



Registered Number 5777015 (United Kingdom)

ABN 14 136 694 267 (Australia)

NOTICE OF GENERAL MEETING

EXPLANATORY MEMORANDUM

AND

PROXY FORM

Date of Meeting

19 October 2012

Time of Meeting

9:30 am

Place of Meeting

The Celtic Club

48 Ord Street

WEST PERTH WA 6005

This Notice of General Meeting should be read in its entirety. If Shareholders 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 Memorandum 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.

RESOLUTION 1 – RATIFICATION OF ALLOTMENT AND ISSUE OF CDIs

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

“That, for the purpose of Listing Rule 7.4 of the Listing Rules of the ASX and for all other purposes, the Company approves and ratifies the allotment and issue of 28,000,000 CDIs in the Company for A\$0.135 per CDI to persons who are not related parties of the Company.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue 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 CDI Voting Instruction Form (**the Forms**), 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 Forms to vote as the proxy decides.

RESOLUTION 2 – GRANT OF CALL OPTION

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to grant a Call Option on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution 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 Forms, 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 Forms to vote as the proxy decides.

A Proxy Form and a CDI Voting Instruction Form are attached.

To be valid, properly completed Forms must be received by the Company no later than 9:30am (WST), 17 October 2012:

- by post to:
c/ DWCorporate Pty Ltd
PO Box 1153
WEST PERTH WA 6872
- by hand to:
c/ DWCorporate Pty Ltd
Ground Floor, 20 Kings Park Road
WEST PERTH WA 6005
- by post or hand to:
39, Parkside,
Cambridge, CB1 1PN
UNITED KINGDOM
- by facsimile on +61 8 9389 2199
- by email to proxy@dwcorporate.com or to a.barr@barrellison.co.uk

By order of the Board

Graeme Smith
Company Secretary
Date: 19 September 2012

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the general meeting of the Shareholders to which this Notice of Meeting relates will be held at 9:30am 19 October 2012 at:

The Celtic Club
48 Ord Street
West Perth WA 6005

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 5:00pm (WST) on 17 October 2012.

VOTING IN PERSON

To vote in person, attend the General Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

CDI Voting Instruction Form

Holders of CDIs on the Australian CDI registry may only vote by directing CHES Depositary Nominees Pty Ltd (the depositary nominee in respect of the CDIs) to cast proxy votes in the manner directed in the CDI voting instruction form enclosed.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the Shareholders of Sumatra Copper & Gold plc (**Company**) in connection with the business to be conducted at the General Meeting of the Company to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia, on 19 October 2012 commencing at 9:30 am.

This Explanatory Memorandum should be read in conjunction with, and form part of, the accompanying notice.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum will, unless the context otherwise requires, have the same meaning given to them in the glossary as contained in this Explanatory Memorandum.

BACKGROUND TO RESOLUTIONS

On 29 August 2012, the Company advised the ASX that it had completed a subscription agreement with Provident Capital Partners Pte Ltd ('Provident') to raise \$3,780,000 through the subscription of 28 million CHES Depositary Interests over Shares (CDIs) at a price of A\$0.135 per CDI.

On 7 September 2012, the Company issued these CDIs to Provident and other applicants.

The subscription agreement also provided for the issue of a call option to Provident to subscribe for an additional 40 million CDIs and entitled Provident to nominate one person to the board as a non-executive director.

1. RESOLUTION 1 – RATIFICATION OF ALLOTMENT AND ISSUE OF CDIs

1.1 General

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of these Securities.

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.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

1.2 Technical information required by ASX Listing Rule 7.4

Listing Rule 7.5 contains certain requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 7.4 and the following information is included in this Explanatory Memorandum for that purpose:

- (a) 28,000,000 CDIs were issued by the Company, to the following parties:
 - i. Provident Minerals Pte. Ltd. – 19,040,000
 - ii. Garibaldi Thohir – 5,600,000; and
 - iii. Yaw Chee Siew – 3,360,000.
- (b) the issue price per CDI was \$0.135 cents each;
- (c) the CDIs rank equally with the existing CDIs;
- (d) funds raised from this placement were used for exploration activities and working capital purposes; and
- (e) a voting exclusion statement is included in the Notice.

