

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 8 October 2015 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 8 October 2015 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

Resolution 1 - Ratification of Share Placement 1

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

*"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue of 51,200,000 fully paid ordinary shares (**Tranche 1 Shares**) in the capital of the Company, and 10,240,000 attaching options, 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 1 by any person who participated in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 1 is passed, and any of their associates. However, the Company need not disregard a vote if:

- (a) it is cast by a 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 person chairing the Meeting 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 Share Placement 2

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

*"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue of 2,681,818 fully paid ordinary shares (**Tranche 2 Shares**) in the capital of the Company, 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 2 by any person who participated in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 2 is passed, and any of their associates. However, the Company need not disregard a vote if:

- (a) it is cast by a 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 person chairing the Meeting 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 3 - Ratification of Share Placement 3

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

*"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue of 7,090,500 fully paid ordinary shares (**Tranche 3 Shares**) in the capital of the Company, 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 3 by any person who participated in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 3 is passed, and any of their associates. However, the Company need not disregard a vote if:

- (a) it is cast by a 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 person chairing the Meeting 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 – Approval to issue Shares in Lieu of Salary to Managing Director

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to \$48,000 worth of Shares (**MD Shares**), to Mr Darren Gordon (or his nominee), in lieu of payment of part of the Managing Directors' salary on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."*

Voting Exclusion

The Company will disregard any votes cast on this Resolution 4 by Mr Darren Gordon and his associates, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 4 is passed, and any of their associates. However, the Company need not disregard a vote if:

- (a) it is cast by a 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 person chairing the Meeting 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 that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company at 5pm (WST) on 6 October 2015.

BY ORDER OF THE BOARD



Geoff James
Company Secretary
3 September 2015

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 8 October 2015 commencing at 10am (WST).

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

1. RESOLUTION 1 - Ratification of Share Placement 1

1.1 Background

The Shares and Options the subject of this resolution were issued on 13 July 2015, in accordance with Listing Rules 7.1 and 7.1A as follows:

- (a) 24,691,068 Shares and 10,240,000 free attaching Options were issued pursuant to the Company’s capacity under Listing Rule 7.1; and
- (b) 26,508,932 Shares were issued pursuant to Listing Rule 7.1A.

The requirements of Listing Rules 7.1 and 7.1A are set out below at section 1.2. Resolution 1 seeks Shareholder ratification of the issue of the Tranche 1 Shares and Options.

1.2 ASX Listing Rules 7.1 and 7.1A

Subject to certain exceptions and Listing Rule 7.1A, 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.

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 (Additional Placement Capacity).

Approval for the Additional Placement Capacity may only be obtained at the Company’s annual general meeting. The Company previously received Shareholder approval for Additional Placement Capacity at the annual general meeting held on 26 May 2015.

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 Rules 7.1 and 7.1A provided the issue did not breach the Listing Rules. The effect of such ratification is to restore a company’s maximum discretionary power to issue further securities up to the limits imposed by Listing Rules 7.1 and 7.1A. The Company confirms the issue of the Tranche 1 Shares and free attaching Options the subject of Resolution 1 did not breach Listing Rules 7.1 and 7.1A.

The Company wishes to ratify the issue of the Tranche 1 Shares and free attaching Options 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 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) on 13 July 2015 the Company issued the Tranche 1 Shares and 10,240,000 free attaching Options;
- (b) the Tranche 1 Shares were issued at a price of \$0.006 each, raising a total of \$307,200. The Options are free attaching options with an exercise price of \$0.025 per Option, expiring on 30 September 2016. The Options were issued on the terms and conditions set out in Schedule 1;
- (c) the Tranche 1 Shares are fully paid ordinary shares that rank equally in all respects with the Company's existing Shares. The Shares to be issued following the exercise of the free attaching Options will rank equally in all respects with the Company's existing Shares;
- (d) the allottees to whom the Tranche 1 Shares and Options were issued were existing shareholders and other sophisticated and professional investors who had expressed support for the Company's newly stated direction. None of the allottees are related parties of the Company or its associates;
- (e) the funds raised from the issue of the Tranche 1 Shares are intended to be used to fund exploration activities of the Company's projects in Brazil and to provide general working capital; 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 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 1.

2. RESOLUTION 2 - Ratification of Share Placement 2

2.1 Background

The Shares the subject of this resolution were issued on 30 April 2015, in accordance with Listing Rule 7.1A. The requirements of Listing Rule 7.1A are set out above at section 1.2. Resolution 2 seeks Shareholder ratification of the issue of the Shares.

2.2 ASX Listing Rule 7.4

The requirements of Listing Rule 7.4 are set out above at section 1.3. The Company confirms the issue of shares the subject of Resolution 2 did not breach Listing Rule 7.1A.

The Company wishes to ratify the issue of the Tranche 2 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 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) on 30 April 2015 the Company issued the Tranche 2 Shares;
- (b) the Tranche 2 Shares were issued at a price of \$0.011 each;
- (c) the Tranche 2 Shares are fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (d) the allottees to whom the Tranche 2 Shares were issued were employees of the Company. None of the allottees are related parties of the Company or its associates;
- (e) the Tranche 2 Shares were issued to employees in lieu of an agreed proportion of their cash remuneration; and
- (f) a voting exclusion statement has been included in the Notice of Meeting for the purposes of Resolution 2.

