



## **SUMATRA COPPER & GOLD PLC**

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

### **NOTICE OF GENERAL MEETING**

**TIME:** 9.00 am (WST)

**DATE:** Monday, 4 May 2015

**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 AND PLACEMENT WARRANTS TO PROVIDENT

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 on 7 April 2015 of 24,090,000 CDIs and 12,045,000 Placement Warrants to Provident Minerals Pte Ltd, 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 issue of CDIs and Placement Warrants the subject of Resolution 1 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 AND PLACEMENT WARRANTS TO SARATOGA

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 on 7 April 2015 of 24,090,000 CDIs and 12,045,000 Placement Warrants to PT Saratoga Investama Sedaya Tbk, 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 issue of CDIs and Placement Warrants the subject of Resolution 2 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 – RATIFICATION OF ISSUE OF CDIs AND PLACEMENT 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 7.4 and for all other purposes, Shareholders approve and ratify the issue on 7 April 2015 of 40,341,828 CDIs and 20,170,914 Placement Warrants to professional and sophisticated investors, 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 that participated in the issue of CDIs and Placement Warrants the subject of Resolution 3 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 – RATIFICATION OF ISSUE OF CDIs TO JUNIPER**

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 on 8 December 2014 of 5,407,542 CDIs to Juniper Capital Partners Limited, 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 4 by any person that participated in the issue of 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 5 – 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 27,844,150 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 5 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.

By order of the Board



Susan Hunter  
Joint Company Secretary  
Date: 16 April 2015

---

**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 9.00am (WST) on Monday, 4 May 2015 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 9am (WST) on 2 May 2015 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 at 1 May 2015 entitles its holder to direct one vote.

The CDI Voting Instruction Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address given below by 9.00am (WST) on 1 May 2015 being not later than 72 hours before the commencement of the General Meeting. Any CDI Voting Instruction Form received after that time will not be valid for the scheduled General Meeting.

Where the holding of CDIs is in more than one name, all the CDI Holders must sign the CDI Voting Instruction Form.

To obtain a copy of the CHESSE Depository Nominee's Financial Services Guide, go to [http://www.asx.com.au/documents/settlement/CHESSE\\_Depository\\_Interests.pdf](http://www.asx.com.au/documents/settlement/CHESSE_Depository_Interests.pdf).

### **Lodgement of Proxy Forms and CDI Voting Instruction Forms**

Proxy Forms and CDI Voting Instruction Forms may be lodged:

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

**OR**

**39 Parkside, Cambridge CB1 1PN United Kingdom**

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

### **Votes on Resolutions**

You may direct your proxy how to vote on a Resolution by placing a mark in one of the boxes opposite the Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on the Resolutions will be invalid.

### **Chairman voting undirected proxies**

The Chairman will vote undirected proxies on, and in favour of, all of the proposed resolutions.

### **Voting entitlement (snapshot date)**

For the purposes of determining voting and attendance entitlements at the General Meeting, Shares and CDIs will be taken to be held by the persons who are registered as holding the Shares or CDIs at 9.00am (WST) on 2 May 2015. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

## 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. RESOLUTION 1 - RATIFICATION OF ISSUE OF CDIs AND PLACEMENT WARRANTS TO PROVIDENT

The purpose of Resolution 1 is for Shareholders and CDI Holders to ratify the issue of a total of 24,090,000 CDIs at an issue price of A\$0.058 per CDI and 12,045,000 Placement Warrants for nil monetary consideration to Provident which occurred on 7 April 2015. The Company issued 6,794,371 CDIs and 12,045,000 Placement Warrants under its available placement capacity pursuant to Listing Rule 7.1 and issued 17,295,629 CDIs under its available placement capacity pursuant to Listing Rule 7.1A.

#### 1.1 ASX Listing Rules

Under Chapter 7 of the Listing Rules there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities without shareholder approval. Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities, including securities with rights of conversion to equity, if the number of those securities exceeds 15% of the number of ordinary shares on issue at the commencement of that 12 month period. Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of their issued capital through placements over a 12 month period after the Annual General Meeting in addition to the Company's 15% placement capacity under Listing Rule 7.1. On 30 May 2014 the Company received shareholder approval by special resolution to have the ability to issue equity securities under the additional 10% placement capacity.

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

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

The placement of 6,794,371 CDIs and 12,045,000 Placement Warrants was within the Company's 15% limit and the placement 17,295,629 CDIs was within the Company's additional 10% placement capacity.

