respect of third parties.

7. LIMITATION PERIODS FOR BUYING AND SELLING SECURITIES - TRADING WINDOWS

Whilst it is unlawful to trade at any time if a director or key management personnel has inside information, there are other periods when trading by directors and key management personnel who generally have access to non-public information is unwise due to the perception that they may possess price sensitive information that is not generally available. For this reason, Sumatra has limited the times when directors and key management personnel may buy or sell Securities. These periods are limited to a period of 60 days after the release of the half year results, full year results and the holding of the annual general meeting. Other periods are closed periods in which directors and key management personnel are prohibited from trading in the Company's securities.

It is recognised that a person in severe financial hardship or other exceptional circumstances may need to dispose of Securities outside the specified windows. In such cases any director or key management personnel is required to seek the prior written approval of the Chairman who may approve the transaction with respect to the exceptional circumstances. Alternatively, the exception relating to the Executive Share Option Plan set out in section 9 of this policy may apply. Any approval or exception is subject to the overriding obligation of the director or key management personnel to comply with insider trading laws and the obligations under listing rules 12.9, 12.10 and 12.12.

8. ASX NOTIFICATION BY DIRECTORS

Directors are required to notify the Company and the Australian Securities Exchange (ASX) of any change to their holding of relevant interests in financial products of Sumatra. Whilst the Corporations Act requires directors to notify the ASX of any changes to their holdings within 14 days, Sumatra is required under the Listing Rules to notify these changes to the ASX within five business days of the change. To enable Sumatra to comply with this, directors must furnish the relevant information within 3 business days to the Company Secretary who will facilitate the transmission of these notifications to the ASX.

9. EMPLOYEE OPTION PLANS

Insider trading does not apply to applications for or exercise of options under employee or executive option plans.

The exercising of options issued under an employee or executive option plan are exempt of the limitation periods as outlined in section 7 of this policy.

However, insider trading rules and this policy do apply in relation to the subsequent disposal of any Securities acquired under an option. Where a director or employee exercises options while in the possession of price sensitive information, he/she will have to fund the exercise of the options without the financial assistance of a simultaneous sale of some or all shares just acquired.

If the options expire inside a trading window described in section 7 of this policy, then a director or employee may simultaneously exercise and sell any Securities subject always to compliance with insider trading laws.

10. PROHIBITION ON HEDGING

Directors and key management personnel must not engage in hedging arrangements (including, for example, the use of put and call options or other derivative instruments) over unvested Securities issued pursuant to any employee or executive option plan. In addition, any hedging over vested Securities must comply with this Policy.

11. ADDITIONAL INFORMATION

If you have any questions relating to Sumatra's share trading policy, contact the Company Secretary at Sumatra Copper & Gold plc's office.

ANNEXURE A – DEFINITION OF INDEPENDENCE

1. ASX CORPORATE GOVERNANCE COUNCIL PRINCIPLES AND RECOMMENDATIONS

An independent Director is a non-executive Director (i.e. is not a member of management) and:

- (a) holds less than 5% of the voting shares of the Company and is not an officer of, or otherwise associated directly or indirectly with, a shareholder of more than 5% of the voting shares of the Company;
- (b) within the last three years has not been employed in an executive capacity by the Company or another group member, or been a Director after ceasing to hold any such employment;
- (c) within the last three years has not been a partner, director or senior employee of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided;
- (d) within the last three years has not been in a material business relationship, is not a material supplier or customer of the Company or other group member, or an officer of or otherwise associated directly or indirectly with someone with such a relationship;
- (e) has no material contractual relationship with the Company or another group member other than as a Director of the Company;
- (f) has close family ties with any person who falls within any of the categories described above;
- (g) has not served on the board for a period which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company; and
- (h) is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company.

The materiality thresholds are assessed on a case-by-case basis, taking into account the relevant Director's specific circumstances, rather than referring to a general materiality threshold.