

CENTAURUS METALS LIMITED
ACN 009 468 099
NOTICE OF GENERAL MEETING AND
EXPLANATORY MEMORANDUM

For a General Meeting to be held at the offices of KPMG, Level 8, 235 St Georges Terrace, Perth, Western Australia
on Thursday 28 July 2016 at 10am (WST)

***As this is an important document, please read it carefully and in its entirety. If you do not understand it please
consult your professional advisors.***

***If you are unable to attend the General Meeting, please complete the proxy form enclosed and return it in
accordance with the instructions set out on that form.***

CENTAURUS METALS LIMITED

ACN 009 468 099

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Shareholders of Centaurus Metals Limited ("**Centaurus Metals**" or the "**Company**") will be held at the offices of KPMG, Level 8, 235 St Georges Terrace, Perth, Western Australia on Thursday 28 July 2016 commencing at 10am (WST) ("**Meeting**"). The enclosed Explanatory Memorandum accompanies and forms part of this Notice of Meeting.

Capitalised terms used in this Notice of Meeting and the Explanatory Memorandum are defined in the Glossary to the Explanatory Memorandum.

AGENDA

RESOLUTION 1 – RATIFICATION OF PLACEMENT SHARES UNDER LISTING RULE 7.1

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 77,201,276 Shares, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any of their associates. However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (a) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 2 – RATIFICATION OF PLACEMENT SHARES UNDER LISTING RULE 7.1A

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 52,798,724 Shares, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any of their associates. However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
 - (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.
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RESOLUTION 3 – APPROVAL FOR ISSUE OF SHARES

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue 10,000,000 Shares to CPS Capital and other brokers who participated in the issue of the Shares the subject of Resolutions 1 and 2, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. However, the Company need not disregard a vote if:

- (a) 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
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 4 - RATIFICATION OF EMPLOYEE SHARE ISSUE

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,680,667 Shares (“**Employee Shares**”), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”*

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any of their associates. However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company at 5pm (WST) on 26 July 2016.

BY ORDER OF THE BOARD



Paul Bridson
Company Secretary
23 June 2016

CENTAURUS METALS LIMITED
ACN 009 468 099
EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders of Centaurus Metals Limited (“**Centaurus**” or the “**Company**”) in connection with the business to be conducted at the General Meeting of the Company to be held at the offices of KPMG, Level 8, 235 St Georges Terrace, Perth, Western Australia on Thursday 28 July 2016 commencing at 10am (WST).

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting. The purpose of this Explanatory Memorandum is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. RESOLUTION 1 – RATIFICATION OF PLACEMENT SHARES UNDER LISTING RULE 7.1

1.1 Background

On 21 June 2016 the Company issued a total of 130,000,000 Shares in a share placement to sophisticated and professional investors (“**Placement**”). The Placement raised a total of \$0.65 million (before costs). The Placement Shares were issued under the ASX Listing Rules as follows:

- 77,201,276 shares were issued under Listing Rule 7.1 and are the subject of Resolution 1; and
- 52,798,724 shares were issued under Listing Rule 7.1A and are the subject of Resolution 2.

1.2 ASX Listing Rule 7.1

Subject to certain exceptions, Listing Rule 7.1 prevents a company from issuing or agreeing to issue new securities, or other securities with rights of conversion to equity (such as an option), in any 12 month period which amount to more than 15% of the Company’s ordinary securities on issue without shareholder approval.

1.3 ASX Listing Rule 7.4

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval under Listing Rule 7.1 provided the issue did not breach Listing Rule 7.1. The effect of such ratification is to restore a company’s maximum discretionary power to issue further securities up to the limit imposed by Listing Rule 7.1. The Company confirms the issue of the Shares the subject of Resolution 1 did not breach Listing Rule 7.1.

The Company wishes to ratify the issue of the Shares the subject of Resolution 1 pursuant to Listing Rule 7.4, in order to allow the Company to have the right to place up to a further 15% of its issued capital under Listing Rule 7.1.

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) on 21 June 2016 the Company issued 77,201,276 Shares;
- (b) the Shares were issued for \$0.005 each, raising a total of \$386,006 (before costs);
- (c) the Shares are fully paid ordinary shares that rank equally in all respects with the Company’s existing Shares;
- (d) the Shares were issued to sophisticated and professional investor clients of CPS Capital and supporting brokers;
- (e) the Shares were issued to provide funds for further exploration at the Company’s 100%-owned Mombuca Gold Project and for general working capital (which may include the fee referred to in section 3.1 of this Explanatory Memorandum if Resolution 3 is not approved by Shareholders); and
- (f) a voting exclusion statement has been included in the Notice of Meeting for the purposes of Resolution 1.