Under Resolution 1, the Company seeks from Shareholders and CDI Holders approval for, and ratification of, the issue of the 24,090,000 CDIs and 12,045,000 Placement Warrants to Provident which occurred on 7 April 2015 so as to minimise the restrictive effect of Listing Rule 7.1 and Listing Rule 7.1A on any further issues or agreements to issue by the Company of Equity Securities in the next 12 months.

## 1.2 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 24,090,000 CDIs and 12,045,000 Placement Warrants, issued on 7 April 2015 to Provident. 6,794,371 CDIs and 12,045,000 Placement Warrants were issued pursuant to the Company's Listing Rule 7.1 15% placement capacity and 17,295,629 CDIs were issued pursuant to the Company's additional Listing Rule 7.1A 10% placement capacity.

(b) The price at which the securities were issued

The CDIs were issued at an issue price of A\$0.058 per CDI. The issue price was greater than 75% of the VWAP of CDIs calculated over the 15 Trading Days immediately before the date on which the CDIs were issued as required under Listing Rule 7.1A.3. 75% of the 15 Trading Day VWAP was \$0.044.

The Placement Warrants were issued for nil monetary consideration.

(c) Terms of the securities

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

The Placement Warrants were issued pursuant to the terms and conditions detailed in Schedule 1.

(d) Names of the person to whom the Company issued the securities

The CDIs and Placement Warrants were issued to Provident who is not a related party of the Company.

(e) Use of funds raised

The funds raised from this CDI Placement will be used for the purposes of the construction and development of the Company's Tembang Gold-Silver Project located in southern Sumatra, Indonesia (**Tembang**), associated working capital requirements and extensional exploration at Tembang.

No funds were raised through issue of the Placement Warrants.

(f) Voting exclusion statement

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



### 1.3 Directors' recommendation

All of the Directors (other than Mr Gavin Caudle) 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 25% of the Company's share capital during the next 12 months. Mr Gavin Caudle does not give a recommendation as he is a nominee to the Board of the Company from Provident.

## 2. RESOLUTION 2 - RATIFICATION OF ISSUE OF CDIS AND PLACEMENT WARRANTS TO SARATOGA

The purpose of Resolution 2 is for Shareholders and CDI Holders to ratify the issue of 24,090,000 CDIs at an issue price of A\$0.058 per CDI and 12,045,000 Placement Warrants for nil monetary consideration to Saratoga which occurred on 7 April 2015. The placement of 24,090,000 CDIs and 12,045,000 Placement Warrants was within the Company's 15% placement capacity under Listing Rule 7.1.

### 2.1 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. The placement of 24,090,000 CDIs and 12,045,000 Placement Warrants was within the Company's 15% placement capacity under Listing Rule 7.1.

Under Resolution 2, the Company seeks from Shareholders and CDI Holders approval for, and ratification of, the issue of the 24,090,000 CDIs and 12,045,000 Placement Warrants to Saratoga which occurred on 7 April 2015 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.

### 2.2 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 issued

The Company seeks from Shareholders and CDI Holders approval for, and ratification of, the issue of 24,090,000 CDIs and 12,045,000 Placement Warrants, issued on 7 April 2015 to Saratoga.

(b) The price at which the securities were issued

The CDIs were issued at an issue price of A\$0.058 per CDI. The Placement Warrants were issued for nil monetary consideration.

(c) Terms of the securities

The CDIs issued rank equally with the existing quoted CDIs of the Company. The Company applied to ASX for official quotation of the CDIs. The Placement Warrants were issued pursuant to the terms and conditions detailed in Schedule 1.

(d) Names of the person to whom the Company issued the securities

The CDIs and Placement Warrants were issued to Saratoga who is not a related party of the Company.

(e) Use of funds raised

The funds raised from this CDI Placement will be used for the purposes of the construction and development of the Company's Tembang Gold-Silver Project, associated working capital requirements and extensional exploration at Tembang.

No funds were raised through issue of the Placement Warrants.

(f) Voting exclusion statement

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

## 2.3 Directors' recommendation

All of the Directors 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.

## 3. RESOLUTION 3 - RATIFICATION OF ISSUE OF CDIS AND PLACEMENT WARRANTS

The purpose of Resolution 3 is for Shareholders and CDI Holders to ratify the issue of 40,341,828 CDIs at an issue price of A\$0.058 per CDI and 20,170,914 Placement Warrants for nil monetary consideration to professional and sophisticated investors which occurred on 7 April 2015.

The Company issued 40,341,828 CDIs under its available placement capacity pursuant to Listing Rule 7.1A and issued 20,170,914 Placement Warrants under its available placement capacity pursuant to Listing Rule 7.1.

