

INFORMATION DISCLOSURE TO SHAREHOLDERS RELATED TO AFFILIATED TRANSACTION PT MERDEKA COPPER GOLD TBK (the “COMPANY”)

This Information Disclosure to the shareholders (as defined below) is made to explain to the public in connection with the sublease agreement made by and between PT Merdeka Indonesia Mandiri with PT Merdeka Battery Materials, PT Sulawesi Cahaya Mineral, and PT Merdeka Tsingshan Indonesia which are the Company's Controlled Companies.

The transaction is an Affiliated Transaction as stipulated in the Regulation of the Financial Services Authority of the Republic of Indonesia No. 42/POJK.04/2020 on Affiliated Transactions and Conflict of Interest Transactions.

THIS INFORMATION DISCLOSURE IS IMPORTANT TO BE READ AND CONSIDERED BY THE SHAREHOLDERS OF THE COMPANY.

IF YOU HAVE DIFFICULTIES UNDERSTANDING THE INFORMATION AS SET FORTH IN THIS INFORMATION DISCLOSURE YOU SHOULD CONSULT WITH A LEGAL COUNSEL, A PUBLIC ACCOUNTANT, A FINANCIAL ADVISOR, OR ANY OTHER PROFESSIONAL.

THE BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS OF THE COMPANY, EITHER SEVERALLY OR JOINTLY, ARE FULLY RESPONSIBLE FOR THE ACCURACY AND COMPLETENESS OF THE INFORMATION AS DISCLOSED IN THIS INFORMATION DISCLOSURE. THE BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS OF THE COMPANY REPRESENT THE COMPLETENESS OF THE INFORMATION AS DISCLOSED IN THIS INFORMATION DISCLOSURE AND AFTER GIVING DUE AND CAREFUL EXAMINATION, EMPHASIZE THAT THE INFORMATION CONTAINED IN THIS INFORMATION DISCLOSURE ARE TRUE AND THERE ARE NO IMPORTANT MATERIAL AND RELEVANT FACTS THAT HAVE NOT BEEN DISCLOSED OR REMOVED IN THIS INFORMATION DISCLOSURE CAUSING THE INFORMATION PROVIDED ON THIS INFORMATION DISCLOSURE TO BE UNTRUE AND/OR MISLEADING.

THE BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS OF THE COMPANY DECLARE THAT THIS AFFILIATED TRANSACTION DOES NOT CONTAIN ANY CONFLICT OF INTEREST.



PT MERDEKA COPPER GOLD TBK

Business Activities

Mining of gold, silver, copper, nickel and other associated minerals, industries and other related business activities through subsidiaries of the Company

Domiciled in South Jakarta, DKI Jakarta, Indonesia

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This Information Disclosure
is issued in Jakarta on 1 February 2023

DEFINITIONS

"Affiliate"	<p>Affiliate means</p> <ol style="list-style-type: none"> 1. family relations due to marriage and descent up to the second degree, both horizontally and vertically; 2. relationship between a party and employees, directors, or commissioners of the party; 3. relationship between 2 (two) companies where there is 1 (one) or more same members of the board of directors or board of commissioners; 4. the relationship between a company and a party, both directly or indirectly, controlling or being controlled by the said company; 5. relationship between 2 (two) companies that are controlled, both directly or indirectly, by the same party; or 6. the relationship between a company and the principal shareholders.
"Conflict of Interest"	<p>The difference between the economic interest of a public company and the personal economic interest of members of the board of directors, members of the board of commissioners, principal shareholders, or Controllers that may be harmful to the public company concerned.</p>
"Indonesia Stock Exchange"	<p>Stock exchange as defined in Article 1 point 4 Capital Market Law, in this case, held by PT Bursa Efek Indonesia, domiciled in Jakarta.</p>
"MBM"	<p>PT Merdeka Battery Materials, domiciled in South Jakarta, is a limited liability company established and operated under the laws of the Republic of Indonesia.</p>
"MOLHR"	<p>Minister of Law and Human Rights of the Republic of Indonesia.</p>
"MIM"	<p>PT Merdeka Indonesia Mandiri, domiciled in South Jakarta, is a limited liability company established and operated under the laws of the Republic of Indonesia.</p>
"MTI"	<p>PT Merdeka Tsingshan Indonesia, domiciled in South Jakarta, is a limited liability company established and operated under the laws of the Republic of Indonesia.</p>
"Financial Services Authority or OJK"	<p>The independent institution as referred to in Law No. 21 of 2011 on Financial Services Authority ("OJK Law"), whose duties and authorities include the regulation and supervision of financial service activities in the sectors of banking, capital market, insurance, pension funds, financial institution and other financial institutions, whereby since 31 December 2012, OJK is an institution that replaces and accepts the rights and obligations to carry out regulatory and supervisory functions from the Capital Market and Financial Institutions</p>

Supervisory Agency with following the provisions of Article 55 OJK Law.

