

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Centaurus Metals Limited (Centaurus)

ACN/ARSN 009 468 099

This notice is given by Atlas Iron Limited ACN 110 396 168 on behalf of itself and each of its controlled bodies corporate (Atlas Associates) named in the list of 1 page annexed to this notice and marked A.

1. Details of substantial holder (1)

Name Atlas Iron Limited (Atlas)

ACN/ARSN (if applicable) 110 396 168

There was a change in the interests of the substantial holder on 10/04/2014
The previous notice was given to the company on 28/09/2011
The previous notice was dated 28/09/2011

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice | | Present notice | |
|----------------------------|--|------------------|----------------|------------------|
| | Person's votes | Voting power (5) | Person's votes | Voting power (5) |
| Fully paid ordinary shares | 26,500,000 following a consolidation of capital on 18/10 /2011 | 19.85% | 50,320,264 | 21.34% |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|---|---|---|-------------------------|
| 10/04/2014 | Atlas and Atlas' Associates | Acquisition of relevant interest in ordinary shares in Centaurus arising from a placement announced on 4 April 2014 | \$1,500,000 | 12,000,000 ordinary shares | 12,000,000 |
| 06/09/2012 | Atlas and Atlas' Associates | Acquisition of relevant interest in ordinary shares in Centaurus arising from a placement announced on 6 September 2012 | \$3,529,193 | 8,020,894 ordinary shares | 8,020,894 |
| 13/07/2012 | Atlas and Atlas' Associates | Acquisition of relevant interest in ordinary shares in Centaurus arising from a placement announced on 10 July 2012 | \$1,671,722 | 3,799,370 ordinary shares | 3,799,370 |

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|--|---------------------------------|--|----------------|
| Atlas and Atlas Associates | Atlas | Atlas | Holder | 50,320,264 ordinary shares 3,750,000 Unlisted Options | 50,320,264 |

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|--|
| Each of the Atlas' Associates | Atlas is the ultimate holding company of each of the Atlas Associates listed in Annexure A. Each of the Atlas Associates is therefore an associate under section 12(2)(a) of the Corporations Act. |

6. Addresses

The addresses of persons named in this form are as follows:

| Name | Address |
|------------------|--|
| Atlas | Level 18, Raine Square, 300 Murray Street, Perth WA 6000 |
| Atlas Associates | See Annexure A. |

Signature

print name Yasmin Broughton

capacity Company Secretary

sign here



date 11/04/2014

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Atlas Iron Limited ACN 110 396 168
Annexure A
Atlas Associates

This is the annexure of 1 page marked "A" referred to in the Form 604, notice of change of interests of substantial holder signed by me and dated 11/04/2014.


Yasmin Broughton – Company Secretary

| Name | ACN | Address |
|-----------------------------------|-------------|---|
| Atlas Operations Pty Ltd | 122 835 947 | Level 18, Raine Square, 300 Murray St, Perth WA 6000 |
| St George Magnetite Pty Ltd | 122 999 044 | Level 18, Raine Square, 300 Murray St, Perth WA 6000 |
| Mt Gould Minerals Pty Ltd | 118 341 147 | Level 18, Raine Square, 300 Murray St, Perth WA 6000 |
| Weld Range Iron Ore Pty Ltd | 118 340 686 | Level 18, Raine Square, 300 Murray St, Perth WA 6000 |
| Tiziflower Investment Inc | N/A | 8th Floor, Capital Plaza Building, Roberto Motta Ave & Costa del Este Ave, Panama City, Panama |
| Jakkitower Enterprises SA | N/A | 8th Floor, Capital Plaza Building, Roberto Motta Ave & Costa del Este Ave, Panama City, Panama |
| Warwick Resources Pty Ltd | 063 506 963 | Level 18, Raine Square, 300 Murray St, Perth WA 6000 |
| Aurox Resources Pty Ltd | 106 793 560 | Level 18, Raine Square, 300 Murray St, Perth WA 6000 |
| Ferro Minerals Australia Pty Ltd | 113 996 106 | Level 18, Raine Square, 300 Murray St, Perth WA 6000 |
| Atlas America Finance Inc | | State of Delaware, 1209 Orange Street, City of Wilmington, County of New Castle 19801, United States of America |
| Atlas Pty Ltd | 161 762 116 | Level 18, Raine Square, 300 Murray St, Perth WA 6000 |
| Giralia Resources Pty Ltd | 009 218 204 | Level 18, Raine Square, 300 Murray St, Perth WA 6000 |
| Tallering Resources Pty Ltd | 077 183 165 | Level 18, Raine Square, 300 Murray St, Perth WA 6000 |
| Minera Atacamena Limited | N/A | Avenida Andrés Bello 2711, oficina 1701, comuna de Las Condes, Santiago, Chile |
| Wheelbarrow Prospecting Pty Ltd | 118 926 613 | Level 18, Raine Square, 300 Murray St, Perth WA 6000 |
| Carlinga Mining Pty Ltd | 077 264 487 | Level 18, Raine Square, 300 Murray St, Perth WA 6000 |
| FerrAus Pty Ltd | 097 422 529 | Level 18, Raine Square, 300 Murray St, Perth WA 6000 |
| Ferraus Manganese Pty Ltd | 147 298 940 | Level 18, Raine Square, 300 Murray St, Perth WA 6000 |
| South East Pilbara Assets Pty Ltd | 152 057 022 | Level 18, Raine Square, 300 Murray St, Perth WA 6000 |
| Australian Manganese Pty Ltd | 100 061 854 | Level 18, Raine Square, 300 Murray St, Perth WA 6000 |

