

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

CENTAURUS METALS LIMITED

ABN

40 009 468 099

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Ordinary shares
Listed options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 402,467,414 ordinary shares
201,233,707 listed options |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Ordinary shares fully paid.
Listed options with an exercise price of \$0.01 and an expiry date of 30 April 2018. |

+ See chapter 19 for defined terms.

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<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Ordinary shares rank equally with existing ordinary shares. Listed options will rank equally with ordinary shares upon exercise.</p>
<p>5 Issue price or consideration</p>	<p>Ordinary shares: \$0.005 per share Listed options: Nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<ul style="list-style-type: none"> • Exploration at the Serra Misteriosa Gold Project; • Ongoing exploration and evaluation of the Mombuca Gold Project; • Contribution to the ongoing expenditure of Nova Potash the 50/50 Potash joint venture vehicle in Australia; • General working capital and administrative expenses, including the costs of concluding a divestment of the Conquista DSO Iron Ore Project, negotiations for which are at an advanced stage; • The costs of the Rights Issue.
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>31 May 2016</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Nil</p>

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	Nil																	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil																	
6f	Number of +securities issued under an exception in rule 7.2	402,467,414 ordinary shares 201,233,707 listed options																	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A																	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A																	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Rule 7.1 160,986,965 Rule 7.1A 107,324,643																	
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	15 November 2016																	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1,073,246,437</td> <td>Fully paid ordinary shares</td> </tr> <tr> <td style="text-align: center;">201,233,707</td> <td>Listed options with exercise price of \$0.01 and expiry date of 30 April 2018</td> </tr> <tr> <td style="text-align: center;">20,300,666</td> <td>Listed options with exercise price of \$0.05 and expiry date of 31 March 2017</td> </tr> </tbody> </table>	Number	+Class	1,073,246,437	Fully paid ordinary shares	201,233,707	Listed options with exercise price of \$0.01 and expiry date of 30 April 2018	20,300,666	Listed options with exercise price of \$0.05 and expiry date of 31 March 2017	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1,073,246,437</td> <td>Fully paid ordinary shares</td> </tr> <tr> <td style="text-align: center;">201,233,707</td> <td>Listed options with exercise price of \$0.01 and expiry date of 30 April 2018</td> </tr> <tr> <td style="text-align: center;">20,300,666</td> <td>Listed options with exercise price of \$0.05 and expiry date of 31 March 2017</td> </tr> </tbody> </table>	Number	+Class	1,073,246,437	Fully paid ordinary shares	201,233,707	Listed options with exercise price of \$0.01 and expiry date of 30 April 2018	20,300,666	Listed options with exercise price of \$0.05 and expiry date of 31 March 2017
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	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Unlisted Options – Refer to Annexure 2
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Renounceable
13	Ratio in which the +securities will be offered	3 ordinary shares for every 5 shares held plus 1 free attaching option for every 2 shares issued
14	+Class of +securities to which the offer relates	Ordinary shares Listed options
15	+Record date to determine entitlements	20 October 2016
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Round down to nearest whole number
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	All countries other than Australia and New Zealand.
19	Closing date for receipt of acceptances or renunciations	8 November 2016

+ See chapter 19 for defined terms.

20	Names of any underwriters	CPS Capital Group Pty Ltd
21	Amount of any underwriting fee or commission	Lead Manager fee of 2.5% of the total amount raised; Underwriting fee of 5% of the underwritten amount of \$1 million; Shortfall placement fee of 5% of any shortfall placed by CPS.
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	24 October 2016
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	14 October 2016
28	Date rights trading will begin (if applicable)	19 October 2016
29	Date rights trading will end (if applicable)	31 October 2016
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Contact your stockbroker or CPS Capital and refer to details provided in the Prospectus and the accompanying Entitlement and Acceptance Form.

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- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance? Contact your stockbroker or CPS Capital and refer to details provided in the Prospectus and the accompanying Entitlement and Acceptance Form.
- 32 How do security holders dispose of their entitlements (except by sale through a broker)? Contact the Company's Share Registry – Advanced Share Registry and refer to details provided in the Prospectus and the accompanying Entitlement and Acceptance Form.
- 33 +Issue date 15 November 2016

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of +securities
(tick one)
- (a) +Securities described in Part 1
- (b) All other +securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b) (NOT APPLICABLE)

38 Number of +securities for which +quotation is sought

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39 +Class of +securities for which quotation is sought

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40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

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	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

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Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  Date: 14 October 2016
(Director/Company Secretary)

Print name: Paul Bridson
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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	354,213,154
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<ul style="list-style-type: none"> • 1,018,684 issued on 2/11/15 • 679,207 issued on 2/11/15 • 85,152,603 issued on 30/11/15 • 33,898,305 issued on 30/11/15 • 46,501,476 issued on 10/12/15 • 2,469,259 issued on 4/01/16 • 2,721,224 issued on 1/03/16 • 1,333,333 issued on 2/05/16 • 1,680,667 issued on 2/05/16 • 77,201,276 issued on 21/06/16 • 52,798,724 issued on 21/06/16 • 1,111,111 issued on 1/07/16 • 10,000,000 issued on 28/07/16 • 402,467,414 (the subject of this Appendix 3B)
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	1,073,246,437

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	160,986,965
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“C”	0
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	160,986,965
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.15] – “C”	160,986,965 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,073,246,437
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	107,324,643
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	0

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Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	107,324,643
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	0
Total ["A" x 0.10] – "E"	107,324,643

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Annexure 2
Securities Not Quoted on ASX - Options
Centaurus Metals Limited

Expiry date	Exercise price	Employee Options		Total number of shares under option
		Vested	Unvested	
31/08/2018	\$0.125	1,000,000	1,000,000	2,000,000
10/06/2018	\$0.0082	5,500,000	-	5,500,000
10/06/2019	\$0.0082	-	8,500,000	8,500,000
10/06/2020	\$0.0082	-	8,500,000	8,500,000
Total		6,500,000	18,000,000	24,500,000

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