2.3 Directors' Recommendation

If Resolution 2 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 2.

3. RESOLUTION 3 - Ratification of Share Placement 3

3.1 Background

The Tranche 3 Shares the subject of Resolution 3 were issued on 2 July 2015 and 3 September 2015, in accordance with Listing Rule 7.1. Resolution 3 seeks Shareholder ratification of the issue of the Tranche 3 Shares.

3.2 ASX Listing Rules 7.1 & 7.4

The requirements of Listing Rules 7.1 and 7.1A are set out above at section 1.2 and 1.3 respectively.

The Company confirms the issue of shares the subject of Resolution 3 did not breach Listing Rule 7.1.

The Company wishes to ratify the issue of the Tranche 3 Shares the subject of Resolution 3 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) Of the total of 7,090,500 Tranche 3 Shares issued, 5,757,000 Shares were issued on 2 July 2015 and 1,333,500 Shares were issued on 3 September 2015;
- (b) the Tranche 3 Shares issued on 2 July 2015 were issued at a price of \$0.006 each and the Tranche 3 Shares issued on 3 September 2015 were issued at a price of \$0.004 each;
- (c) the Tranche 3 Shares are fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (d) the allottees to whom the Tranche 3 Shares were issued were employees of the Company. None of the allottees are related parties of the Company or its associates;
- (e) the Tranche 3 Shares were issued to employees in lieu of cash salary remuneration; and
- (f) a voting exclusion statement has been included in the Notice of Meeting for the purposes of Resolution 3.

3.3 Directors' Recommendation

If Resolution 3 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 3.

4. RESOLUTION 4 - Approval to issue Shares in Lieu of Salary to Managing Director

4.1 Background

In order to conserve Company funds in the midst of a tough financial climate and given the current difficulties in raising further capital by junior exploration companies, Mr Darren Gordon, Managing Director of the Company, has agreed to reduce his cash salary for the 12 month period commencing 1 August 2015 and to receive an equivalent amount of Shares in lieu of that reduced cash remuneration. The Board considers this to be an appropriate and responsible measure to preserve the cash reserves of the Company.

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of the MD Shares to Mr Gordon (or his nominee) in lieu of receiving the equivalent in cash salary as Managing Director of the Company. The value of the MD Shares is equivalent to 16% of Mr Gordon's reduced cash remuneration for the 12 month period. The requirements of Listing Rule 10.11 are set out below at section 4.4.

The Shares will be issued in 6 tranches over a 12 month period commencing 1 August 2015. Each tranche of Shares will cover 1 month in arrears and 1 month in advance of the cash salary foregone. The issue price for each tranche of the MD Shares will be determined as an amount equal to the 5 day VWAP of the Company's Shares immediately before the issue date of the respective tranche of the MD Shares.

If approval is not received under Resolution 4, the Company, subject to future Board approval, will pay the full amount of the Managing Director's remuneration (without reduction) in cash and reserves. The Board also reserves the right, at its sole discretion, to suspend the issue of Shares under any such approval granted in accordance with this Resolution 4 and revert back to paying the full value of Mr Gordon's cash remuneration.

4.2 ASX Waiver

The ASX has granted a waiver from Listing Rule 10.13.3 to extend the MD Share issue dates beyond 1 month after the date of the Meeting. The ASX has also granted a waiver to Listing Rule 10.13.5, as the share price is not defined, to allow the share issue price to be based on a formula including a future share price.

4.3 Section 208 of the Corporations Act

Section 208 of the Corporations Act provides that a public company cannot give a “financial benefit” (including an issue of Securities) to a “related party” of the company unless one of the exceptions set out in sections 210 to 216 of the Corporations Act apply or the holders of ordinary securities have approved the giving of the financial benefit to the related party at a general meeting.

The issue of Shares to a Director or their nominee constitutes the giving of a financial benefit to the related parties of the Company for the purposes of section 208 of the Corporations Act.

The Board has considered the application of Chapter 2E of the Corporations Act and has resolved that the reasonable remuneration exception provided by section 211 of the Corporations Act is relevant in the circumstances, as the proposed financial benefit is reasonable in these circumstances. Accordingly, the Company will not seek approval for the issue of the MD Shares to Mr Darren Gordon pursuant to section 208 of the Corporations Act, in addition to the approval now being sought under the ASX Listing Rules.

4.4 Listing Rule 10.11

Listing Rule 10.11 provides that a company must not issue or agree to issue any equity securities, or other securities with rights to conversion to equity, to a related party of that company without first obtaining Shareholder approval. If Resolution 4 is approved for the purposes of Listing Rule 10.11, then approval is not required under Listing Rule 7.1.