2. RESOLUTION 2 – GRANT OF CALL OPTION

2.1 General

Resolution 2 seeks Shareholder approval for the grant of a Call Option which will allow Provident and its nominated applicants to subscribe for 40,000,000 CDIs.

A summary of ASX Listing Rule 7.1 is set out in Resolution 1 above.

The effect of Resolution 2 will be to allow the Directors to issue the Call Option during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

If the call option is exercised, subscribers will be required to pay to the Company for each CDI subscribed for, the lesser of:

- i. 20 cents; and
- ii. 85% of the volume weighted average price of CDIs as traded on ASX on the 10 ASX trading days immediately prior to exercise of the Call Option.

2.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Options:

- (a) one Call Option is being issued and this will allow for the subscription of 40,000,000 CDIs;
- (b) the Call Option 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 allotment will occur on the same date;
- (c) the Call Option will be issued for nil cash consideration;
- (d) the CDIs issued on exercise of the Call Option will be allotted the following parties:
 - i. Provident Minerals Pte. Ltd. – 27,200,000
 - ii. Garibaldi Thohir – 8,000,000; and
 - iii. Yaw Chee Siew – 4,800,000.
- (e) the Call Option will be issued on the terms and conditions set out in Schedule 1; and
- (f) no funds will be raised from the issue of the call option.

2.3 Directors' recommendation

All of the Directors unanimously recommend that shareholders vote in favour of this Resolution.

GLOSSARY

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

ASX	means ASX Ltd ABN 98 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Ltd.
Board	means the board of Directors of the Company.
Call Option Period	means the period commencing on the date the Conditions are satisfied and ending on the earlier of: (a) 5:00pm WST on 31 December 2012; and (b) 5:00pm WST on the date that is 30 days after the Company gives written notice to the Subscriber that, following the grant of the Call Option, the total value of sales in CDIs recorded on ASX at a price per CDI of A\$0.20 or greater has exceeded A\$1,000,000, such notice not to be given prior to the Call Option becoming exercisable.
CDI	means CHESS Depository Interests over Shares
Company	means Sumatra Copper & Gold plc Registered Number 5777015 (United Kingdom) ABN 14 136 694 267 (Australia)
Corporations Act	means Corporations Act 2001 (Cth).
Director	means a director of the Company.
Explanatory Memorandum	means this information attached to the Notice, which provides information to Shareholders about the Resolutions contained in the Notice.
Listing Rules	means the listing rules of ASX.
Notice or Notice of Meeting	Means the Notice of General Meeting accompanying this Explanatory Memorandum.
Proxy Form	means the proxy form attached to this Notice.
Resolution	means a resolution contained in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a share.
Subsequent Subscription Amount	means the amount that is the number of Subsequent Subscription CDIs multiplied by the Subsequent Subscription Issue Price
Subsequent Subscription CDIs	means 40,000,000 CDIs.
Subsequent Subscription Completion Date	means that date which is 7 Business Days after the exercise of the Call Option or such other date as may be agreed between the parties in writing.
Subsequent Subscription	means the lesser of:

Issue Price

- (a) 20 cents; and
- (b) 85% of the volume weighted average price of CDIs as traded on ASX on the 10 ASX trading days immediately prior to exercise of the Call Option.

**Subsequent Subscription
Shares**

means 40,000,000 CDIs over Shares.

