



29 May 2012

The Manager Companies  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

(3 pages by email)

Dear Madam,

### ANNUAL GENERAL MEETING

I advise that all resolutions put to shareholders at today's Annual General Meeting of Members as set out in the attached Notice of Meeting were passed on a show of hands.

I advise that a total of 39,587,298 votes were cast by proxy as follows:

	For	Against	Abstain
Resolution 1	39,575,298	12,000	-
Resolution 2	39,587,298	-	-
Resolution 3	32,313,970	-	7,273,328
Resolution 4	39,557,298	-	30,000
Resolution 5	39,507,298	80,000	-
Resolution 6	22,039,798	30,000	17,517,500
Resolution 7	21,789,798	280,000	17,517,500
Resolution 8	39,255,298	332,000	-
Resolution 9	25,952,241	489,300	13,145,757
Resolution 10	39,239,998	247,300	100,000
Resolution 11	39,034,298	453,000	100,000

Yours faithfully

A handwritten signature in blue ink, appearing to read "R Edwards", is written over a light blue horizontal line.

Richard Edwards  
Company Secretary

pjn6716

# Agenda

This Notice of Annual 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.

## NOTICE OF ANNUAL GENERAL MEETING

Sumatra Copper & Gold plc ('the Company') gives notice that the Annual General Meeting of Members is to be convened at Suite 2, Level 3, 66 Hunter Street, Sydney, NSW, 2000 on 29 May 2011 at 11.00am Australian Eastern Standard Time.

## BUSINESS

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

### **Ordinary Resolution 1. Receipt of the Report of Directors and the Audited Financial Statements of the Company**

'That the report of the Directors and the audited financial statements of the Company for the year ended 31 December 2011 are hereby received.'

### **Ordinary Resolution 2. Re-appointment of the Auditors**

'That PricewaterhouseCoopers LLP be reappointed as Auditors and authorise the Directors to fix their remuneration.'

### **Ordinary Resolution 3. Re-election of a Director**

'That Mr Warwick Morris be and is hereby re-elected as a Director.'

### **Ordinary Resolution 4. Re-election of a Director**

'That Mr Julian Ford be and is hereby re-elected as a Director.'

### **Ordinary Resolution 5. Ratification of the Issue of CDIs to Newcrest Mining Limited**

'That the issue of 477,500 CDIs in the Company on 19 December 2011 for A\$0.16 per CDI be and is hereby ratified for the purposes of ASX Listing Rules 7.4 and 7.5.'

### **Ordinary Resolution 6. Ratification of the Prior Issue of Options to Macquarie Bank Limited**

'That the issue of 25,544,127 options as part of a facility fee on 2 April 2012, each exercisable at A\$0.16 and expiring on 27 March 2014, be and is hereby ratified for the purposes of ASX Listing Rules 7.4 and 7.5.'

### **Ordinary Resolution 7. Approval of the Proposed Issue of Options to Macquarie Bank Limited**

'That, for the purposes of ASX Listing Rules 7.1 and 7.3, the proposed issue and allotment of up to 5,705,873 options as part of a facility fee, each exercisable at A\$0.16 and expiring on 27 March 2014, be and is hereby approved.'

### **Ordinary Resolution 8. Approval of the Proposed Issue of Options to Mr Julian Ford**

'That, for the purposes of ASX Listing Rule 10.11, the proposed issue and allotment of up to 2,500,000 Performance Options, each exercisable at A\$0.50, expiring on 1 June 2016 and subject to the Performance Condition as set out in the Explanatory Memorandum accompanying this Notice of Meeting, be and is hereby approved.'

# Agenda

## **Ordinary Resolution 9. Approval of the Proposed Issue of Options to Directors**

'That, for the purposes of ASX Listing Rule 10.11, the grant of options over an aggregate total of up to 3,750,000 shares to Messrs Julian Ford, Warwick Morris, Peter Nightingale, Adi Sjoekri and Jocelyn Waller, the terms and conditions of which are described in the Explanatory Memorandum accompanying this Notice of Meeting, be and is hereby approved.'

## **Ordinary Resolution 10. Authority to Allot**

'In substitution for all previous like authorities which are hereby revoked and replaced (but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities), the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the 'Act') to exercise all powers of the Company to allot equity securities (within the meaning of Section 560 of the Act) up to a maximum aggregate nominal amount of £2,700,000.

This authority shall expire (unless renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company to be held in 2013, save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired'.

## **Special Resolution 11. Disapplication of pre-emption rights**

'That, subject to the passing of Ordinary Resolution 10, and in substitution for all previous like authorities which are hereby revoked and replaced (but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities), the Directors be and are hereby empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by Ordinary Resolution 10 as if Section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited:

- (A) To the allotment of equity securities in connection with or pursuant to a pre-emptive issue (as defined in Article 7.3(A) of the Company's Articles of Association) in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them; and
- (B) To the allotment (otherwise than pursuant to paragraph (A) of this resolution), of equity securities up to an aggregate nominal amount of £2,700,000,

And shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2013 save that the Company may before such expiry make any offer or enter into any agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired'.