

**INVITATION TO THE SHAREHOLDERS
ANNUAL GENERAL MEETING OF SHAREHOLDERS
AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
PT MERDEKA COPPER GOLD TBK (the "Company")**

The Board of Directors of the Company hereby invite the shareholders of the Company to attend the Annual General Meeting of Shareholders ("AGMS") and Extraordinary General Meeting of Shareholders ("EGMS") (AGMS and EGMS shall collectively be referred to as "GMS") of the Company which will be convened on:

Day/Date : Friday, 10 June 2022
Time : 2 PM Western Indonesian Time – finish
Place : The Westin Jakarta - Medan Room
Jl. H. R. Rasuna Said Kav. C-22 A,
Karet Kuningan, South Jakarta,
Daerah Khusus Ibukota Jakarta 12940
Mechanism : via electronic meeting through eASY.KSEI platform

The Agenda of the AGMS are as follows:

1. Approval of the Company's annual report for the financial year of 2021 which has been reviewed by the Board of Commissioners, including the ratification of the consolidated financial statements of the Company and its subsidiaries for the fiscal year which ended on 31 December 2021, which has been audited by public accounting firm of Tanubrata, Sutanto, Fahmi, Bambang & Partners (Member of BDO International Firm) and was executed on 23 February 2022 which has been reissued and executed again on 14 March 2022, ratification of the Board of Commissioners' supervisory report for the fiscal year of 2021 as well as granting full release and discharge (*acquit et de charge*) to all members of the Board of Directors and the Board of Commissioners of the Company for their management and supervisory duty carried out throughout the fiscal year which ended on 31 December 2021, provided that those actions are clearly reflected under the Company's annual report for the fiscal year of 2021 and consolidated financial statements of the Company and its subsidiaries for the fiscal year which ended on 31 December 2021.

Explanation:

*The Company will provide an explanation to the shareholders or their proxies regarding the implementation of the Company's business activities for the fiscal year which ended on 31 December 2021 and the financial condition of the Company as stipulated in the Financial Statements of the Company for the financial year which ended on 31 December 2021 in accordance with the provisions of Article 69 paragraph (1) of Law No. 40 of 2007 on the Limited Liability Companies as amended by Law No. 11 of 2020 on Job Creation ("Companies Law") as well as Article 9 paragraph (4) and Article 21 paragraph (5) of the Articles of Association of the Company. Further, in accordance with Article 9 paragraph (5) of the Articles of Association of the Company, the approval of the annual report and ratification of financial statements by the AGMS means granting full release and discharge (*acquit et de charge*) to all members of the Board of Directors and the Board of Commissioners for their management and supervisory duty carried out throughout the financial year of 2021, provided that those actions are clearly reflected under the annual report and financial statements.*

2. Determination of the use of the Company's net profit for the financial year of 2021.

Explanation:

This Agenda of the AGMS is conducted in order to fulfill the provisions of Article 70 and 71 of the Companies Law and provisions of Article 9 paragraph (4) and Article 22 paragraph (1) of the Articles of Association of the Company in relation to the use of the Company's net profit for the financial year which ended on 31 December 2021.

3. Approval on the appointment of public accounting firm to audit the consolidated financial statements of the Company and its subsidiaries for the financial year which ended on 31 December 2022.

Explanation:

This Agenda of the AGMS is conducted in order to fulfill the provisions of Article 9 paragraph (4) Articles of Association of the Company, Article 68 paragraph (1) letter c of the Companies Law, and Article 59 of the Financial Services Authority (“OJK”) Regulation No. 15/POJK.04/2020 on the Plan and Implementation of General Meeting of Shareholders of Public Companies.

4. Determination of the salary and allowances as well as other facilities for members of the Board of Directors and Board of Commissioners of the Company for the financial year of 2022.

Explanation:

This Agenda of the AGMS is conducted in order to fulfill the provisions of Article 96 and 113 of the Companies Law and Article 15 paragraph (15) and Article 18 paragraph (7) of the Articles of Association of the Company related to the determination of remuneration for the Board of Directors and Board of Commissioners for the financial year of 2022.