"Shareholders"	:	Parties who have the benefit of the Company's shares, both in the form of scripts and in collective custody which are kept and administered in the securities account at Indonesia Central Securities Depository, registered in the Shareholder Register of the Company which is administered by the Securities Administration Bureau appointed by the Company.
"Independent Appraiser" or "KJPP"	:	Public Appraisal Office of Ferdinand, Danar, Ichsan and Partners, independent appraisers registered with the OJK who have been appointed by the Company to conduct an assessment of the fair value and/or fairness of the Transaction.
"Agreement"	:	Sublease Agreement signed by and between PT Merdeka Indonesia Mandiri with PT Merdeka Battery Materials, PT Sulawesi Cahaya Mineral, PT Merdeka Tsingshan Indonesia, and PT Indonesia Konawe Industrial Park (non-affiliated company) which was effective on 30 January 2023.
"Company"	:	PT Merdeka Copper Gold Tbk, domiciled in South Jakarta, a public limited company whose shares are listed on the Indonesia Stock Exchange, which is established and operated under the laws of the Republic of Indonesia.
"Controlled Company"	:	Any company which is directly or indirectly controlled by the Company as defined in OJK Regulation 42/2020.
"POJK 17/2020"	:	OJK Regulation No. 17/POJK.04/2020, enacted on 20 April 2020 regarding Material Transaction and Changes in Business Activities.
"POJK 35/2020"	:	OJK Regulation No. 35/POJK.04/2020, enacted on 25 May 2020 regarding the Appraisal and Presentation of Business Appraisal Report in the Capital Market.
"POJK 42/2020"	:	OJK Regulation No. 42/POJK.04/2020, enacted on 1 July 2020 regarding Affiliated Transaction and Conflict of Interest Transaction.
"Rupiah" or "Rp" or "IDR"	:	Reference to the Rupiah, the legal currency of the Republic of Indonesia.
"SCM"	:	PT Sulawesi Cahaya Mineral, domiciled in South Jakarta, a limited liability company established and operated under the laws of the Republic of Indonesia.
"Affiliated Transaction"	:	Any activity and/or transaction conducted by a public company or a controlled company with an Affiliate of a public company or an Affiliate of a member of the board of directors, a member of the board of commissioners, the principal shareholders, or the Controller, including any activity and/or transaction conducted by a public company or controlled company for the benefit of an Affiliate of a public company or an Affiliate of a member of the board of directors, member of the board of commissioners, principal shareholders or the Controller.

- “Conflict of Interest Transaction”** : Transactions that are carried out by public companies or controlled entities with any party, both with Affiliates and parties other than Affiliates that contain a Conflict of Interest.
- “Capital Market Law”** : Law No. 8 of 1995 dated 10 November 1995 on Capital Market, State Gazette of the Republic of Indonesia No. 64 the Year 1995.

INTRODUCTION

To comply with the provisions of POJK 42/2020, the Board of Directors of the Company announces Information Disclosure to provide information to the Shareholders of the Company that on 30 January 2023, MIM with MBM, MTI, and SCM have signed the Agreement as furtherly elaborated in the Summary of Transaction below ("**Transaction**").

The Transaction carried out is an Affiliated Transaction as referred to in POJK 42/2020, in which MIM and MBM are the Company's Controlled Companies, whereas MTI and SCM are the Company's Affiliates which are controlled by the Company's Controlled Companies. However, this Affiliated Transaction is not a Transaction with a Conflict of Interest as outlined in POJK 42/2020.

The Affiliated Transaction has complied with the procedures as outlined in Article 3 of POJK 42/2020 and has been executed by generally accepted business practices.

Following the provisions of Article 4 paragraph 1 of POJK 42/2020, this Transaction is an Affiliated Transaction that is required to use the service of an Independent Appraiser in determining the fairness of the Affiliated Transaction in which the fairness of the Transaction needs to be announced to the public. The Company has received the fair value for this Transaction based on the Appraisal Report from the KJPP No. 00174/2.0042-00/BS/02/0405/1/XII/2022 dated 15 December 2022 regarding Fairness Opinion Report on the Proposed Transaction of the Sublease Agreement from PT Merdeka Indonesia Mandiri whose 99,99% of Its Shares is Owned by PT Merdeka Copper Gold Tbk to PT Merdeka Battery Materials, PT Sulawesi Cahaya Mineral, and PT Merdeka Tsingshan Indonesia (Affiliated Company) and PT Indonesia Konawe Industrial Park (non-affiliated company) ("**Appraiser's Report**").

Moreover, the Company is obliged to announce Information Disclosure to the public and submit the appraisal report along with other supporting documents to OJK no later than the end of the 2nd (second) business days after the date of the Transaction as referred in Article 4 of POJK 42/2020.