SCHEDULE 1

TERMS AND CONDITIONS

CALL OPTION EXPIRING 31 DECEMBER 2012

1 CALL OPTION

1.1 Grant of Call Option

Subject to satisfaction of the Conditions set out in clause 1.2, the Issuer agrees to grant to the Subscriber an exclusive option for the Subscriber and its nominated applicants (collectively **Subsequent Applicants**) to subscribe for the Subsequent Subscription CDIs at any time during the Call Option Period:

- (a) for the Subsequent Subscription Amount;
- (b) on the Subsequent Subscription Completion Date; and
- (c) free of any Security Interest or other rights or interests of third parties,

on the terms and conditions set out in this agreement (**Call Option**). The Call Option shall be deemed to have been granted immediately after the satisfaction of all of the Conditions set out in clause 1.2

1.2 Conditions

The grant of the Call Option is subject to and conditional upon:

- (a) the issue of the Subscription CDIs to the Applicants on the Subscription Completion Date; and
- (b) the Issuer obtaining all necessary shareholder approvals required under Listing Rule 7.1 to enable it to grant the Call Option to the Subscriber and to issue the Subsequent Subscription Shares to the Subsequent Applicants.

1.3 Satisfaction of Conditions

- (a) The Conditions are for the benefit of both parties and cannot be waived.
- (b) The Issuer agrees to use best endeavours to procure the satisfaction of the Condition in clause 1.2(b) by convening and holding a general meeting of shareholders of the Issuer (**Shareholders Meeting**) by no later than 31 October 2012 to seek all necessary shareholder approvals to enable it to grant the Call Option to the Subscriber and to issue the Subsequent Subscription Shares to the Subsequent Applicants (**Approval Resolution**).
- (c) Without limiting clause 1.3(b), the Issuer shall:
 - (i) prepare and permit the Subscriber to review and comment upon drafts of the notice of meeting convening the Shareholders Meeting and accompanying documents prior to dispatch;
 - (ii) give the Subscriber reasonable time to review and comment upon such materials;
 - (iii) consider in good faith and take into account any comments provided by the Subscriber; and
 - (iv) procure that the board of directors of the Issuer unanimously recommend that shareholders vote in favour of the Approval Resolution.

- (d) The Issuer and the Subscriber must each promptly notify the other in writing if it becomes aware that a Condition is:
 - (i) satisfied; or
 - (ii) becomes incapable of being satisfied before the End Date.
- (e) If the Approval Resolution is not approved by shareholders at the Shareholders Meeting, the Issuer agrees, subject to applicable laws, to use its best endeavours to enter into another arrangement with the Subscriber to effect the transaction contemplated by the Call Option as if the Call Option were granted following the implementation of the arrangement and the Issuer had all necessary approvals to issue the Subsequent Subscription Shares to the Subsequent Applicants.

1.4 Terms of Subsequent Subscription CDIs

The Shares underlying the Subsequent Subscription CDIs (**Subsequent Subscription Shares**) will rank equally in all respects with all other Shares.

1.5 Exercise of Call Option

Following the grant of the Call Option to the Subscriber pursuant to clause 1.1, the Subscriber may exercise the Call Option by giving notice in writing to the Issuer at any time during the Call Option Period (**Call Option Notice**) subject to the satisfaction of the condition referred to in clause 2.1.

1.6 Adjustment of number of Subsequent Subscription Shares and Subsequent Subscription Issue Price

If at any time prior to the Subsequent Subscription Completion Date the Shares are reconstructed as a result of consolidation or sub-division, or if bonus Shares are issued to all shareholders in the Issuer, then immediately after that consolidation, sub-division or bonus Share issue, the number of Subsequent Subscription Shares and Subsequent Subscription Issue Price shall be adjusted as follows:

- (a) Subsequent Subscription Issue Price

The amount of 20 cents in the definition of Subsequent Subscription Issue Price shall become the amount which is 20 cents divided by the Conversion Factor.

- (b) Subsequent Subscription Shares

The amount of 40,000,000 in the definition of Subsequent Subscription Shares shall become 40,000,000 multiplied by the Conversion Factor.

and the **Conversion Factor** is an amount calculated in accordance with the following formula:

$$CF = \frac{VA \times CFB}{VB}$$

CF is the Conversion Factor immediately after the consolidation or sub-division or bonus Share issue;

VA is the number of Shares on issue immediately after the consolidation or sub-division or bonus Share issue;

VB is the number of Shares on issue immediately before the consolidation or sub-division or bonus Share issue;
and

CFB is 1 or if the Conversion Factor becomes a number other than 1, the Conversion Factor applying immediately before the consolidation or sub-division or bonus Share Issue.

2. OPTION CONDITIONS

2.1 Condition to exercising the Call Option

The Call Option may only be exercised if either of the following conditions is satisfied during the Call Option Period:

- (a) the Subscriber providing evidence reasonably satisfactory to the Issuer that the Applicants, the Subsequent Applicants and their respective associates collectively hold not less than 10,000,000 Shares (or, in the event there is a reconstruction of the Shares, such number of Shares which would be equivalent to 10,000,000 Shares prior to the reconstruction) other than the Subscription Shares; or
- (b) a Pinjam Pakai Eksploitasi (exploitation forestry permit) is issued for the Tembang Gold Project undertaken by the Issuer's Indonesian subsidiary,

or the Issuer waives the requirement that either of the above conditions be satisfied.

2.2 Call Option to lapse

The Call Option shall automatically lapse at the end of the Call Option Period if it has not been exercised.



Name of Shareholder (s)

Address of Shareholder (s)

STEP 1

Appoint Proxy to Vote on Your Behalf

I / We being a member / s of Sumatra Copper and Gold plc hereby appoint

the Chairman of the meeting

OR

PLEASE NOTE: leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own names (s)

Or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Sumatra Copper & Gold plc to be held at 48 Ord Street West Perth, Western Australia on 19 October 2012 at 9:30am (WST) and at any adjournment of that meeting.

STEP 2

Items of Business

PLEASE NOTE: if you mark the **Abstain** box for an item, you are directing your 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 Allotment and Issue of CDIs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Grant of Call Option	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This Proxy is appointed to represent _____% of my voting right, or if 2 proxies are appointed Proxy 1 represents _____% and Proxy 2 represents _____% of my total votes. My total voting right is _____ shares.

SIGN

Signature of Security holder – Please sign here

Individual or Shareholder 1

Sole Director & Sole Company Secretary

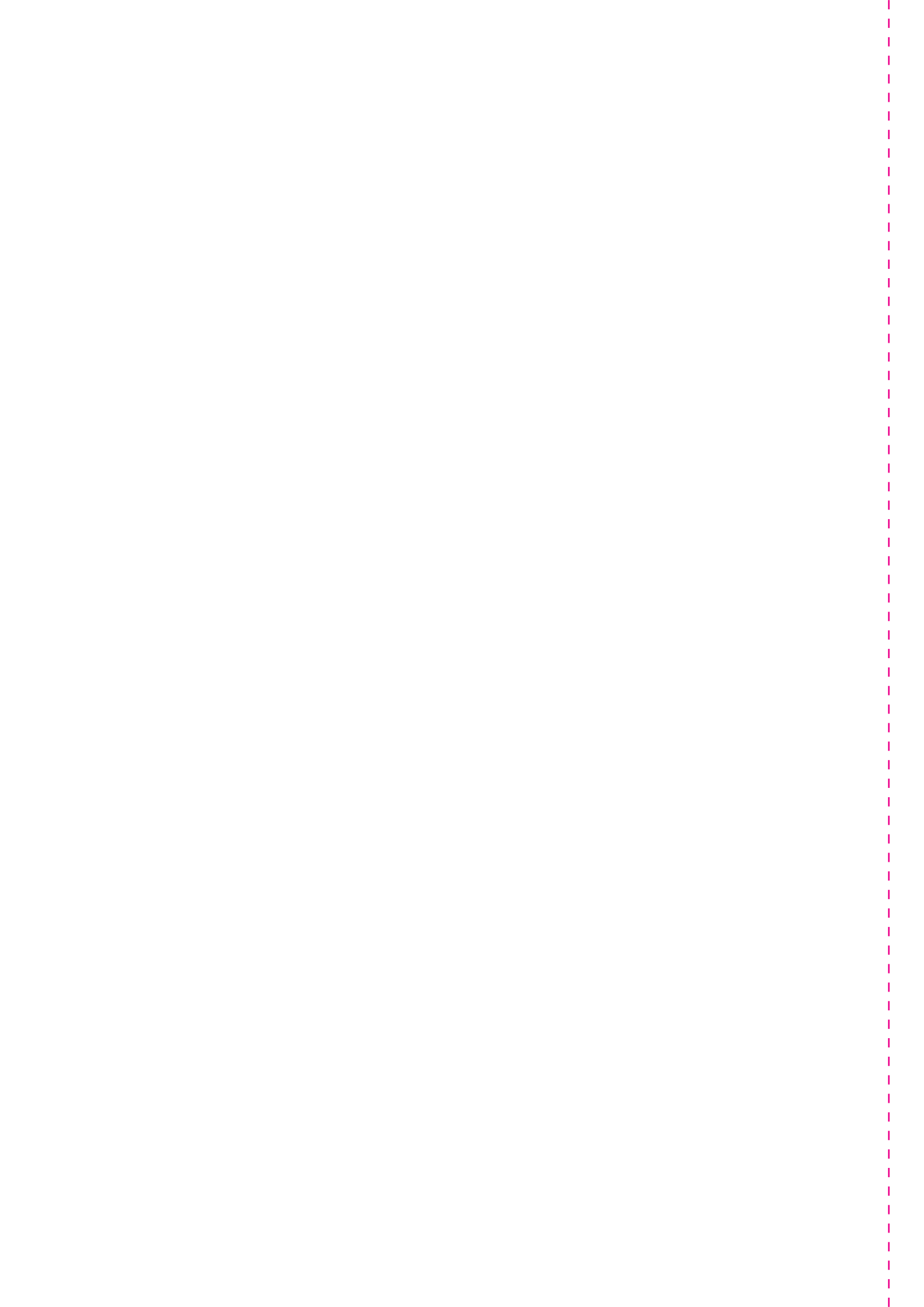
Joint Shareholder 2

Director / Company Secretary

Joint Shareholder 3

Director

Dated this _____ day of _____ 2012





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 9:30 am WST on 17 October 2012.

CHESS DEPOSITARY NOMINEES will vote as directed.

Voting Instruction to CHESS Depositary Nominees Pty Ltd

Name of Shareholder (s)

Address of Shareholder (s)

I/we being a holder of CHESS Depositary Interests of Sumatra Copper & Gold plc hereby direct CHESS Depositary Nominees Pty Ltd to vote shares underlying my/our holding at the General Meeting of Sumatra Copper & Gold plc to be held at The Celtic Club, 48 Ord Street, West Perth WA 6005, Australia on 19 October 2012 at 9:30 am WST and at any adjournment of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESS Depositary 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
Resolution 1	Ratification of Allotment & Issue of CDIs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Grant of Call Option	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Individual or Shareholder 1

Joint Shareholder 2

Joint Shareholder 3

[Signature box for Individual or Shareholder 1]

[Signature box for Joint Shareholder 2]

[Signature box for Joint Shareholder 3]

Sole Director & Sole Company Secretary

Director / Company Secretary

Director

Dated this _____ day of _____ 2012

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A Shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this General Meeting as the Shareholder's proxy. A proxy need not be a Shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the Shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the Shareholder's voting rights. Fractions shall be disregarded.
3. 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. If a proxy is executed by an attorney of a Shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies **must be received by the Company by 9:30am on 17 October 2012** by post, facsimile or email to the respective addresses stipulated in this proxy form.
6. The Chairman will cast all available proxies in favour of the Resolutions.
7. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
 - (c) if the proxy is the Chairperson, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.
8. If a proxy is also a Shareholder, the proxy can cast any votes the proxy holds as a Shareholder in any way that the proxy sees fit.