

4 September 2023



Dear Shareholder

### **General Meeting – Notice of Meeting**

Notice is given that a General Meeting of shareholders of Centaurus Metals Limited, ACN 009 468 099 (the Company) will be held in the Ground Floor Conference Room at 1 Ord Street, West Perth, Western Australia on Friday 6 October 2023 commencing at 10 a.m. (WST).

### **Meeting Documents**

In accordance with section 110D(1) of the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of Meeting and accompanying Explanatory Statement (Meeting Materials) unless a shareholder has made a valid election to receive documents in hard copy. Instead, the Meeting Materials are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at <https://www.centaurus.com.au/site/investor-centre/asx-announcements>; or
- the ASX market announcements page under the Company's code "CTM".

If you have nominated an email address and have elected to receive electronic communications from the Company, you will receive an email with a link to an electronic copy of the Meeting Materials and instructions on how to access your personalised Proxy Form.

### **Voting**

Shareholders may:

- attend the meeting and vote in person;
- appoint a proxy to attend the meeting and vote on their behalf; or
- vote by lodging a proxy form.

Proxy Forms are available at [www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login). A poll will be conducted for all resolutions.

Proxy Forms may be lodged:

- online at [www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login);
- in person at the offices of Advanced Share Registry, 110 Stirling Highway, Nedlands, WA 6009 or via post to the same address; or
- by scanning the QR code on the Proxy Form and following the prompts.

Completed Proxy Forms must be received by no later than 10.00 am (WST) on Wednesday 4 October 2023.

Authorised for release by:

**John Westdorp**

CFO & Company Secretary

Centaurus Metals Ltd

T: +61 8 6424 8420

[office@centaurus.com.au](mailto:office@centaurus.com.au)

#### **Australian Office**

Centaurus Metals Limited  
Level 2, 1 Ord Street  
West Perth WA 6005  
AUSTRALIA

#### **Brazilian Office**

Centaurus Brasil Mineração Ltda  
Edifício Century Tower  
Santa Lucia, 17º Andar – Sala 1703  
CEP: 30.360-740, Belo Horizonte MG  
BRAZIL

#### **ASX: CTM**

ACN 009 468 099  
[office@centaurus.com.au](mailto:office@centaurus.com.au)  
T: +61 8 6424 8420



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**CENTAURUS METALS LIMITED**

**ACN 009 468 099 (COMPANY)**

**NOTICE OF GENERAL MEETING & EXPLANATORY STATEMENT**

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Notice is given that a General Meeting of the Company will be held as follows:

**TIME:** 10 a.m. (WST).  
**DATE:** Friday 6 October 2023  
**PLACE:** Ground Floor Conference Room  
1 Ord Street  
West Perth, Western Australia

*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.*

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## Notice of Meeting

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Notice is given that a General Meeting of Shareholders of the Company will be held in the Ground Floor Conference Room at 1 Ord Street, West Perth, Western Australia on Friday 6 October 2023 commencing at 10 a.m. (WST). The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The terms and abbreviations used in this Notice and Explanatory Statement are defined in the attached Glossary.

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## Voting Information

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### Voting Eligibility

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 10 a.m. (WST) on Wednesday 4 October 2023.

### Proxy Form

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a "proxy") to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if you are unable to attend the Meeting in person, you are encouraged to complete and return the Proxy Form to the Company in accordance with the instructions thereon. The completed Proxy Form must be received by no later than 10.00 am (WST) on Wednesday 4 October 2023. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

### Voting by Proxy

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) Each Shareholder who is entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend, speak and vote at the Meeting on that Shareholder's behalf. The proxy does not need to be a Shareholder.
- (b) A Shareholder who is entitled to cast two or more votes at the Meeting may appoint two proxies and may specify the proportion of votes each proxy is to exercise. If no proportion is specified, each proxy may exercise half of the Shareholder's votes.
- (c) A Shareholder can direct its proxy to vote for, against or abstain from voting on each Resolution by marking the appropriate box on the Proxy Form. If a Shareholder has specified how a proxy is to vote on a Resolution, the proxy must cast all votes as directed. If a Shareholder has specified how a proxy is to vote on a Resolution, but the proxy does not attend the Meeting or does not vote on that Resolution, the directed proxies that are not exercised will automatically default to the Chair, who will vote the proxies as directed.