DESCRIPTION OF THE TRANSACTION

Information Regarding the Parties Involved

1. MIM

MIM, domiciled in South Jakarta, is a limited liability company established based on Deed of Establishment No. 29 dated 12 May 2022, made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been approved by MOLHR based on its Decree No. AHU-0031407.AH.01.01.TAHUN 2022 dated 12 May 2022 ("**Deed of Establishment of MIM**"), whose articles of association have been amended several times, lastly based on Deed of Statement of Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 170 dated 23 December 2022, drawn up before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been notified to the MOLHR as evidenced by the Letter of Notification Receipt of the Amendment of Articles of Association No. AHU-AH.01.03-0331501 dated 23 December 2022, and approved by MOLHR under Decree No. AHU-0093431.AH.01.02.TAHUN 2022 dated 23 December 2022 ("**Deed No. 170/2022**").

According to Article 3 of the Articles of Association of MIM, the objectives and purposes of the MIM are carrying out the activities of owned or leased real estate. To carry out the main business activity above, MIM may carry out the business activities as follows:

- Owned or Leased Real Estate (68111)
includes buying, selling, leasing, and operating real estate both owned and leased, such as apartment buildings, residential buildings, and non-residential buildings (such as storage facilities/warehouses, malls, centers shopping, and others) as well as the provision of houses and flats or apartments with or without furniture for permanent use, either on a monthly or annual basis, including the sale of land, development of buildings for self-operation (for renting spaces in the building), division of real estate into plots of land without land development and operation of residential areas for movable houses.

Capital Structure and Shareholders Composition of MIM

Pursuant to the Deed No. 170/2022, MIM's capital structure and shareholding composition are as follows:

Authorized Capital	:	IDR75,000,000,000.00
Issued Capital	:	IDR40,050,000,000.00
Paid-up Capital	:	IDR40,050,000,000.00

The authorized capital of the Company is divided into 15,000,000 shares each with a par value of IDR5,000.00.

Thus, the shareholders' composition of MIM is as follows:

No.	SHAREHOLDERS' NAME	SHARES AMOUNT	VALUE (IDR)	%
1.	The Company	8,009,999	40,049,995,000	99.99
2.	PT Merdeka Kapital Indonesia	1	5,000	0.01
Total		8,010,000	40,050,000,000	100.00
Shares in Portfolio		6,990,000	34,950,000,000	-

Composition of the Board of Commissioners and Board of Directors of MIM

According to the Deed of Establishment of MIM, the composition of the Board of Directors and the Board of Commissioners of MIM are as follows:

Board of Commissioners

Commissioner : Adi Adriansyah Sjoekri

Board of Directors

President Director : Boyke Poerbaya Abidin
Director : Cahyono Seto

2. MBM

MBM, domiciled in South Jakarta, was initially established under the name of PT Hamparan Logistik Nusantara pursuant to the Deed of Establishment No. 66 dated 20 August 2019, made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been ratified by the MOLHR by virtue of its Decree No. 0041804.AH.01.01.TAHUN 2019 dated 22 August 2019.

The latest amendment of the Articles of Association of MBM is stated in the Deed of Statement of Shareholders' Circular Resolutions on the Changes of Articles of Association No. 7 dated 4 January 2023, drawn up before Muhammad Muazzir, S.H., M.Kn., as a substitute for Jose Dima Satria, S.H., M.Kn., Notary in Administrative City of South Jakarta, which has been approved by MOLHR based on Decree No. AHU-0000594.AH.01.02.TAHUN 2023 dated 5 January 2023 and notified to the MOLHR based on the Receipt of Notification of the Amendment of Articles of Association No. AHU-AH.01.03-0001642 dated 5 January 2023 ("**Deed 7/2023**").

According to Article 3 of MBM's Articles of Association, the purposes and objectives of MBM are to engage in activities of holding companies and other management consulting activities.

To carry out the main business activities above, MBM may carry out the business activities as follows:

1. Holding Companies Activity

Carrying out the business activities of holding companies, including ownership and/or control of its group of subsidiary companies; and

2. Other Management Consulting Activities

Other management consulting activities in which its main activities (as relevant) are providing advice, guidance, and business operations and other management organizational issues, such as strategic and organizational planning; decisions related to finance; marketing objectives and policies; human resource planning, practices and policies; scheduling planning and production control.

To carry out the main business activities above, the Company may carry out business activities as follows:

- (i) services provided as counsellors and negotiators in planning merger and acquisition of company; and
- (ii) providing services including assistance in advice, guidance, and business operations and other management organizational issues, such as strategic and organizational planning; decisions related to finance; marketing objectives and policies; human resource planning, practices and policies; scheduling planning and production control. These services include financial support, advisory assistance, guidance, and operation of various management functions, management consulting for agronomists and agricultural economists in agriculture and the like, design of accounting methods and procedures, cost accounting programs, budget monitoring procedures, providing advice and assistance for business and community services in planning, organizing, efficiency and control, information management and others. Including infrastructure investment study services.

