



11 March 2015

Dear Shareholder

Notice to Shareholders of Non-Renounceable Rights Issue

On 25 February 2015, Centaurus Metals Limited (ACN 009 468 099) (**Company**) announced that the Company would be conducting a non-renounceable entitlement offer. The offer is being made pursuant to a prospectus which was lodged with the Australian Securities and Investments Commission and the ASX on 6 March 2015 (**Prospectus**). The Prospectus is available on the Company's website at www.centaurus.com.au or on the ASX website (company announcements section, ASX code: CTM) at www.asx.com.au.

Pursuant to the Prospectus, the offer comprises up to 137,893,960 fully paid ordinary shares in the capital of the Company (**Shares**) on the basis of 1 Share for every 2 Shares held at 5.00pm (WST) on 17 March 2015 (**Record Date**) at an issue price of \$0.025 per New Share (**Entitlement**), together with 1 free attaching listed New Option for each 3 New Shares subscribed for, each exercisable into one Share at \$0.05 on or before 31 March 2017, to raise approximately \$3,500,000 (before issue costs) (**Entitlement Offer**). The Company has applied for quotation of the New Shares and New Options but notes that the quotation of the New Options will be subject to satisfaction of the ASX Listing Rules requirements.

The Entitlement Offer is open to shareholders who hold Shares as at the Record Date with registered addresses in Australia, New Zealand and the United States (**Eligible Shareholders**). All other shareholders are not eligible to participate in the Entitlement Offer and will be notified by the Company separately.

The Company invites Eligible Shareholders to consider the opportunity to apply for New Shares over and above their Entitlement (**Additional New Shares**), pursuant to the Prospectus.

Where fractions arise in the calculation of Entitlements, they will be rounded down to the nearest whole number of New Shares and New Options.

The New Shares will rank equally with the existing ordinary Shares from the date of issue.

The Company currently has 925,000 unquoted vested options with varying exercise prices and expiry dates on issue. Holders of these vested options may participate in the Entitlement Offer upon exercise of their options. The Company sent a notice to optionholders on 10 March 2015 notifying them of their right to participate in the Entitlement Offer upon exercise of their options. The Company also has 2,725,000 unquoted unvested options on issue. Holders of unquoted unvested options will not be eligible to participate in the Entitlement Offer in respect of these options.

Following completion of the Entitlement Offer (assuming that all Eligible Shareholders take up their Entitlements in full and all of the vested options are exercised), the Company will have issued up to 138,356,460 New Shares and up to 46,118,820 New Options, resulting in total Shares on issue of up to 415,069,379 and total options to acquire Shares on issue of up to 48,843,820.

The Company currently has 2,955,000 performance rights on issue with various performance hurdles and expiry dates. Performance right holders are not eligible to participate in the Entitlement Offer in respect of these performance rights. The number of performance rights on issue will remain unchanged as a result of the Entitlement Offer.

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The Entitlement Issue is non-renounceable, therefore you cannot sell your Entitlements. No shareholder approval for the Entitlement Offer is required.

Indicative timetable

The indicative timetable for the Entitlement Offer is as follows:

Lodgement of the Prospectus with ASIC and ASX	6 March 2015
Notice of Rights Issue sent to Optionholders	10 March 2015
Notice of Rights Issue sent to Shareholders	11 March 2015
Ex-Date for Rights Issue	13 March 2015
Record Date	17 March 2015
Prospectus despatched to Shareholders	19 March 2015
Closing Date	31 March 2015
Shares quoted on a deferred settlement basis	1 April 2015
Notify ASX of Shortfall	7 April 2015
Issue date – Deferred settlement trading ends	9 April 2015
Commencement of trading of New Shares	10 April 2015

The above timetable is indicative only and subject to change. The Company reserves the right to amend any or all of these events, dates and times subject to the *Corporations Act 2001 (Cth)*, the ASX Listing Rules and other applicable laws. In particular, the Company reserves the right to extend the closing date of the Entitlement Offer, to accept late applications either generally or in particular cases or to withdraw the Entitlement Offer without prior notice. The commencement of quotation of New Shares and New Options is subject to approval from ASX.

More information

Before making a decision whether to apply for New Shares or for Additional New Shares, please read the Prospectus carefully in its entirety when you receive it. The Entitlement Offer is scheduled to close at 5:00pm (WST) on 31 March 2015.

The Directors of the Company recommend that, if you are in doubt as to the value of the Entitlement Offer or the merits of accepting your Entitlement, you should contact your financial adviser. The Company's latest presentation is also available on its website.

Should you have any queries, please contact the Company Secretary on +61 8 9420 4000 or the Company's share registry Advanced Share Registry Limited on +61 8 9389 8033.

Yours faithfully

CENTAURUS METALS LIMITED



John Westdorp
 Company Secretary