### 3.1 ASX Listing Rules

Under Chapter 7 of the Listing Rules there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities without shareholder approval. Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities, including securities with rights of conversion to equity, if the number of those securities exceeds 15% of the number of ordinary shares on issue at the commencement of that 12 month period. Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of their issued capital through placements over a 12 month period after the Annual General Meeting in addition to the Company's 15% placement capacity under Listing Rule 7.1. On 30 May 2014 the Company received shareholder approval by special resolution to have the ability to issue equity securities under the additional 10% placement capacity.

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

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

The placement of 40,341,828 CDIs was within the Company's additional 10% placement capacity and the placement of 20,170,914 Placement Warrants was within the Company's 15% limit.

Under Resolution 3, the Company seeks from Shareholders and CDI Holders approval for, and ratification of, the issue of the 40,341,828 CDIs and 20,170,914 Placement Warrants to Provident which occurred on 7 April 2015 so as to minimise the restrictive effect of Listing Rule 7.1 and Listing Rule 7.1A on any further issues or agreements to issue by the Company of Equity Securities in the next 12 months.

### **3.2 Technical information required by ASX Listing Rule 7.5 for Resolution 3**

The following information is provided in relation to the issue of CDIs under Resolution 3:

(a) Number of securities issued

The Company seeks from Shareholders and CDI Holders approval for, and ratification of, the issue of 40,341,828 CDIs and 20,170,914 Placement Warrants, issued on 7 April 2015 to professional and sophisticated investors. 40,341,828 CDIs were issued pursuant to the Company's additional 7.1A 10% placement capacity and 20,170,914 Placement Warrants were issued pursuant to the Company's Listing Rule Listing Rule 7.1 15% placement capacity.

(b) The price at which the securities were issued

The CDIs were issued at an issue price of A\$0.058 per CDI. The issue price was greater than 75% of the VWAP of CDIs calculated over the 15 Trading Days immediately before the date on which the CDIs were issued as required under Listing Rule 7.1A.3. 75% of the 15 Trading Day VWAP was \$0.044.

The Placement Warrants were issued for nil monetary consideration.

(c) Terms of the securities

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

The Placement Warrants were issued pursuant to the terms and conditions detailed in Schedule 1.

(d) Names of the person to whom the Company issued the securities

The CDIs and Placement Warrants were issued to professional and sophisticated investors, who were not related parties of the Company.

(e) Use of funds raised

The funds raised from this CDI Placement will be used for the purposes of the construction and development of the Company's Tembang Gold-Silver Project, associated working capital requirements and extensional exploration at Tembang.

No funds were raised through issue of the Placement Warrants.

(f) Voting exclusion statement

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

### 3.3 Directors' recommendation

All of the Directors recommend that Shareholders and CDI Holders vote in favour of Resolution 3 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 25% of the Company's share capital during the next 12 months.

## 4. RESOLUTION 4 - RATIFICATION OF ISSUE OF CDIS

On 22 October 2014, the Company announced that its wholly-owned subsidiary, PT Dwinad Nusa Sejahtera, had secured a senior secured debt facility of up to US\$45 million (**Debt Facility**) with Nomura Singapore Limited and Indonesia Exim Bank to fund the commercial development of its Tembang Project. The Debt Facility consists of two tranches. The first tranche of US\$40 million was provided on 6 November 2014 following the satisfaction of a number of conditions precedent, including the approval of Shareholders and CDI Holders at the general meeting held on 27 October 2014. The second tranche of US\$5 million is subject to a number of conditions precedent, including that the Company carry out an equity raise within 6 months of drawdown of the first tranche. The purpose of Resolution 4 is for Shareholders and CDI Holders to ratify the issue of 5,407,542 CDIs to Juniper Capital Partners Limited at a deemed issue price of A\$0.055 each which occurred on 8 December 2014. The CDIs were issued in consideration for services provided by Juniper Capital Partners Limited related to the Debt Facility.

### 4.1 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. The issue of 5,407,542 CDIs to Juniper Capital Partners Limited was within the Company's 15% limit under Listing Rule 7.1.

Under Resolution 4, the Company seeks from Shareholders and CDI Holders approval for, and ratification of, the issue of the 5,407,542 CDIs to Juniper Capital Partners Limited which occurred on 8 December 2014 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.

## 4.2 Technical information required by ASX Listing Rule 7.5 for Resolution 4

The following information is provided in relation to the issue of CDIs under Resolution 4:

(a) Number of securities issued

The Company seeks from Shareholders and CDI Holders approval for, and ratification of, the issue of 5,407,542 CDIs, issued on 8 December 2014 to Juniper Capital Partners Limited.

(b) The price at which the securities were issued

The CDIs were issued at a deemed issue price of A\$0.055 per CDI.