Capital Structure and Shareholders Composition of MBM

Pursuant to the Deed 7/2023, MBM's capital structure and shareholding composition are as follows:

Authorized Capital : IDR35,000,000,000,000
 Issued Capital : IDR8,829,636,000,000
 Paid-up Capital : IDR8,829,636,000,000

The Authorized Capital of MBM is divided into 350,000,000,000 shares each with a par value of IDR100.00. Thus, the shareholders' composition of MBM is as follows:

No.	Shareholders' Name	Shares Amount	Value (IDR)	%
1.	PT Merdeka Energi Nusantara (previously PT Batutua Tambang Abadi)	52,870,630,000	5,287,063,000,000	59.88

No.	Shareholders' Name	Shares Amount	Value (IDR)	%
2.	PT Prima Puncak Mulia	4,074,520,000	407,452,000,000	4.61
3.	Winato Kartono	6,796,280,000	679,628,000,000	7.70
4.	PT Prima Langit Nusantara	4,473,170,000	447,317,000,000	5.07
5.	Hardi Wijaya Liong	2,912,690,000	291,269,000,000	3.30
6.	Garibaldi Thohir	11,967,190,000	1,196,719,000,000	13.55
7.	Edwin Soeryadjaya	2,290,880,000	229,088,000,000	2.59
8.	Philip Suwardi Purnama	2,598,120,000	259,812,000,000	2.94
9.	Agus Superiadi	232,880,000	23,288,000,000	0.26
10.	Trifena	80,000,000	8,000,000,000	0.10
Total		88,296,360,000	8,829,636,000,000	100.00
Portfolio Shares		261,703,640,000	26,170,364,000,000	

Composition of the Board of Commissioners and Board of Directors of MBM

Based on Deed of Statement of Shareholders' Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 54 dated 16 January 2023, drawn up before Jose Dima Satria, S.H., M.Kn., Notary in Administrative City of South Jakarta, which has notified to MOLHR by virtue of the Receipt of Notification of Changes of Company Data No. AHU-AH.01.09-0027503 dated 19 January 2023 ("**Deed 54/2023**"), the composition of the Board of Directors and Board of Commissioners of MBM as of the issuance date of this Information Disclosure is as follows:

Board of Commissioners

President Commissioner : Winato Kartono
 Commissioner : Michael W. P. Soeryadjaya
 Independent Commissioner : Ir. Hasan Fawzi

Board of Directors

President Director : Devin Antonio Ridwan
 Director : Shi Hongchao
 Director : James Timothy Armstrong

3. MTI

MTI, domiciled in South Jakarta, is a limited liability company established based on Deed of Establishment No. 40 dated 18 March 2021, made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been approved by the MOLHR by virtue of Decree No. AHU-0019293.AH.01.01.TAHUN 2021 dated 18 March 2021 ("**Deed of Establishment of MTI**"), whose articles of association were lastly amended based on Deed of Statement of Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 33 dated 9 March 2022, drawn up before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been approved by the MOLHR by virtue of Decree No. AHU-0016812.AH.01.02.TAHUN 2022 dated 9 March 2022 and has been notified to the MOLHR as evidenced by the Receipt of Notification of the Amendment of Articles of Association No. AHU-AH.01.03-0154821 dated 9 March 2022 ("**Deed 33/2022**").

Based on the provisions of Article 3 of Articles of Association of MTI, the purpose and objective of MTI are to carry out a business in the field of other inorganic basic chemical industries; iron and steel making industry; precious base metal manufacturing industry; non-iron base metal manufacturing industry; and specific telecommunications operations for self-purposes.

To achieve the above-mentioned purpose and objective, MTI may carry out the following business activities:

- a. Other Inorganic Basic Chemical Industry (ISIC 20114);

Carrying out other basic inorganic chemical industries that produce chemical substances such as phosphorus with its derivatives, sulfur with its derivatives, nitrogen with its derivatives, and basic chemical industry that produces halogen compound and their derivatives, metals except alkali metal, oxide compounds except for pigments. Including the raw material industry for explosives, including carrying out an inorganic basic chemical industry that produces chemical substances through the construction and operation of the project (Project) which includes a sulphide roast plant, crusher factory, grinder and float (CGF) factory, chloridising roast factory, acid filter plant high pressure (HPAL) and metal extraction or screening plants (as a whole, Factories) and other necessary infrastructure;