### Corporate Representatives

Any corporate Shareholder wishing to appoint a person to act as its representative at the Meeting may do so by providing that person with a:

- letter or certificate executed in accordance with the Corporations Act authorising that person to act as the corporate Shareholder's representative at the Meeting; or
- copy of the resolution appointing that person as the corporate Shareholder's representative at the Meeting, certified by a secretary or director of the corporate Shareholder.

### Poll

In accordance with section 250JA of the Corporations Act, each Resolution considered at the Meeting will be conducted by a poll, rather than on a show of hands.

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## MEETING DOCUMENTS

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The Company will not be sending physical meeting documents unless Shareholders have made a valid election to receive documents in physical copy. The Company encourages all Shareholders to provide an email address to enable it to provide important documents such as notices of meeting and the annual report.

Shareholders can still elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your Shareholder communications via email, please go to [www.advancedshare.com.au](http://www.advancedshare.com.au), select Investor Login and update your communication preferences.

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## AGENDA

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### 1 RESOLUTION 1: RATIFICATION OF ISSUE OF PLACEMENT SHARES

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

*"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 64,293,441 Shares to professional and sophisticated investors on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue being approved, or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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 10 a.m. (AWST) on Wednesday 4 October 2023.

**By Order of the Board**

**John Westdorp**  
Company Secretary  
4 September 2023

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the General Meeting of the Company to be held in the Ground Floor Conference Room at 1 Ord Street, West Perth, Western Australia on Friday 6 October 2023 commencing at 10 a.m. (WST).

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

A Proxy Form is included with the Notice of Meeting and Explanatory Statement. The completed Proxy Form must be received by no later than 10.00 am (WST) on Wednesday 4 October 2023.

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### **1 RESOLUTION 1 – RATIFICATION OF ISSUE OF PLACEMENT SHARES**

#### **1.1 Background**

On 1 August 2023, the Company announced a capital raising through the issue of 64,293,441 Shares (**Placement Shares**) to sophisticated and professional investors at an issue price of \$0.73 per Placement Share to raise a total of approximately \$46.9 million (before costs) (**Placement**).

The Placement Shares were issued on 7 August 2023 under the Company's Listing Rule 7.1 capacity. Funds raised from the Placement Shares will be used primarily to complete the Definitive Feasibility Study (**DFS**) on the Jaguar Project and for Front End and Engineering Design (**FEED**) work. Funds will also be used for the priority pre-development work streams and financing activities ahead of a Final Investment Decision (**FID**) and for the Jaguar Deeps drilling program.

#### **1.2 Listing Rules 7.1 and 7.4**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of shareholders over any 12-month period to 15% of the fully paid shares it had on issue at the start of that period.

The issue of the 64,293,441 Placement Shares the subject of Resolution 1 does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Placement Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 1 seeks Shareholder approval for the issue of the 64,293,441 Placement Shares under and for the purposes of Listing Rule 7.4.

#### **1.3 Technical information required by Listing Rule 14.1A**

If Resolution 1 is passed, the issue of the 64,293,441 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

If Resolution 1 is not passed, the issue of the 64,293,441 Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

#### **1.4 Technical Information Required by Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5 in relation to Resolution 1:

- (a) the Placement Shares were issued to institutional and sophisticated investors (within the meaning of sections 708(8) – (11) of the Corporations Act). None of those investors were Related Parties of the Company, a member of Key Management Personnel, a substantial holder in the Company who was issued with Placement Shares representing more than 1% of the issued capital, an adviser to the Company or an associate of any such person. The Placement Shares were issued to sophisticated and professional investors with recipients identified through a bookbuild process and through expressions of interest to participate in the capital raising;
- (b) a total of 64,293,441 Placement Shares were issued pursuant to Listing Rule 7.1;
- (c) the Placement Shares were issued on 7 August 2023;
- (d) the Placement Shares are fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (e) The Placement Shares were issued for \$0.73 each, raising a total of approximately \$46.9 million (before costs);
- (f) the purpose of the issue of the Placement Shares was to complete the DFS on the Jaguar Project and for FEED work, together with priority pre-development work streams and financing activities ahead of a FID and for the Jaguar Deeps drilling program; and
- (g) a voting exclusion statement has been included in the Notice of Meeting for the purposes of Resolution 1.

#### **1.5 Directors' Recommendation**

The Directors unanimously recommend Shareholders vote in favour of Resolution 1.

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## GLOSSARY

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**\$** 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.

**AWST** means Western Standard Time as observed in Perth, Western Australia.

**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).

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

**DFS** has the meaning given in Section 1.1.

**Director** means a current director of the Company.

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

**Explanatory Statement** means the explanatory Statement accompanying the Notice of Meeting.

**FEED** has the meaning given in Section 1.1.

**FID** has the meaning given in Section 1.1

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

**Notice** or **Notice of Meeting** means the notice of meeting which forms part of this Explanatory Statement.

**Placement** has the meaning given in Section 1.1.

**Placement Shares** has the meaning given in Section 1.1.

**Proxy Form** means the enclosed appointment of proxy form.

**Related Party** is defined in section 228 of the Corporations Act.


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


**Section** means a section contained in this Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

**LODGE YOUR PROXY APPOINTMENT ONLINE**

 **ONLINE PROXY APPOINTMENT**  
www.advancedshare.com.au/investor-login

 **MOBILE DEVICE PROXY APPOINTMENT**  
Lodge your proxy by scanning the QR code below, and enter your registered postcode.  
It is a fast, convenient and a secure way to lodge your vote.


**GENERAL MEETING PROXY FORM**

I/We being shareholder(s) of Centaurus Metals Limited and entitled to attend and vote hereby:

**APPOINT A PROXY**

The Chair of the Meeting

**OR**

 **PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.


or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including 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 Ground Floor Conference Room 1 Ord Street West Perth, Western Australia on 6 October 2023 at 10.00 am (WST)** and at any adjournment or postponement of that Meeting.

**IMPORTANT NOTE FOR MEMBERS WHO APPOINT THE CHAIR OF THE MEETING AS THEIR PROXY**

The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

**VOTING DIRECTIONS**

#	Resolutions	For	Against	Abstain*
1	RATIFICATION OF ISSUE OF PLACEMENT SHARES	<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 and your votes will not be counted in calculating the required majority on a poll.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address



Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.



## INSTRUCTIONS FOR COMPLETING PROXY FORM

- Appointing a Proxy.** You can appoint a proxy to attend and vote on your behalf as an alternative to attending the Meeting. You may appoint a proxy either online at [www.advancedshare.com.au](http://www.advancedshare.com.au) or by completing and submitting a Proxy Form prior to the Meeting. You can direct your proxy how to vote by marking "For" or "Against" for each resolution for your vote to be counted.  
  
A Shareholder entitled to attend and vote at the General Meeting is entitled to appoint not more than two proxies. The appointment of a second proxy must be done on a separate copy of the Proxy Form which may be obtained from Advanced Share 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%.
- 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.  
  
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.
- 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 to the registry, please attach a certified photocopy of the Power of Attorney to the Proxy 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.
- Compliance with Listing Rule 14.11.** In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities, or you are a trustee, nominee of custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to hold written confirmation from the person or entity providing the instruction to you and you must vote in accordance with the instruction provided. By lodging your proxy votes you confirm that you are in compliance with Listing Rule 14.11.
- Corporate Representatives.** If a representative of a nominated corporation is to participate in the meeting the appropriate "Certificate of Appointment of Corporate Representative" form should be provided. The form is available from Advanced Share Registry.
- Entitlement to Vote.** For the purposes of Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) the Company determines that Shareholders holding Shares as at 10 a.m. (WST) on Wednesday 4 October 2023 will be entitled to attend and vote at the Meeting.

## LODGE YOUR PROXY FORM


This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10.00 am (WST) on 4 October 2023, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.


 **ONLINE PROXY APPOINTMENT**  
[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)

 **BY MAIL**  
Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909

 **BY FAX**  
+61 8 6370 4203

 **BY EMAIL**  
[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)

 **IN PERSON**  
Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009

 **ALL ENQUIRIES TO**  
Telephone: +61 8 9389 8033