In accordance with Listing Rule 10.13, the following information is provided to Shareholders:

- (a) the MD Shares are to be issued to Mr Darren Gordon (or his nominee). Mr Gordon is the Managing Director of the Company;
- (b) the maximum number of Shares to be issued to Mr Gordon is \$48,000 in value of fully paid ordinary shares but will not exceed a maximum of 12 million shares over the 12 month approval period. The Shares will be issued in 6 tranches over a 12 month period commencing 1 August 2015. The formula to calculate the number of MD Shares to be issued for any given tranche is as follows:

$$X = \$8,000 / 5 \text{ Day VWAP}$$

Where:

X = the number of Shares to be issued to Mr Gordon for each tranche; and

5 Day VWAP = volume weighted average trading price of the Company's Shares on ASX in the 5 trading days immediately preceding the issue date as set out in part (c) below.

In respect to each tranche of MD Shares to be issued, \$8,000 in value of fully paid ordinary shares will be issued. The number of MD Shares to be issued in each tranche will be rounded down to the nearest whole number. For illustrative purposes, the table below sets out the the total aggregate number of MD Shares to be issued for all 6 tranches based on a range of issue prices.

5 day VWAP (examples)	Total number of shares to be issued	Total number of shares issued as a % of the Company's issued share capital ¹
\$0.004 per share	12,000,000	3.40%
\$0.006 per share	8,000,000	2.27%
\$0.008 per share	6,000,000	1.70%
\$0.010 per share	4,800,000	1.36%

¹ Calculated on the number of issued Shares of the Company as at the date of this Notice.

- (c) Each tranche of the MD Shares will be issued on the following dates:

Tranche	Period of Remuneration	Issue Date of Shares
1	1 August 2015 – 30 September 2015	Within 5 days of the Meeting
2	1 October 2015 – 30 November 2015	First Trading Day in November 2015
3	1 December 2015 – 31 January 2016	First Trading Day in January 2016
4	1 February 2016 – 31 March 2016	First Trading Day in March 2016
5	1 April 2016 – 31 May 2016	First Trading Day in May 2016
6	1 June 2016 – 31 July 2016	First Trading Day in July 2016

- (d) The issue price of the MD Shares will be equal to the 5 day VWAP of the Company's Shares immediately before the issue date of the MD Shares;
- (e) the MD Shares will be issued on the same terms and conditions as the Company's existing Shares;
- (f) a voting exclusion statement has been included in the Notice of Meeting for the purposes of Resolution 4; and
- (g) no funds will be raised from the issue of the MD Shares.

4.5 Directors' Recommendation

The Directors (other than Mr Gordon) recommend that Shareholders vote in favour of Resolution 4.

SCHEDULE 1: OPTIONS TERMS

The free attaching Options issued on 13 July 2015 were granted under the following terms and conditions:

(a) **Entitlement**

Each option entitles the holder to subscribe for one Share upon exercise of each Option.

(b) **Exercise price and end date**

The exercise price for each Option is \$0.025 and the end date of each option is 30 September 2016.

(c) **Exercise period**

Options are exercisable at any time after they are issued and on or prior to their end date.

(d) **Notice of exercise**

Options may be exercised by notice in writing to the Company ("Notice of Exercise") and payment of the exercise price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

(e) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the Shares of the Company.

(f) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(g) **Timing of issue of Shares**

After an Option is validly exercised, the Company must, as soon as possible following receipt of the Notice of Exercise and receipt of cleared funds equal to the sum payable on the exercise of the Option:

- (i) issue and allot the Shares; and
- (ii) do all such things necessary to obtain the grant of official quotation of the Shares on ASX no later than 5 business days after issuing the Shares.

(h) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 10 business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(i) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the exercise price.

(j) **Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of Option holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(k) **Options transferable**

Options are transferable provided the transfer of the Options complies with section 707(3) of the Corporations Act.

GLOSSARY

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.

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.

Explanatory Memorandum means this explanatory memorandum.

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

Listing Rules means the listing rules of the ASX.

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

Option means an option to acquire one Share.

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.

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

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

WST means Western Standard Time.

PROXY FORM

The Company Secretary, Centaurus Metals Limited

By delivery:
Level 3, 10 Outram Street
West Perth WA 6005

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, Perth, Western Australia on Thursday 8 October 2015 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.

Where I/we have appointed the Chairman as my/our proxy (whether by direction or default), I/we acknowledge that Resolutions 2, 3 and 4 relates directly or indirectly to the remuneration of key management personnel, and that the Chairman intends to vote any undirected proxies in favour of Resolutions 2, 3 and 4. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in relation to Resolutions 2, 3 and 4 even though these Resolutions are connected directly or indirectly with the remuneration of key management personnel and the Chairman has an interest in the outcome of the Resolutions.

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 Share Placement 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Share Placement 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Share Placement 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to Issue Shares in Lieu of Salary to Managing Director	<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 6 October 2015 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) **post to Centaurus Metals Limited, PO Box 975, West Perth, WA 6872; or**
- (b) **deliver to the West Perth office of the Company, Level 3, 10 Outram Street, West Perth; or**
- (c) **facsimile to the Company on facsimile number +61 8 9420 4040**

so that it is received not later than 10am (WST) on 6 October 2015.

Proxy forms received later than this time will be invalid.