- b. Iron and Steel Making Industry (ISIC 24101);
Carrying out the business of making iron and steel in basic forms, such as iron ore pellets, sponge iron, pig iron and the making of iron and steel in the form of coarse steel such as ingots, steel billets, bloom steel and steel slabs. This includes the manufacture of iron and alloy steel. Including furnace, steel converter, rolling mill and finishing activities; production of pig iron in basic forms such as blocks; production of iron alloy; production of iron products that are reduced directly from iron ore and other hollow iron products; production of iron from refining by electronic processes and other chemical processes; production of iron grains and iron powder; production of ingots or other basic forms; re-smelting of scrap iron or steel ingots; and semi-finished steel production.
- c. Base Metal Manufacturing Industry (ISIC 24201);
Carrying out the business of refining, smelting, alloying and casting precious metals in basic forms (ingots, billets, slabs, rods, pellets, blocks, sheets, pigs, alloys and powders) such as silver ingots, gold ingots, platinum pellets and so on.
- d. Non-Iron Base Metal Manufacturing Industry (ISIC 24202);
Carrying out a refining, smelting, alloying and casting business of non-ferrous metals in basic forms (ingots, billets, slabs, rods, pellets, blocks, sheets, pigs, alloys and powders) such as brass ingots, aluminum ingots, zinc ingots, copper ingots, tin ingots, brass billets, aluminum billets, brass slabs, aluminum slabs, brass rods, aluminum bars, brass pellets, aluminum pellets, bronze alloys, nickel alloys and bearing metals and rare earth metals and alloys rare earth metals (15 elements lanthanides plus elements scandium and yttrium).
- e. Specific Telecommunications Activities for Self-Purpose (ISIC 61992);
Carrying out a telecommunications operation that is specifically used for self-purpose in terms of developing hobbies and self-training.

Capital Structure and Shareholders' Composition of MTI

In accordance with Deed of Statement of Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 42 dated 10 May 2021, drawn up before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been approved by MOLHR by virtue of Decree No. AHU-0028507.AH.01.02.TAHUN 2021 dated 10 May 2021 and has been notified to the MOLHR as evidenced by the Receipt of Notification of the Amendment of Articles of Association No. AHU-AH.01.03-0301259 dated 10 May 2021 *juncto* Deed 33/2022, capital structure and composition of shareholders of MTI are as follows:

Authorized Capital	:	IDR1,260,000,000,000.00
Issued Capital	:	IDR1,260,000,000,000.00
Paid up Capital	:	IDR1,260,000,000,000.00

No.	Shareholders' Name	Shares Amount	Value (IDR)	%
1.	PT Batutua Pelita Investama	1,008,000	1,008,000,000,000	80.00

No.	Shareholders' Name	Shares Amount	Value (IDR)	%
2.	Wealthy Source Holding Limited	252,000	252,000,000,000	20.00
Total		1,260,000	1,260,000,000,000	100.00
portfolio Shares		-	-	

Composition of the Board of Commissioners and Board of Directors of MTI

Based on Deed of Establishment of MTI *juncto* Deed of Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 66 dated 20 June 2022, drawn up before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been notified to the MOLHR as evidenced by the Receipt of Notification of the Change of Company's Data No. AHU-AH.01.09-0023789 dated 20 June 2022, the composition of the Board of Directors and the Board of Commissioners of MTI is as follows:

Board of Commissioners

President Commissioner	: Winato Kartono
Commissioner	: Gavin Arnold Caudle
Commissioner	: Simon James Milroy
Commissioner	: Xin Zhi
Commissioner	: Renhui Wang

Board of Directors

President Director	: Albert Saputro
Director	: David Thomas Fowler
Director	: Fan Zhang
Director	: Cheng Li

4. SCM

SCM, domiciled in South Jakarta, is a limited liability company established based on Deed of Articles of Association No. 12 dated 27 January 2010, made before Ny. Etty Roswitha Moelia, S.H., Notary in Jakarta, which has been approved by the MOLHR under Decree No. AHU-08010.AH.01.01.Tahun 2010 dated 15 February 2010, which articles of association have been amended several times, lastly based on Deed of Statement of Shareholders' Circular Resolution in Lieu of Extraordinary General Meeting of Shareholders No. 115 dated 28 November 2022, made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been approved by the MOLHR based on the Decree No. AHU-0086166.AH.01.02.TAHUN 2022 dated 28 November 2022.

Based on the provisions of Article 3 of the Articles of Association of SCM, the purpose and objective of SCM are to carry out businesses in the field of Nickel Ore Mining (07295) and Specific Telecommunication Activities for Self-Purposes (61992).