(c) Terms of the securities

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

(d) Names of the person to whom the Company issued the securities

The CDIs were issued to Juniper Capital Partners Limited who is not a related party of the Company.

(e) Use of funds raised

There were no funds raised from the issue of CDIs under Resolution 4 as the CDIs were issued for services provided by Juniper Capital Partners Limited related to the Debt Facility.

(f) Voting exclusion statement

A voting exclusion statement for Resolution 4 is included in the Notice of General Meeting preceding this Explanatory Statement.

## 4.3 Directors' recommendation

All of the Directors recommend that Shareholders and CDI Holders vote in favour of Resolution 4 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.

## 5. RESOLUTION 5 - APPROVAL FOR ISSUE OF WARRANTS

### 5.1 Background

As part of the Debt Facility with Nomura Singapore Limited and Indonesia Exim Bank to fund the commercial development of the Company's Tembang Project located in southern Sumatra, Indonesia, the Company also entered into a Warrant Deed (**Warrant Deed**) for the issue of up to 250,597,351 Warrants to Nomura Special Investments Singapore Pte. Ltd., a subsidiary of Nomura Singapore Limited. The key terms of the Warrant Deed including the conditions precedent attaching were set out in a notice of meeting for a general meeting of Shareholders and CDI Holders held on 27 October 2014 which was lodged on ASX on 10 October 2014 (**Previous Notice**). A summary of the terms of the Warrants is set out in Schedule 2 of this Explanatory Statement and were also included in the Previous Notice.

The Company gained the approval of Shareholders on 27 October 2014 pursuant to ASX Listing Rule 7.1 for the issue of up to 250,597,351 Warrants no later than 3 months after the date of that meeting. On 14 November 2014, the Company issued 222,753,201 Warrants on draw down of the first tranche of US\$40 million under the Debt Facility. The remaining 27,844,150 Warrants is due to be issued on draw down of the second tranche of US\$5 million under the Debt Facility, which is subject to a number of conditions precedent, including that the Company carry out an equity raise within 6 months of drawdown of the first tranche.

As the issue of the second tranche of 27,844,150 Warrants was not made within the 3 month period after the general meeting of Shareholders and CDI Holders held on 27 October 2014, Resolution 5 seeks re-approval from Shareholders and CDI Holders pursuant to ASX Listing Rule 7.1 for the issue of these 27,844,150 Warrants subject to the terms and conditions detailed in Schedule 2 of this Notice of Meeting.

## **5.2 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 effect of obtaining Shareholder and CDI Holder approval under Resolution 5 will be to allow the Company to issue up to 27,844,150 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.

## **5.3 Technical information required by ASX Listing Rule 7.1 for Resolution 5**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue under Resolution 5:

(a) Maximum number of securities to be issued

The Company intends to issue up to 27,844,150 Warrants.

(b) Date of issue and allotment

The Warrants 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) and it is intended that issue will occur on the same date.

(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 2.

(e) Names of the person to whom the Company will issue the securities

The Warrants will be issued to Nomura Special Investments Singapore Pte. Ltd. (or their nominees). Nomura Special Investments Singapore Pte. Ltd. (or their nominees) are not related parties 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 5 is included in the Notice of General Meeting preceding this Explanatory Statement.

**5.4 Directors' recommendation**

The Directors recommend that Shareholders and CDI Holders vote in favour of this Resolution 5 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.

**GLOSSARY**

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

<b>ASX</b>	means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.
<b>ASX Listing Rules</b>	means the Listing Rules of ASX.
<b>AUD or A\$</b>	means Australian Dollars.
<b>Board</b>	means the board of Directors of the Company.
<b>Business Days</b>	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.
<b>CDI</b>	means CHESS Depository Interests representing beneficial interests over Shares.
<b>CDI Holder</b>	means the holder of a CDI.
<b>CDI Voting Instruction Form</b>	means the CDI voting instruction form accompanying this Notice.
<b>Company</b>	means Sumatra Copper & Gold plc Registered Number 5777015 (United Kingdom) ABN 14 136 694 267 (Australia).
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Debt Facility</b>	has the meaning given to that term in section 4 of the Explanatory Statement.
<b>Director</b>	means a director of the Company.
<b>Equity Securities</b>	has the meaning given to that term in the ASX Listing Rules.
<b>Explanatory Statement</b>	means the explanatory statement accompanying the Notice.
<b>General Meeting or Meeting</b>	means the meeting convened by the Notice.
<b>Juniper</b>	means Juniper Capital Partners Limited.
<b>Nomura</b>	means Nomura Singapore Limited.
<b>Notice or Notice of Meeting</b>	means this notice of meeting including the Explanatory Statement and the Proxy Form and the CDI Voting Instruction Form.
<b>Placement Warrant</b>	means a warrant issued pursuant to the terms and conditions summarised in Schedule 1 of the Explanatory Statement.
<b>Provident</b>	means Provident Minerals Pte Ltd.



<b>Proxy Form</b>	means the proxy form accompanying this Notice.
<b>Resolution</b>	means a resolution contained in the Notice.
<b>Saratoga</b>	means PT Saratoga Investama Sedaya Tbk.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a Share.
<b>Trading Day</b>	has the meaning given to that term in the ASX Listing Rules.
<b>USD or US\$</b>	means United States Dollars.
<b>VWAP</b>	means the volume weighted average market price.
<b>Warrant</b>	means a warrant issued pursuant to the terms and conditions summarised in Schedule 2 of the Explanatory Statement.

**Schedule 1****TERMS OF PLACEMENT WARRANTS**

The terms and conditions of the Placement Warrants are as follows:

- (a) Each Placement Warrant gives the holder the right to subscribe for one (1) CDI.
- (b) The Placement Warrants are exercisable at any time up to 7 April 2017 being the date that is 24 months from the date of issue of the Placement Warrants.
- (c) The exercise price of each Placement Warrant is A\$0.06 each (**Exercise Price**).
- (d) The Placement Warrants are not transferable.
- (e) The Placement Warrants are exercisable by delivering to the registered office of the Company a notice in writing stating the intention of the holder to exercise a specified number of Placement Warrants, accompanied by a Placement Warrant certificate, if applicable, and a cheque made payable to the Company for the subscription monies due, subject to the funds being duly cleared funds. The exercise of only a portion of the Placement Warrants held does not affect the holder's right to exercise the balance of any Placement Warrants remaining.
- (f) All CDIs issued upon exercise of the Placement Warrants will rank pari passu in all respects with the Company's then issued CDIs.
- (g) The Placement Warrants are not to be quoted on ASX and the Company is under no obligation to apply for quotation of the Placement Warrants on ASX.
- (h) The Company will apply for quotation on ASX of all CDIs issued upon exercise of the Placement Warrants.
- (i) There are no participating rights or entitlements inherent in the Placement Warrants and holders will not be entitled to participate in new issues of capital to CDI holders during the currency of the Placement Warrants. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the Company will give each Placement Warrant holder 6 Business Days prior notice of the Record Date (as defined in the Listing Rules) of any proposed issue of CDIs or other securities or entitlements made available to the holders of CDIs generally to enable the Placement Warrant holder to exercise its Placement Warrants and participate in the new issue.
- (j) There is no right to change the Exercise Price of a Placement Warrant nor the number of CDIs over which the Placement Warrant can be exercised, if the Company completes a pro rata issue of CDIs or Shares in the Company which is not a bonus issue.
- (k) If there is a bonus issue of CDIs or Shares in the Company, the number of CDIs over which a Placement Warrant can be exercised increases by the number of CDIs which the Placement Warrant holder would have received if the Placement Warrant had been exercised before the record date for the bonus issue.
- (l) In the event of any reconstruction (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the expiry date, all rights of the Placement Warrant holder will be varied in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

## Schedule 2

### TERMS OF WARRANTS

- (a) **Expiry Date:** The Warrants will expire 3 years after the date on which the Debt 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 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.

**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  
no later than 9.00am WST on 2 May 2015.

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 Meeting to be held at 9.00am, on Monday, 4 May 2015 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.**

<b>Voting on business of the Meeting</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Resolution 1    Ratification of issue of CDIs and Placement Warrants to Provident	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2    Ratification of issue of CDIs and Placement Warrants to Saratoga	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3    Ratification of issue of CDIs and Placement Warrants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4    Ratification of issue of CDIs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5    Approval for issue of Warrants	<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 THE PROXY FORM**

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

**Please note that the Proxy Forms must be received by the Company an address given below not later than 9.00am (WST) on 2 May 2015 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](http://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 9.00am (WST) Friday, 1 May 2015**

### How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at 1 May 2015 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](http://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, 4 May 2015 at 9.00am (WST) and at any adjournment or postponement of that meeting.

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

## STEP 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Ratification of Issue of CDIs and Placement Warrants to Provident	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Issue of CDIs and Placement Warrants to Saratoga	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Issue of CDIs and Placement Warrants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Issue of CDIs to Juniper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval for Issue of Warrants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

## 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 \_\_\_\_ / \_\_\_\_ / \_\_\_\_