5. Report on the realization of the use of proceeds resulting from the Public Offering for the issuance of Shelf Bonds I of Merdeka Copper Gold Phase II of 2020, Public Offering for the issuance of Shelf Bonds II of Merdeka Copper Gold Phase I and II of 2021, as well as the Public Offering for the issuance of Shelf Bonds III Merdeka Copper Gold Phase I and Phase II of 2022.

Explanation:

This Agenda of the AGMS is conducted in order to fulfill the provisions in the Article 6 paragraph (1) and (2) of OJK Regulation No. 30/POJK.04/2015 regarding Report of the Realization of the Use of Proceeds Resulting from Public Offering, the Company plans to inform the realization of the use of proceeds resulting from its public offerings. This particular agenda does not need to be approved by the shareholders.

6. Approval of the changes in the Composition of the Members of the Board of Commissioners of the Company.

Explanation:

This Agenda of the AGMS is conducted in relation to the resignation of Mr. Richard Bruce Ness from his position as Commissioner of the Company and the appointment of Mr. Tang Honghui as Commissioner of the Company in order to comply with the provisions of Article 27 juncto Article 8 and Article 23 juncto Article 3 paragraph (1) OJK Regulation No. 33/POJK.04/2014 on the Board of Directors and the Board of Commissioners of the Issuer or Public Company as well as Article 18 paragraph (2) and paragraph (5) of the Articles of Association of the Company in relation to the changes in the composition of the members of Board of Commissioners of the Company.

The Agenda of the EGMS are as follows:

1. Approval of the Company's plan to conduct Capital Increase Without Pre-emptive Rights (“**Private Placement**”).

Explanation:

*This Agenda of the EGMS is conducted in order to comply with OJK Regulation No. 38/POJK.04/2014 on Capital Increases Without Pre-emptive Rights for Public Companies as replaced by OJK Regulation No. 32/POJK.04/2015 on the Capital Increase of a Publicly Listed Company by Giving Pre-Emptive Rights as lastly amended by OJK Regulation No. 14/POJK.04/2019 on the Amendment of the OJK Regulation No. 32/POJK.04/2015 on the Capital Increase of a Publicly Listed Company by Giving Pre-Emptive Rights (“**POJK 14/2019**”) as well as Article 4 paragraph (3) of Articles of Association of the Company, which will amend Article 4 paragraph (2) of Articles of Association of the Company as the result of realization of the Private Placement. This agenda needs approval from independent shareholders. The disclosure of information relating to the private placement has been published on 4 May 2022.*

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2. Approval on the buyback plan of the Company's shares in accordance with the OJK Regulation No. 30/POJK.04/2017 on the Buyback of Shares Issued by Public Companies.

Explanation:

On this Agenda of the EGMS, the Board of Directors will present the Company's plan to conduct shares buyback of the Company to be then approved by the EGMS, in accordance with OJK Regulation No. 30/POJK.04/2017 on the Buyback of Shares Issued by Public Companies. The disclosure of information relating to the buyback plan has been published on 4 May 2022.

3. Report on the realization of the implementation of Long Term Incentive Program of the Company.

Explanation:

The Board of Directors of the Company plans to report to the shareholders on the implementation result of Long Term Incentive Program of the Company for the year of 2021. This particular agenda does not need to be approved by the shareholders.

Note:

1. The GMS Announcement was announced by the Company on 4 May 2022.
2. The Company will not send its own invitation to each shareholder of the Company, thus this invitation shall be the official invitation for the shareholders of the Company.
3. Shareholders entitled to attend the GMS, are the shareholders of the Company whose names are registered in the Register of Shareholders of the Company and/or the shareholders of the Company in sub securities accounts at PT Kustodian Sentral Efek Indonesia ("KSEI") at the close of stock trading closure on the Indonesian Stock exchange on 18 May 2022.
4. Materials related to the GMS are available and accessible through the Company's official website on www.merdekacoppergold.com and eASY.KSEI on easy.ksei.co.id, as of the date of the invitation until the date of the GMS. The Company will not provide hard copy documents to the shareholders.
5. The GMS will be held electronically through the KSEI Electronic General Meeting System facility ("eASY.KSEI") provided by KSEI, pursuant to the provisions of OJK Regulation No. 16/POJK.04/2020 regarding the Implementation of Electronic General Meetings of Shareholders of Publicly-listed Companies.
6. The participation of the shareholders in the GMS can be conducted through the following mechanism:
 - (a) physical attendance at GMS; or
 - (b) electronic attendance at GMS through eASY.KSEI application.
7. The Company's shareholders that can use the eASY.KSEI application are local individual shareholders whose shares are kept in the collective custody of KSEI. Further, the Company's shareholders must register beforehand in the KSEI Securities Ownership Reference facility ("AKSes KSEI") facility. For the shareholders that have not been registered yet, please register through the website (<https://akses.ksei.co.id/>).
8. Power of Attorney:

As preventive measures against the spread of Corona Virus Disease ("COVID-19") and to comply with the provisions of Implementation of Community Activity Restrictions ("PPKM") COVID-19 as well as other relevant regulations, the Company hereby urges to the shareholders to attend the GMS electronically as stipulated in the point 6 letter b or grant a power of attorney for the attendance and voting to its independent proxy appointed by the Company, by referring to the following provisions:

- (a) The Company prepares 2 (two) types of power of attorney to the Individual Shareholders namely (i) Electronic Power of Attorney (e-Proxy) which can be accessed electronically on the eASY.KSEI platform through www.ksei.co.id and (ii) Conventional Power of Attorney;
 - (i) e-Proxy through eASY.KSEI - a power of attorney provided by KSEI to facilitate and integrate Proxy from scripless Shareholders whose shares are held in KSEI Collective Custody to their proxies electronically. The Attorney who is available at eASY.KSEI is an independent party appointed by the Company. Any member of the Board of Directors and the Board of Commissioners as well as the employee of the Company cannot act as the proxy of a shareholder in the GMS. Further information regarding the independent proxies appointed by the Company can be accessed in eASY.KSEI platform through www.ksei.co.id. The e-Proxy will be subject to the procedures, terms and conditions as set out by KSEI. In accordance with the OJK Regulation No. 15/POJK.04/2020 regarding Plan and Implementation of General Meeting of Shareholders of Public Companies, the power of attorney shall be granted no later than 1 (one) business day prior to the holding of the GMS;
 - (ii) Conventional Power of Attorney – the form which included voting. The Power of Attorney that has been completed and signed by the Shareholders along with the supporting documents must be submitted to the Company no later than 2 June 2022 at 3 PM Western Indonesia Time through email at corporate.secretary@merdekacoppergold.com or submitted to PT Datindo Entrycom, the Company's Shares Registrar at Jl. Hayam Wuruk No. 28, Jakarta 10210, Indonesia.

The form of power of attorney and information regarding the independent proxies appointed by the Company can be obtained through the Company's website at www.merdekakoppergold.com or by contacting the Corporate Secretary by email at corporate.secretary@merdekacoppergold.com or to PT Datindo Entrycom, the Company's Shares Registrar ("SR") at Jl. Hayam Wuruk No. 28, Jakarta 10210, Indonesia.

- (b) Only the Power of Attorneys that are validated as Shareholders of the Company are entitled to attend with a Power of Attorney at the GMS and will be counted in the quorum calculation for the meeting resolution.

Verification will be conducted physically by the Company's SR, PT Datindo Entrycom, and Notary before entering the GMS room. Therefore, the appointed proxy through a conventional power of attorney, either from the individual shareholders or the shareholders in the form of legal entities must bring the original power of attorney and its supporting documents to the GMS.