To achieve the above-mentioned purpose and objective, SCM may carry out the following business activities:

- a. nickel ore mining; and
- b. conducting telecommunication specifically used for self purposes for hobbies development and self practices;

Capital Structure and Shareholders' Composition of SCM

In accordance with the Deed of Statement of Shareholders' Resolution No. 102 dated 26 October 2018, made before Humbert Lie, S.H., S.E., M.Kn., Notary in North Jakarta, which has been approved by the MOLHR under Decree No. AHU-0024766.AH.01.02.Tahun 2018 dated 8 November 2018 and has been notified to the MOLHR based on the Receipt of Notification of the Amendment of Articles of Association No. AHU-AH.01.03-0261994 dated 8 November 2018 and the Receipt of Notification of the Change of Company's Data No. AHU-AH.01.03-0261995 dated 8 November 2018 *juncto* Deed of Statement of Shareholders' Resolution No. 100 dated 26 March 2019, made before Humbert Lie, S.H., S.E., M.Kn., Notary in North Jakarta, which has been notified to the MOLHR based on the Receipt of Notification of the Amendment of Articles of Association No. AHU-AH.01.03-0184503 dated 2 April 2019 and the Receipt of Notification of the Change of Company's Data No. AHU-AH.01.03-0184506 dated 2 April 2019, the capital structure and shareholders composition of SCM are as follows:

Details	Shares Classification	Total Shares	Nominal Value per Share (IDR)	Total Value of Share (IDR)	%
Authorised Capital	Series A	143,000	922,500	1,124,752,000,000	
	Series B	857,000	1,158,500		-
Issued and Paid-up Capital					
PT Merdeka Industri Mineral (previously known as PT J&P Indonesia)	Series A	72,930	922,500	67,277,925,000	51
PT Merdeka Industri Mineral	Series B	168,300	1,158,500	194,975,550,000	
HT Asia Industry Limited	Series A	70,070	922,500	64,639,575,000	49
HT Asia Industry Limited	Series B	161,700	1,158,500	187,329,450,000	
Total		473,000		514,222,500,000	100
Portfolio Shares		527,000		610,529,500,000	

Composition of the Board of Commissioners and Board of Directors of SCM

Based on Deed of Statement of Shareholders' Circular Resolution in lieu of Extraordinary General Meeting of Shareholders No. 143 dated 30 August 2022, made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been notified to the MOLHR based on the Receipt of Notification of the Change of Company's Data No. AHU-AH.01.09-0049306 dated 30 August 2022, the composition of the Board of Directors and the Board of Commissioners of SCM as of the date of the issuance of this Disclosure of Information is as follows:

Board of Commissioners

President Commissioner	: Xiang Jinyu
Commissioner	: Philip Suwardi Purnama
Commissioner	: Andrew Phillip Starkey
Commissioner	: Lin Jiqun
Commissioner	: Wang Renhui

Board of Directors

President Director	: Agus Superiadi
Director	: Devin Antonio Ridwan
Director	: Titien Supeno
Director	: Wu Huadi
Director	: Zhang Fan

Transaction Value

The Transaction amounts to IDR10,543,104,000.00 (ten billion five hundred forty-three million one hundred four thousand Rupiah) per year excluding electricity and water cost according to usage, deposit, as well as value-added tax. Therefore, the Transaction is not a material transaction as referred to POJK 17/2020 considering that the value of the Transaction does not reach 20% (twenty per cent) of the total equity value by the Company and its subsidiaries' Interim Consolidated Financial Statements as of 30 September 2022 which was limitedly reviewed by Tanubrata Sutanto Fahmi Bambang & Rekan as Public Accountant Firm.

Nature and Affiliated Relations with the Company

The nature of the affiliation relationship between MIM, MBM, MTI, and SCM with the Company is as follows:

- a. MIM is a Controlled Company of the Company with shares owned both directly and indirectly by the Company in the amount of 99.99% (ninety-nine point nine nine per cent);
- b. MBM is a Controlled Company of the Company with shares owned indirectly by the Company through PT Merdeka Energi Nusantara in the amount of 59.88% (fifty-nine point eight eight per cent); and
- c. there are members of the Board of Directors and/or Board of Commissioners of SCM and MTI who also serve as members of the Board of Directors of the Company.

Summary of Transaction

Sublease Agreement dated 30 January 2023

Parties:

1. MIM;
2. MBM;
3. MTI;
4. SCM; and
5. PT Indonesia Konawe Industrial Park, a company which is not Affiliated with the Company, and therefore it will be detailed no further herein.

Scope of Deed of the Agreement:

MIM, MBM, MTI, and SCM signed the Agreement related to the sublease of the office unit in which MIM, MBM, MTI, and SCM will utilize the office unit leased by MIM in accordance with the provisions in the Agreement. The Agreement shall be valid for 5 (five) years from 27 January 2023.

Sublease payment for each MBM, MTI, and SCM will be imposed to MBM, MTI, and SCM respectively with the amount according to the unit usage as agreed by each MBM, MTI, and SCM separately from time to time.

Transaction Value:

The Transaction value is IDR10,543,104,000.00 (ten billion five hundred forty-three million one hundred four thousand Rupiah) per year, in which the aforesaid value is excluding:

1. value added tax which must be paid respectively by MBM, MTI, and SCM;
2. electricity and water cost which will be paid separately by each MBM, MTI, and SCM separately per month according to usage; and

3. Total Deposit amounting to IDR 2,396,160,000.00 (two billion three hundred ninety-six million one hundred sixty thousand Rupiah) consisting of the security deposit in the amount of IDR1,946,880,000.00 (one billion nine hundred forty-six million eight hundred eighty thousand Rupiah) and Service Charge Deposit in the amount of IDR449,280,000.00 (four hundred forty-nine million two hundred eighty thousand Rupiah).