1.4 Directors’ Recommendation

If Resolution 1 is passed, the 15% limit imposed by Listing Rule 7.1 will be renewed to the extent of the ratification. The Directors unanimously recommend Shareholders vote in favour of Resolution 1.

2. RESOLUTION 2 – RATIFICATION OF PLACEMENT SHARES UNDER LISTING RULE 7.1A

2.1 Background

Resolution 2 seeks Shareholder ratification of the issue of the 52,798,724 Shares under Listing Rule 7.1A as set out in section 1.1 above.

2.2 ASX Listing Rule 7.1A

Listing Rule 7.1A permits eligible entities, which have obtained shareholder approval by special resolution at the Company's Annual General Meeting, to issue equity securities up to an additional 10% of its issued capital by placements over a 12 month period after the Annual General Meeting (**10% Placement Capacity**).

Approval for the 10% Placement Capacity may only be obtained at the Company's Annual General Meeting. The Company previously received Shareholder approval for the 10% Placement Capacity at the Annual General Meeting held on 31 May 2016.

2.3 ASX Listing Rule 7.4

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval under Listing Rule 7.1A provided the issue did not breach Listing Rule 7.1A. The effect of such ratification is to restore a company's maximum discretionary power to issue further securities up to the limit imposed by Listing Rule 7.1A. The Company confirms the issue of the Shares the subject of Resolution 2 did not breach Listing Rule 7.1A.

The Company wishes to ratify the issue of the Shares the subject of Resolution 2 pursuant to Listing Rule 7.4, in order to allow the Company to have the right to place up to a further 10% of its issued capital under Listing Rule 7.1A.

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) on 21 June 2016 the Company issued 52,798,724 Shares;
- (b) the Shares were issued for \$0.005 each, raising a total of \$263,994 (before costs);
- (c) the Shares are fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (d) the Shares were issued to sophisticated and professional investor clients of CPS Capital and supporting brokers;
- (e) the Shares were issued to provide funds for further exploration at the Company's 100%-owned Mombuca Gold Project and for general working capital (which may include the fee referred to in section 3.1 of this Explanatory Memorandum if Resolution 3 is not approved by Shareholders); and
- (f) a voting exclusion statement has been included in the Notice of Meeting for the purposes of Resolution 2.

2.4 Directors' Recommendation

If Resolution 2 is passed, the 10% limit imposed by Listing Rule 7.1A will be renewed to the extent of the ratification. The Directors unanimously recommend Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3 – APPROVAL FOR ISSUE OF SHARES

3.1 Background

The Company appointed CPS Capital to act as lead manager for the Placement (as referred to in Resolutions 1 and 2). The terms of the agreement between the Company and CPS Capital provide for the issue of 10,000,000 Shares to CPS Capital and other brokers who participated in the raise as full consideration of the services performed in raising the funds under the Share Placement.

If Resolution 3 is not approved by Shareholders, the Company will pay a \$45,000 fee in cash to CPS Capital for the services described above. This fee will be paid for from the funds raised in the Placement (the subject of Resolutions 1 and 2).

The requirements of ASX Listing Rule 7.1 are set out in section 1.2 above. The effect of Resolution 3 will be to allow the Directors to issue 10,000,000 Shares to CPS Capital and other brokers who participated in the Share Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the 15% capacity under Listing Rule 7.1.

3.2 ASX Listing Rule 7.1

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) the number of Shares to be issued is 10,000,000;
- (b) the Shares 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);
- (c) the Shares are to be issued by the Company for nil consideration in satisfaction of the services performed by CPS Capital in raising the funds under the Share Placement;
- (d) the Shares will be allotted and issued to CPS Capital and other brokers who participated in the raise;
- (e) the Shares are fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (f) no funds will be raised from the issue of the Shares as they will be issued in satisfaction of the services performed by CPS Capital in raising the funds under the Share Placement;
- (g) a voting exclusion statement has been included in the Notice of Meeting for the purposes of Resolution 3; and
- (h) the proposed allottees are not related parties of the Company or its associates.

3.3 Directors' Recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 3.

4. RESOLUTION 4 – RATIFICATION OF EMPLOYEE SHARE ISSUE

4.1 Background

The Employee Shares the subject of Resolution 4 were issued in accordance with Listing Rule 7.1. The requirements of Listing Rule 7.1 are set out above at section 1.2. Resolution 4 seeks Shareholder ratification of the issue of the Employee Shares.

4.2 ASX Listing Rule 7.4

The Company confirms the issue of the Employee Shares the subject of Resolution 4 did not breach Listing Rule 7.1.