9. The Company's shareholders or their proxies who will electronically attend the GMS through the eASY.KSEI application as referred to in point 6 letter b may declare their electronic attendance until 9 June 2022, 12:00 Western Indonesia Time ("**Deadline for Attendance Declaration**"), and to cast their votes through eASY.KSEI from the date of this invitation until the Deadline for Attendance Declaration.
10. Whereas for the parties stipulated below should register its attendance through the eASY.KSEI application on the date of the GMS from 08.00 AM Western Indonesia Time until 09.45 AM Western Indonesia Time, who are:
- (a) the Company's shareholders that have not declared their electronic attendance yet until the Deadline for Attendance Declaration;
 - (b) the Company's shareholders that have declared their electronic attendance but have not cast their votes yet until the Deadline for Attendance Declaration;
 - (c) the individual representatives and the independent party appointed by the Company (i.e., PT Datindo Entrycom as the Company's SR) that have received powers of attorney from the Company's shareholders but the relevant shareholders have not cast their votes yet until the Deadline for Attendance Declaration; and
 - (d) the KSEI Participants/Intermediaries (Custodian Banks or Securities Companies) that have received powers of attorney from the Company's shareholders that have cast their votes through the eASY.KSEI application.
11. The Company's shareholders or their proxies can view the ongoing GMS through a Zoom webinar by selecting the eASY.KSEI menu, the Tayangan RUPS (GMS Video Streaming) submenu on the AKSes facility (<https://akses.ksei.co.id/>), provided that:
- (a) the Company's shareholders or their proxies have been registered on the eASY.KSEI application by no later than 18 May 2022, 12:00 Western Indonesia Time;
 - (b) the GMS Video Streaming has the capacity of up to 500 participants, and the participants' attendance will be determined on a first-come, first-served basis. The Company's shareholders or their proxies that cannot view the GMS through the GMS Video Streaming will still be considered as validly attending the electronic GMS and their share ownership and votes will be taken into account in the GMS as long as they have been registered on the eASY.KSEI application;
 - (c) the Company's shareholders or their proxies who views the ongoing GMS through the GMS Video Streaming but whose electronic attendance is not duly registered on the eASY.KSEI application will not be considered as validly attending the electronic GMS and therefore their attendance will not be counted in the attendance quorum for the GMS; and
 - (d) to get the best experience in using the eASY.KSEI application and/or the GMS Video Streaming, the shareholders or their proxies are advised to use the Mozilla Firefox browser.

12. The shareholders of the Company and its proxies, who will attend the GMS physically are required to show the copy of their National Identity Card (KTP) or other evidence of identity both for the shareholders and their proxies to the registration officer of the Company GMS before entering the GMS room. Shareholders in the form of legal entities shall submit the copy/photocopy of its Articles of Association and its amendments respectively, including the last composition of the management. For shareholders whose shares have been registered in KSEI collective custody shall bring the Written Confirmation for the GMS which can be obtained from securities companies or in their respective custodian banks, where the Company's shareholders open the securities account.

13. Health Protocol:

For shareholders or their proxies who will remain physically present in the GMS, a very strict health protocol will be applied in the framework of COVID-19 handling, which are as follows:

- (a) Shareholders and their proxies who will attend the GMS must wear a mask;
 - (i) Shareholders and their proxies are requested to undergo a thermal check by the building management before entering the GMS location, and if he/she does not meet the building management's health protocol, he/she is not permitted to enter the GMS location;
 - (ii) Shareholders or their proxies are requested to bring a letter which indicates the rapid antigen test results (with non-reactive result) of COVID-19 obtained from hospital, public health center, or the clinic with the date of sample collection is no later than 1 (one) day before the GMS. If the shareholders or their proxies cannot bring the abovementioned letter, they will be prohibited to enter into the venue of the GMS;
- (b) Shareholders and their proxies showing flu like symptoms/cough/runny nose/fever/sorethroat/shortness of breath are not allowed to enter the GMS location;
- (c) Shareholders and their proxies who will attend the GMS must complete the Health Declaration Form which can be downloaded through the Company's website www.merdekakoppergold.com and submit it to the health officer before entering the GMS location. If he/she does not meet the requirements stated on the Health Declaration Form, he/she is not permitted to enter the GMS room;
- (d) Any shareholder that has arrived at the premises but is prohibited from attending and entering the GMS room for any of the reasons set forth in item (a), (b), (c), (d), and (e) above or due to the limitation on the room capacity in relation to the restriction on the physical attendance may still exercise his/her rights by granting power of attorney (to attend the GMS and cast a vote on each GMS agenda item) to the independent party designated by the Company (a Representative of the SR), by completing and signing the form of power of attorney provided by the Company on the GMS premises;
- (e) This GMS implements a physical distancing in radius of 1.5 meter per person;
- (f) The GMS participants are encouraged not to shake hands or in any other way having direct skin contact.

14. In order to facilitate the arrangement and orderliness of the GMS, shareholders or their legal proxies are kindly requested to have been at the place of the GMS no later than 30 (thirty) minutes before the GMS commences.