Applicable Law:

Laws of the Republic of Indonesia

SUMMARY OF APPRAISER'S REPORT

KJPP who have been appointed by the Company's Board of Directors as Independent Appraisers following the proposal letter No. DSR-C-C/FO/AFS/XII/22/0309 dated 5 December 2022, has been requested to provide an assessment of and provide an opinion of the Transaction's fairness.

Fairness Assessment Report on Transaction

The following is a summary of the KJPP's fairness assessment of the Transaction as stated in its report No. 00174/2.0042-00/BS/02/0405/1/XII/2022 dated 15 December 2022 as follows:

a. Transaction Parties

The parties that carrying out the proposed Transaction are:

- a. the Company;
- b. MIM;
- c. MBM;
- d. SCM;
- e. MTI; and
- f. PT Indonesia Konawe Industrial Park (non-affiliated company).

b. Analysis Object of Fairness Opinion

The object of the fairness opinion is the proposed Transaction of the Sublease Agreement Transaction by MIM whose 99.99% (ninety-nine point nine nine percent) shares are owned by the Company with MBM, SCM, MTI (Affiliated Company) and PT Indonesia Konawe Industrial Park (non-affiliated company).

c. Purpose and Objective of Fairness Opinion

Purpose

This fairness opinion is required for compliance in reviewing the fairness of the proposed Transaction related to POJK 42/2020.

Objectives

This fairness opinion report provides a fairness opinion on the proposed Transaction for the Sublease Agreement Transaction by MIM whose 99.99% (ninety-nine point nine nine percent) shares are owned by the Company with MBM, SCM, and MTI (Affiliated Company) and PT Indonesia Konawe Industrial Park (non-affiliated company).

d. Main Assumptions and Limitation Conditions

This fairness opinion can only be used in connection with the proposed Transaction and cannot be used for other purposes. The fairness opinion is also not intended to provide recommendations for

approval or disapproval of the proposed Transaction or taking certain actions on the proposed Transaction.

e. Analysis Method of the Proposed Transaction

In evaluating the fairness of transactions, KJPP conducts analysis with the following stages:

- a. the Transaction analysis which includes identification and relationship between the parties involved in the Transaction, analysis of the agreement and terms in the Transaction, analysis of the benefits and risks of the Transaction;
- b. qualitative analysis of the Transaction which includes the history and business activities, industry analysis, operational analysis and prospects analysis of the objective for the Transaction, profit and loss of the Transaction;
- c. quantitative analysis of the Transaction which includes analysis historical of the financial statements, analysis of the cash flows, analysis of the financial ratios, analysis of the financial projectors, analysis of added value; and
- d. analysis of the fairness of the Transaction value.

f. Fairness Opinion

In view of the overall proposed Transaction which has been reflected in the projections and proforma analysis showing positive results, KJPP opined that the proposed Transaction for the Sublease Agreement Transaction by MIM whose 99.99% (ninety-nine point nine nine percent) shares are owned by the Company with MBM, SCM, MTI (Affiliated Company) and PT Indonesia Konawe Industrial Park (non-affiliated company) is **FAIR**.

THE EFFECT OF THE TRANSACTION ON THE COMPANY'S FINANCIAL CONDITION

The Effect of the Transaction on the Company's Financial Condition

The table below shows an overview of the financial condition of the Company and its subsidiaries as of 30 June 2022 before and after carrying out the Affiliated Transaction.

