

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

In relation to the General Meeting of the Company to be held at the offices of KPMG, Level 8, 235 St Georges Terrace, Perth, Western Australia on Monday 21 October 2019 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 (**Company**) will be held at the offices of KPMG, Level 8, 235 St Georges Terrace, Perth, Western Australia on Monday 21 October 2019 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

ORDINARY BUSINESS

1. RESOLUTION 1 - RATIFICATION OF ISSUE OF TRANCHE 1 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 Listing Rules 7.1 and 7.4 and for all other purposes, Shareholders ratify and approve the previous issue of 313,282,546 Ordinary Shares to professional and sophisticated investors on the terms and conditions set out in the Explanatory Memorandum 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 or an associate of that person (or those persons). 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 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.
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2. RESOLUTION 2 - RATIFICATION OF ISSUE OF TRANCHE 1 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 Listing Rules 7.1A and 7.4 and for all other purposes, Shareholders ratify and approve the previous issue of 279,097,136 Ordinary Shares to professional and sophisticated investors on the terms and conditions set out in the Explanatory Memorandum 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 or an associate of that person (or those persons). 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 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.

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

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

"That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue 407,620,318 Ordinary Shares to professional and sophisticated investors on the terms and conditions set out in the Explanatory Memorandum 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 is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). 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 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.

4. RESOLUTION 4 – APPROVAL TO ISSUE SHARES TO TERRATIVA MINERAIS SA

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

"That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue 105,263,157 Ordinary Shares to Terrativa Minerais SA (or its nominee) on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Terrativa Minerais SA (or its nominee) or an associate of Terrativa Minerais SA (or its nominee). 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 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.

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 10am (WST) on Saturday 19 October 2019.

BY ORDER OF THE BOARD

Paul Bridson
Company Secretary
18 September 2019

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 (**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 Monday 21 October 2019 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.

A Shareholder-specific Proxy Form has been dispatched with the Notice of Meeting and Explanatory Memorandum.

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

1.1 Background

On 10 September 2019, the Company announced a capital raising through the issue of a total of 1,000,000,000 Ordinary Shares to sophisticated and professional investors at an issue price of \$0.01 per Ordinary Share (**Placement Shares**) to raise a total of \$10,000,000 (before costs) (**Placement**).

The Placement comprises two Tranches. Tranche 1 comprised the issue of 592,379,682 Placement Shares (**Tranche 1 Placement Shares**). The Tranche 1 Placement Shares were issued on 16 September 2019 under the Company's Listing Rule 7.1 and 7.1A capacity as follows:

- 313,282,546 Placement Shares were issued under Listing Rule 7.1 and are the subject of Resolution 1; and
- 279,097,136 Placement Shares were issued under Listing Rule 7.1A and are the subject of Resolution 2.

Tranche 2 will comprise 407,620,318 Placement Shares (**Tranche 2 Placement Shares**). Resolution 3 seeks Shareholder approval for the issue of the Tranche 2 Placement Shares.

Funds raised from the Placement will be predominantly used on the Company's Jaguar Nickel Sulphide Project (see the Company's announcement of 5 September 2019), including:

- resource drilling activities & JORC Resource definition;
- exploration drilling on new high priority targets;
- environmental studies and preparation of an EIA (Environmental Impact Assessment);
- metallurgical testwork and process flow sheet definition; and
- vendor payments,

as well as for general working capital purposes (including to fund the costs of the Placement).

1.2 ASX Listing Rule 7.1

Subject to certain exceptions, Listing Rule 7.1 prevents a company in any 12 month period from issuing or agreeing to issue new Equity Securities, or other securities with rights of conversion to Equity Securities (such as an Option), 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 Tranche 1 Placement Shares the subject of Resolution 1 did not breach Listing Rule 7.1.

The Company wishes to ratify the issue of the Tranche 1 Placement 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 without the requirement to obtain prior Shareholder approval.