The Company wishes to ratify the issue of the Employee Shares the subject of Resolution 4 pursuant to Listing Rule 7.4, in order to allow the Company to have the right to place up to a further 25% of its issued capital under Listing Rules 7.1 and 7.1A.

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) The details of the Employee Shares issued are set out in the table below;

Date of Issue	Number of Shares Issued	Issue Price Per Share
3 May 2016	1,680,667	\$0.006
Total	1,680,667	

- (b) the Employee Shares are fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (c) the allottees to whom the Employee Shares were issued are senior managers and consultants of the Company. The allottees are not related parties of the Company or its associates;
- (d) the Employee Shares were issued in lieu of cash salary remuneration and consulting fees; and
- (e) a voting exclusion statement has been included in the Notice of Meeting for the purposes of Resolution 4.

4.3 Directors' Recommendation

If Resolution 4 is passed, the 25% limit imposed by Listing Rules 7.1 and 7.1A will be renewed to the extent of the ratification. The Directors unanimously recommend Shareholders vote in favour of Resolution 4.

GLOSSARY

\$ means Australian dollars.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the Directors acting as the board of directors of the Company or a committee appointed by such board of directors.

Chair means the chair of the General Meeting.

Centaurus or **Company** means Centaurus Metals Limited ACN 009 468 099.

Corporations Act means the *Corporations Act 2001* (Cth).

CPS Capital means CPS Capital Group Pty Ltd ACN 088 055 636.

Director means a current director of the Company.

Equity Securities has the same meaning as given in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice of Meeting.

General Meeting means the meeting convened by the Notice of Meeting.

Listing Rules means the Listing Rules of the ASX.

Notice, Notice of Meeting or **Notice of General Meeting** means this notice of general meeting, including the Explanatory Memorandum.

Placement has the meaning given in section 1.1 of the Explanatory Memorandum.

Proxy Form means the enclosed appointment of proxy form.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

PROXY FORM

The Company Secretary, Centaurus Metals Limited

By email:
proxyform@centaurus.com.au

By post:
PO Box 975
West Perth WA 6872

By facsimile:
+61 8 9420 4040

SEQ: 0000000000

I/We being a shareholder/s of Centaurus Metals Limited hereby appoint

the Chairman of the meeting **OR**

Please note: If you leave this section blank, the Chairman of the Meeting will be your proxy.

or failing such appointment, or if no appointment is made, 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, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of the Company to be held at the offices of KPMG, Level 8, 235 St Georges Terrace, Perth, Western Australia on Thursday 28 July 2016 commencing at 10am (WST), and at any adjournment or postponement of that Meeting.

If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each item of business.

The Chairman of the Meeting intends to vote all available proxies in favour of each Resolution.

VOTING DIRECTIONS

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Ratification of Placement Shares Under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Placement Shares Under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Employee Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in calculating the required majority on a poll.

Authorised signature/s This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

CENTAURUS METALS LIMITED
ACN 009 468 099

Instructions for Completing Proxy Form

1. **Appointing a Proxy:** A Shareholder entitled to attend and vote at the General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form which may be obtained from the Company's security registry or you may copy this form and return them both together. Where more than one proxy is appointed, you must specify on each proxy form the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half the votes. A duly appointed proxy need not be a Shareholder of the Company.

If you wish to vote only a portion of your holding, indicate the proportion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

2. **Direction to Vote:** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose (subject to certain exceptions). Where more than one box is marked on an item the vote will be invalid on that item.

3. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for, and if the shareholder has specified a choice in respect of any matter to be acted upon, the shares will be voted accordingly.

4. The Chairman intends to vote in favour of all resolutions set out in the Notice of Meeting.

5. **Signing Instructions:**

- **Individual:** Where the holding is in one name, the Shareholder must sign.
- **Joint Holding:** Where the holding is in more than one name, all of the Shareholders must sign.
- **Power of Attorney:** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- **Companies:** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

6. **Attending the Meeting:** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

7. **Entitled to Vote:** For the purposes of Regulation 7.11.37 of the Corporations Regulation the Company determines that shareholders holding shares at 26 July 2016 at 5pm (WST) will be entitled to attend and vote at the Meeting.

8. **Return of Proxy Form:** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

(a) email to the Company at proxyform@centaurus.com.au; or

(b) post to Centaurus Metals Limited, PO Box 975, West Perth, WA 6872; or

(c) facsimile to the Company on +61 8 9420 4040

so that it is received not later than 10am (WST) on 26 July 2016.

Proxy forms received later than this time will be invalid.