Description	Before Transaction Execution	Adjustment	After Transaction Execution
ASSETS			
Current Assets			
Cash or cash equivalents	410,659,966	(645,517)	410,014,449
Trade receivables			
- third parties	90,413,672	-	90,413,672
- related parties	993,082	-	993,082
Other receivables - third parties	12,611,123	-	12,611,123
Inventories - current portion	230,193,274	-	230,193,274
Claims for tax refund	33,389,601	-	33,389,601
Advances and prepayments - current portion	48,786,660	-	48,786,660
Investment in equity instrument and other securities	48,279,947	-	48,279,947
Derivative financial instrument - current portion	2,629,653	-	2,629,653
Total Current Assets	877,956,978	(645,517)	877,311,461
Non-Current Assets			
Advances and prepayments - non-current portion	126,600,314	-	126,600,314
Advance of investment	766,958	-	766,958
Investment in shares	753,722	-	753,722
Loan to related party	62,078,400	-	62,078,400
Inventories - non-current portion	52,156,551	-	52,156,551
Prepaid taxes	56,060,386	-	56,060,386
Property, plant and equipments	1,044,070,615	-	1,044,070,615
Right-of-use assets	16,160,437	3,227,586	19,388,023
Mining properties	77,086,261	-	77,086,261
Exploration and evaluation assets	957,197,913	-	957,197,913
Deferred tax assets	20,428,077	-	20,428,077
Derivative financial instrument - non-current portion	-	-	-
Other non-current assets	7,321,871	-	7,321,871
Total Non-Current Assets	2,420,681,505	3,227,586	2,423,909,091
TOTAL ASSETS	3,298,638,483	2,582,069	3,301,220,552
LIABILITIES AND EQUITY			
Current Liabilities			
Trade payables			
- third parties	110,009,119	-	110,009,119
- related parties	217,671	-	217,671
Accrued expenses	36,650,923	-	36,650,923
Unearned revenue	7,565,679	-	7,565,679
Taxes payable	34,379,683	-	34,379,683
Other payables	107,359,573	-	107,359,573
Borrowings - current portion:			
Bank loans and credit facility	111,922,732	-	111,922,732
Bonds payable	186,095,269	-	186,095,269
Lease liabilities	21,361,335	-	21,361,335
Derivative financial instrument - current portion	3,861,294	-	3,861,294
Provision for mining rehabilitation - current portion	92,120	-	92,120
Total Current Liabilities	619,535,398	-	619,535,398
Non-Current Liabilities			
Borrowings - net of current portion:			
Bank loans and credit facility	290,000,810	-	290,000,810
Bonds payable	371,131,304	-	371,131,304
Lease liabilities	17,569,633	2,582,069	20,151,702
Loan from third parties	74,600,500	-	74,600,500
Derivative financial instrument - non-current portion	1,215,035	-	1,215,035
Deferred tax liabilities	336,214	-	336,214
Post-employment benefits liability - non-current portion	20,827,934	-	20,827,934
Provision for mining rehabilitation - non-current portion	34,271,564	-	34,271,564
Total Non-Current Liabilities	809,954,994	2,582,069	812,537,063
TOTAL LIABILITIES	1,429,490,392	2,582,069	1,432,072,461
Equity			
Share capital:			
Authorized capital	37,762,783	-	37,762,783
Additional paid-in capital - net	690,575,911	-	690,575,911
Treasury stock	(5,601,192)	-	(5,601,192)
Cash flows hedging reserve	(2,048,958)	-	(2,048,958)
Other equity components	(9,703,877)	-	(9,703,877)
Retained earnings:			
Appropriated	1,300,000	-	1,300,000
Unappropriated	319,852,172	-	319,852,172
Non-controlling interests	836,981,252	-	836,981,252
Total Equity	1,869,148,091	-	1,869,148,091
TOTAL LIABILITIES AND EQUITY	3,298,638,483	2,582,069	3,301,220,552

(*) Expressed in US Dollars and refers to the Company's Interim Consolidated Financial Statements dated 30 June 2022.

DESCRIPTION, CONSIDERATIONS AND REASONS FOR THE TRANSACTION COMPARED WITH OTHER SIMILAR TRANSACTIONS WHICH ARE NOT PERFORMED WITH AFFILIATED PARTIES

By conducting the Transaction, it is expected that the aforesaid subsidiaries of the Company can conduct their business activities more efficiently, particularly for subsidiaries of the Company which have the same domiciles as the Company. Hence, it will indirectly improve the Company's financial performance, thus, in turn, creating added value for the Company's Shareholders.

Furthermore, before the Transaction is conducted, the Company has also conducted an assessment by internal procedures using similar terms and conditions as if the Transaction is conducted with an unaffiliated party by applying similar terms and conditions with the Transaction, thus the Transaction is carried out in accordance with generally accepted business practices.

STATEMENT OF THE BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS OF THE COMPANY

The Board of Commissioners and Board of Directors of the Company, either individually or jointly, state that all material information related to the Transaction has been disclosed and the information is not misleading and the Transaction is not considered a Conflict of Interest Transaction as referred to POJK 42/2020 and is not a material transaction as referred to POJK 17/2020 considering that the Transaction value does not reach 20% (twenty percent) of the total equity value based on the Company and its subsidiaries' Interim Consolidated Financial Statements as of 30 September 2022 which was limitedly review by Tanubrata Sutanto Fahmi Bambang & Rekan as Public Accountant Firm.

The Board of Directors of the Company stated that the Transaction was carried out following the procedures owned by the Company as required in POJK 42/2020 to ensure that Affiliated Transactions have been carried out by prevailing regulations and generally accepted business practices.

ADDITIONAL INFORMATION

For further information, you can contact the Company at the following address:

PT Merdeka Copper Gold Tbk
Corporate Secretary

Treasury Tower, 67th-68th Floor, District 8 SCBD Lot. 28

Jl. Jend. Sudirman Kav. 52-53, Senayan, Kebayoran Baru, South Jakarta 12190, Indonesia

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E-mail: corporate.secretary@merdekacoppergold.com

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Initial:

