

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Sumatra Copper & Gold plc

ABN

14 136 694 267

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | 1. CHESS Depository Interests (CDIs) together with underlying fully paid ordinary shares.

2. Unquoted warrants. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 34,148,342 CHESS Depository Interests (CDIs) together with 34,148,342 underlying Fully Paid Ordinary Shares.

2. 17,074,171 unquoted warrants. |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 1. CHESS Depository Interests (CDIs) each representing a beneficial interest in a Fully Paid Ordinary Share.

2. Unquoted warrants each exercisable into 1 CDI at an exercise price of A\$0.057 each on or before 7 August 2017. |

+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>1. Yes - CHESS Depository Interests (CDIs). Underlying Fully Paid Ordinary Shares are not quoted.</p> <p>2. No – the warrants are a new class of unquoted security. On exercise of the warrants, the CHESS Depository Interests (CDIs) issued will rank equally with existing quoted CHESS Depository Interests (CDIs) currently on issue.</p>
5	Issue price or consideration	<p>1. A\$0.05 each.</p> <p>2. Nil monetary consideration.</p>
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issue of CDIs and warrants to professional and sophisticated investors as announced to ASX on 3 August 2015. The funds raised from the placement will be used for the purposes of the construction and development of the Company's Tembang Gold-Silver Project ("Tembang"), associated working capital requirements and extensional exploration at Tembang.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	29 May 2015
6c	Number of +securities issued without security holder approval under rule 7.1	17,074,171 unquoted warrants.

6d	Number of +securities issued with security holder approval under rule 7.1A	34,148,342 CHESS Depository Interests (CDIs) together with 34,148,342 underlying Fully Paid Ordinary Shares.	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable.	
6f	Number of +securities issued under an exception in rule 7.2	Not applicable.	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Date of agreement to issue – 3 August 2015. Date of issue – 7 August 2015. 75% of 15 day VWAP to 3 August 2015 – \$0.033. (Source – Commonwealth Securities) Issue price – \$0.05.	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable.	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	ASX Listing Rule 7.1 – 83,760,471. ASX Listing Rule 7.1A – 33,074,753.	
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	7 August 2015.	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		705,162,286	CHESS Depository Interests (CDIs)

+ See chapter 19 for defined terms.

Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
	705,162,286	Fully paid ordinary shares underlying 705,162,286 CDIs.
	1,217,006	Fully paid ordinary shares
	1,500,000	Options exercisable at \$0.25 on or before 14/6/17.
	222,753,201	Warrants exercisable at \$0.057 each on or before 12/11/17.
	44,260,914	Warrants exercisable at \$0.06 each on or before 7/4/17.
	17,074,171	Warrants exercisable at \$0.057 each on or before 7/8/15.
	7,500,000	Performance Rights (market-based).
	Up to 7,500,000	Performance Rights (project-based).

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the ⁺ securities will be offered	
14	⁺ Class of ⁺ securities to which the offer relates	

15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	

+ See chapter 19 for defined terms.

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	+Issue date	

Part 3 - quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(tick one)

(a) ☒ +Securities described in Part 1
NOTE - only CDIs to be quoted.

(b) ☐ All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of +securities for which +quotation is sought
- 39 +Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?
- If the additional +securities do not rank equally, please state:
- the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
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+ See chapter 19 for defined terms.

<p>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	
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<p>42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)</p>	Number	+Class

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



(Company secretary)

Date: 11 August 2015

Print name:

SUSAN HUNTER

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	414,467,651 ¹ ¹ This amount includes all fully paid ordinary shares on issue 12 months prior to the issue date (including 710,000 fully paid ordinary shares converted to CDIs on 30 June 2015 and 1,217,006 fully paid ordinary shares over which CDIs have not be granted).
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	3/10/14 - 99,356,171 CDIs approved by shareholders on 4 March 2014. 3/10/14 - 14,903,426 CDIs approved by shareholders on 23 July 2014. 3/10/14 - 49,574,332 CDIs approved by shareholders on 27 October 2014. 8/12/14 - 5,407,542 CDIs approved by shareholders on 4 May 2015. 7/4/15 – 30,884,371 CDIs approved by shareholders on 4 May 2015. 7/4/15 – 57,637,457 CDIs approved by shareholders on 4 May 2015.
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	672,230,950

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	100,834,642
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	7/8/15 – 17,074,171 warrants.
“C”	17,074,171.
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	100,834,642
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	17,074,171
Total [“A” x 0.15] – “C”	83,760,471 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	672,230,950
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	67,223,095
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	7/8/15 – 34,148,342 CDIs.
“E”	34,148,342.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	67,223,095
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	34,148,342.
Total [“A” x 0.10] – “E”	33,074,753 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

ADDITIONAL INFORMATION REQUIRED UNDER ASX LISTING RULE 3.10.5A

On 7 August 2015, Sumatra Copper & Gold plc (ASX: SUM) (**Sumatra** or **the Company**) issued 34,148,342 CHESS Depositary Interests and underlying fully paid ordinary shares (**CDIs**) at an issue price of A\$0.05 per CDI and 17,074,171 unquoted warrants to professional and sophisticated investors to raise approximately A\$1.71 million (**the Placement**). 34,148,342 CDIs and underlying fully paid ordinary shares were issued pursuant to the Company's available placement capacity under Listing Rule 7.1A and 17,074,171 warrants were issued under the Company's available placement capacity under Listing Rule 7.1. These CDIs and warrants are the subject of an Appendix 3B announcement to the Australian Securities Exchange (**ASX**) attached.

Sumatra provides the following information as required under ASX Listing Rule 3.10.5A in relation to the issue of 34,148,342 CDIs issued under ASX Listing Rule 7.1A:

- a) The dilutive effect of the Placement on existing CDI holders is as follows –

Number of CDIs on issue prior to the Placement: 671,013,944.

Dilution as a result of the issue of 34,148,342 CDIs under ASX Listing Rule 7.1A	4.8%
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Number of CDIs on issue following the Placement: 705,162,286.

Details of the approximate percentage of the issued capital following the completion of the Placement held by pre-Placement CDI holders and new CDI holders are as follows.

Pre-Placement CDI holders who did not participate in the ASX Listing Rule 7.1A Placement	40.7%
Pre-Placement CDI holders who did participate in the ASX Listing Rule 7.1A Placement	59.2%
Participants in the ASX Listing Rule 7.1A Placement who were not previously CDI holders	0%

- b) The placement was considered to be a cost effective and efficient mechanism for raising funds and raises approximately A\$1.7 million to use 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.

It is noted that the Company undertook an entitlement issue two years ago in 2013.

- c) No underwriting arrangements were entered into in relation to the Placement.

- d) No fees or commissions were paid in relation to the Placement.