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

- (a) on 16 September 2019 the Company issued 313,282,546 Tranche 1 Placement Shares pursuant to Listing Rule 7.1;
- (b) the Tranche 1 Placement Shares were issued for \$0.01 each, raising a total of \$3,132,825 (before costs);
- (c) the Tranche 1 Placement Shares are fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (d) the Tranche 1 Placement Shares were issued to sophisticated and professional investors (within the meaning of sections 708(8) – (11) of the Corporations Act), none of whom are Related Parties of the Company;
- (e) the Tranche 1 Placement Shares were issued to fund future activities on the Jaguar Nickel Sulphide Project, including resource drilling activities & JORC Resource definition, exploration drilling on new high priority targets, environmental studies and preparation of an EIA (Environmental Impact Assessment), metallurgical testwork and process flow sheet definition and vendor payments, as well as for general working capital purposes (including to fund the costs of the Placement); 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 ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER LISTING RULE 7.1A

2.1 Background

Resolution 2 seeks Shareholder ratification of the issue of the 279,097,136 Placement Shares which were issued under the Company's Listing Rule 7.1A capacity 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 their annual general meeting, to have the capacity to issue or agree to issue a number of Equity Securities during the subsequent 12 month period which represents 10% of the number of fully paid ordinary securities on issue as at the commencement of that 12 month period as adjusted in accordance with the formula in Listing Rule 7.1 (**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 Company's annual general meeting held on 31 May 2019.

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 Tranche 1 Placement Shares the subject of Resolution 2 did not breach Listing Rule 7.1A.

Where an eligible entity obtains shareholder approval to increase its placement capacity under Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in Listing Rule 7.1; and
- (b) are counted in variable "E",

until their issue has been ratified under Listing Rule 7.4 (and provided that the previous issue did not breach Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issue of the Tranche 1 Placement Shares the subject of Resolution 2, the base figure (i.e. variable "A") on which the Company's 15% annual placement capacity is calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

The following information is provided to Shareholders for the purposes of Listing Rule 7.5 in relation to Resolution 2:

- (a) on 16 September 2019 the Company issued 279,097,136 Tranche 1 Placement Shares pursuant to Listing Rule 7.1A;
- (b) the Tranche 1 Placement Shares were issued for \$0.01 each, raising a total of \$2,790,971 (before costs);
- (c) the Tranche 1 Placement Shares are fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (d) the Tranche 1 Placement Shares were issued to sophisticated and professional investors (within the meaning of sections 708(8) – (11) of the Corporations Act), none of whom are Related Parties of the Company;
- (e) the Placement Shares were issued to fund future activities on the Jaguar Nickel Sulphide Project, including resource drilling activities & JORC Resource definition, exploration drilling on new high priority targets, environmental studies and preparation of an EIA (Environmental Impact Assessment), metallurgical testwork and process flow sheet definition and vendor payments, as well as for general working capital purposes (including to fund the costs of the Placement); and
- (f) a voting exclusion statement has been included in the Notice of Meeting for the purposes of Resolution 2.

2.4 Directors' Recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

3.1 Background

As discussed in Section 1.1 above, on 16 September 2019 the Company issued 592,379,682 Tranche 1 Placement Shares to professional and sophisticated investors pursuant to the Placement. The terms of the Placement included, subject to Shareholder approval, the issue to participating investors of 407,620,318 Tranche 2 Placement Shares.

The issue of the Tranche 2 Placement Shares is subject to Shareholders approving Resolution 3.

The requirements of Listing Rule 7.1 are set out in Section 1.2 above. If Shareholders approve Resolution 3, the effect will be to allow the Directors to issue 407,620,318 Tranche 2 Placement Shares to the Placement participants during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without reducing the Company's 15% placement capacity available under Listing Rule 7.1.

3.2 ASX Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3 in relation to Resolution 3:

- (a) the number of Tranche 2 Placement Shares to be issued is 407,620,318;
- (b) the Tranche 2 Placement 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 Listing Rules), and it is intended that issue of the Placement Shares will occur on one date as soon as practicable after the Meeting;
- (c) the Tranche 2 Placement Shares will be issued for \$0.01 each, raising a total of \$4,076,203 (before costs);
- (d) the Tranche 2 Placement Shares will be issued to the Placement participants, none of whom are Related Parties of the Company;
- (e) the Tranche 2 Placement Shares will be fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;

- (f) the Tranche 2 Placement Shares will be issued to fund future activities on the Jaguar Nickel Sulphide Project, including resource drilling activities & JORC Resource definition, exploration drilling on new high priority targets, environmental studies and preparation of an EIA (Environmental Impact Assessment), metallurgical testwork and process flow sheet definition and vendor payments, as well as for general working capital purposes (including to fund the costs of the Placement); and
- (g) a voting exclusion statement has been included in the Notice of Meeting for the purposes of Resolution 3.

3.3 Directors' Recommendation

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

4. RESOLUTION 4 – APPROVAL TO ISSUE SHARES TO TERRATIVA MINERAIS SA

4.1 Background

On 5 September 2019 the Company announced that the board of directors of Vale had approved the sale of the advanced Jaguar Nickel Sulphide Project to the Company, and a formal sale & purchase agreement had been executed by the parties.

Part of the purchase consideration for the acquisition is the transfer of the Company's Salobo West Copper-Gold Project to Vale.

The Salobo West Project tenements were originally acquired from the privately-owned Brazilian resource development group, Terrativa Minerais SA (**Terrativa**), which retained a 2% production royalty over the tenements or a right to elect to receive a 25% share of sale proceeds in the event the Company divested the Salobo West Project to a third party. Conditional on the completion of the acquisition of the Jaguar Nickel Sulphide Project from Vale, Terrativa has elected to convert its royalty interest to a 25% share of the Salobo West Project sale proceeds.

In that regard, the Company and Terrativa have each agreed that the Company will pay Terrativa up to A\$3.5 million over a period of 2.5 years, with the first payment of A\$1 million to be paid through the issue of Shares to Terrativa (or its nominee) concurrent with completion of the acquisition of the Jaguar Nickel Sulphide Project from Vale. The Shares to be issued to Terrativa will be issued at the 10-day VWAP price of Shares immediately prior to the date of the announcement of the acquisition of the Jaguar Nickel Sulphide Project, being 5 September 2019. The relevant 10-day VWAP was \$0.0095, equating to a total of 105,263,157 Shares to be issued to Terrativa.

The requirements of Listing Rule 7.1 are set out in Section 1.2 above. If Shareholders approve Resolution 4, the effect will be to allow the Directors to issue 105,263,157 Shares to Terrativa during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without reducing the Company's 15% placement capacity available under Listing Rule 7.1.

4.2 ASX Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3 in relation to Resolution 4:

- (a) the number of Shares to be issued to Terrativa is 105,263,157;
- (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 Listing Rules), and it is intended that issue of the Shares will occur on one date as soon as practicable after the Meeting and the completion of the acquisition of the Jaguar Nickel Sulphide Project from Vale;
- (c) the Shares are to be issued at a deemed issue price of \$0.0095 each as partial consideration for Terrativa's share of sale proceeds of the Salobo West Copper-Gold Project;
- (d) the Shares will be issued to Terrativa, which is not a Related Party of the Company;
- (e) the Shares will be fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (f) the Shares will be issued as partial consideration for Terrativa's share of sale proceeds of the Salobo West Copper-Gold Project; and
- (g) a voting exclusion statement has been included in the Notice of Meeting for the purposes of Resolution 4.

4.3 Directors' Recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 4.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in Section 2.2.

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 or **Chairman** 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).

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 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 Memorandum.

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

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 Memorandum.

Shareholder means a registered holder of a Share.

Terrativa means Terrativa Minerais SA.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Tranche 1 Placement Shares and **Tranche 2 Placement Shares** each have the meaning given in Section 1.1.

Vale means Vale S.A.

VWAP means the volume weighted average trading price of the Shares on ASX.

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

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 Monday 21 October 2019 commencing at 10am (WST), and at any adjournment or postponement of that Meeting.

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

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 Issue of Tranche 1 Placement Shares Under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of Issue of Tranche 1 Placement Shares Under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval to Issue Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval to Issue Shares to Terrativa Minerais SA	<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	Shareholder 2	Shareholder 3
<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>
Sole Director and Sole Company Secretary	Director	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 Regulations 2001* (Cth) the Company determines that shareholders holding shares at Saturday 19 October 2019 at 10am (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

so that it is received not later than 5pm (WST) on Friday 18 October 2019.

Proxy forms received later than this time will be invalid.