



19 September 2011

The Manager Companies
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

(4 pages by email)

Dear Madam

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of members is to be convened at Suite 2, Level 3, 66 Hunter Street, Sydney, NSW, 2000 on 20 October 2011 at 11.00 am.

AGENDA

BUSINESS

To consider and, if thought fit, pass the following resolution, with or without amendment:

Ordinary Resolution 1 Ratification of the Issue of CDIs

'That, for the purposes of ASX Listing Rule 7.4, the issue of 23,980,000 new CHESSE Depository Interests ('CDIs') in the Company as set out in the Explanatory Memorandum attached to this Notice of Meeting be and is hereby approved.'

Ordinary Resolution 2 Approval of the Proposed Issue and Allotment of CDIs

'That, for the purposes of ASX Listing Rule 7.1, the proposed issue and allotment of up to 6,250,000 new CDIs in the Company as set out in the Explanatory Memorandum attached to this Notice of Meeting be and is hereby approved.'

To transact any other business that may be brought forward in accordance with the Company's Constitution.

For further information please contact:

Yours faithfully

A handwritten signature in black ink, appearing to read "Richard Edwards".

Richard Edwards
Company Secretary

pjn6206

**Explanatory Memorandum
to the Notice of General Meeting
to be held on 20 October 2011**

Resolution 1

Resolution 1 seeks the ratification by shareholders of the issue of 23,980,000 CDIs in the Company on 19 September 2011 for the purposes of ASX Listing Rule 7.4.

Details of the issue, as required by ASX Listing Rule 7.4 are as follows:

- Number of securities allotted: 23,980,000
- Issue price: A\$0.16 per CDI
- Terms: CDIs ranking pari passu with existing CDIs.
- Basis of determining allottees: Assorted sophisticated investors.
- Intended use of funds: To fund the feasibility studies at the Company's Tembang project and for working capital.

The Company will disregard any votes cast on Resolution 1 by:

- the sophisticated investors who participated in the issue and any of their associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy 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 to vote as the proxy decides.

Resolution 2

Resolution 2 seeks the approval by shareholders of the issue of up to 6,250,000 CDIs in the Company as soon as practicable after the date of this General Meeting, and in any event, within 3 months of the date of this General Meeting for the purposes of ASX Listing Rule 7.1.

Details of the proposed issue and allotment, as required by ASX Listing Rule 7.1 are as follows:

- Number of securities to be issued: Up to 6,250,000
- Issue price: A\$0.16 per CDI
- Terms: CDIs ranking pari passu with existing CDIs.
- Allottee: RMB Resources Limited
- Intended use of funds: To fund the feasibility studies at the Company's Tembang project and for working capital.

The Company will disregard any votes cast on Resolution 2 by:

- RMB Resources Limited; and
- any associates of RMB Resources Limited.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy 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 to vote as the proxy decides.



Registered Number 5777015 (United Kingdom)
 ABN 14 136 694 267 (Australia)

CDI VOTING INSTRUCTION FORM

For your vote to be effective it must be received by 5.00 pm Sydney time on 19 October 2011.

CHESS DEPOSITARY NOMINEES will vote as directed.

Voting Instruction to CHESS Depository Nominees Pty Ltd

I/we
 of

being a holder of CHESS Depository Interests of Sumatra Copper & Gold plc hereby direct CHESS Depository Nominees Pty Ltd to vote shares underlying my/our holding at the Annual General Meeting of Sumatra Copper & Gold plc to be held at Level 2, 66 Hunter Street, Sydney, NSW, 2000, Australia on 20 October 2011 at 11.00am Australian Eastern Standard Time and at any adjournment of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESS 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.

RESOLUTION	FOR	AGAINST	ABSTAIN
1. Ratification of the issue of 23,980,000 CDIs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the Proposed Issue of 6,250,000 CDIs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature of Securityholder(s) This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>	<div style="border: 1px solid black; height: 20px; width: 100%;"></div>	<div style="border: 1px solid black; height: 20px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director

Contact NameDate.....

CDI VOTING INSTRUCTION FORM INSTRUCTIONS

1. Each CDI is equivalent to one fully paid ordinary share, so that every one CDI that you own at 19 October 2011 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 CHES Depositary 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 enough time to tabulate all CHES Depositary Interest votes and to vote on the underlying shares.
2. Holders of CDIs are able to attend the Meeting but may only vote by directing CHES Depositary Nominees Pty Ltd to cast proxy votes in the manner directed in the CDI voting instruction enclosed.

To obtain a copy of the CHES Depositary Nominee's Financial Services Guide, go to www.asx.com.au/documents/products/ches_depository_interest.pdf.

3. All joint holders must sign.
4. All executors of deceased estates must sign.
5. Voting exclusions:

The Company will disregard any votes cast on **Resolution 1** by:

- the sophisticated investors who participated in the issue and any of their associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy 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 to vote as the proxy decides.

The Company will disregard any votes cast on **Resolution 2** by:

- RMB Resources Limited and any associates of RMB Resources Limited.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy 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 to vote as the proxy decides.

6. This CDI Voting Instruction Form (and the original or certified copy of any power of attorney under which this form is signed) must be received at an address given below no later than 48 hours before the time appointed for holding the meeting:
 - in person or by mail at the Company's Australian office, Level 2, 66 Hunter Street, Sydney, NSW 2000 Australia; or
 - in person or by mail at the Company's registered office, 39 Parkside, Cambridge CB1 1PN; United Kingdom; or
 - by facsimile on +61 2 9221 6333; or
 - by email to the Company Secretary at redwards@sumatracoppergold.com.