

# 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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

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<br>Unlisted options to acquire ordinary shares   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 102,000,000 ordinary shares fully paid and 14,000,000 options – Tranche 2 of placement announced on 27 July 2011                 |
| 3 | Principal terms of the +securities (eg, 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, rank equally with existing ordinary shares<br>Options expire 31 August 2014, exercisable at 15 cents |

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the date of allotment 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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>				
<p>5 Issue price or consideration</p>	<p>8.8 cents per share</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>102,000,000 shares and 14,000,000 options issued pursuant to a strategic alliance with Atlas Iron Limited to accelerate development of the Company's iron ore projects in Brazil</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>27 September 2011</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="695 1290 995 1328">Number</th> <th data-bbox="995 1290 1291 1328">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="695 1328 995 1520">1,067,998,637</td> <td data-bbox="995 1328 1291 1520">Ordinary</td> </tr> </tbody> </table>	Number	+Class	1,067,998,637	Ordinary
Number	+Class				
1,067,998,637	Ordinary				

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	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Unlisted Options - Refer Appendix 1
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable

## Part 2 - Deleted – Not Applicable

## 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 (ordinary shares only)

(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.

**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 not available now, 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: 28 September 2011  
Company Secretary

Print name: Geoff James

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+ See chapter 19 for defined terms.

**Centaurus Metals Limited**  
**Appendix 1 - Options**

Expiry date	Exercise price	Employee Options		Non - Employee Options		Total number of shares under option
		Vested	Unvested	Vested	Unvested	
27/11/2011	\$0.12500	-	-	12,000,000	-	12,000,000
06/01/2012	\$0.12500	-	-	3,519,392	-	3,519,392
19/03/2012	\$0.11500	250,000	-	-	-	250,000
19/03/2012	\$0.13500	500,000	-	-	-	500,000
04/08/2012	\$0.03125	-	-	24,000,000	-	24,000,000
20/11/2012	\$0.20500	500,000	-	-	-	500,000
20/11/2012	\$0.24500	500,000	-	-	-	500,000
20/11/2012	\$0.28500	500,000	-	-	-	500,000
14/02/2013	\$0.10000	-	-	16,000,000	-	16,000,000
01/10/2013	\$0.11000	200,000	-	-	-	200,000
15/12/2013	\$0.10000	250,000	-	-	-	250,000
15/12/2013	\$0.12000	250,000	-	-	-	250,000
15/12/2013	\$0.14000	500,000	-	-	-	500,000
31/12/2013	\$0.08000	2,400,000	-	-	-	2,400,000
31/12/2013	\$0.15000	2,600,000	-	-	-	2,600,000
01/01/2014	\$0.13000	-	-	-	1,000,000	1,000,000
17/07/2014	\$0.05000	1,000,000	-	-	-	1,000,000
17/07/2014	\$0.07500	2,750,000	-	-	-	2,750,000
17/07/2014	\$0.10000	3,250,000	-	-	-	3,250,000
17/07/2014	\$0.12000	-	1,000,000	-	-	1,000,000
31/08/2014	\$0.10000	-	-	5,000,000	-	5,000,000
31/08/2014	\$0.12000	-	-	-	5,000,000	5,000,000
31/08/2014	\$0.15000	-	-	30,000,000	-	30,000,000
01/10/2014	\$0.11000	450,000	1,300,000	-	-	1,750,000
31/10/2014	\$0.07000	8,000,000	8,000,000	-	-	16,000,000
17/01/2015	\$0.13000	50,000	250,000	-	-	300,000
15/02/2015	\$0.08000	150,000	1,750,000	-	-	1,900,000
06/03/2015	\$0.13000	100,000	-	-	-	100,000
31/03/2015	\$0.08000	500,000	2,000,000	-	-	2,500,000
31/03/2015	\$0.10000	500,000	-	-	-	500,000
31/03/2015	\$0.12000	-	500,000	-	-	500,000
01/06/2015	\$0.13000	50,000	250,000	-	-	300,000
19/07/2015	\$0.09500	100,000	600,000	-	-	700,000
29/08/2015	\$0.10000	50,000	250,000	-	-	300,000
30/11/2015	\$0.11000	-	1,000,000	-	-	1,000,000
04/02/2016	\$0.13000	300,000	1,200,000	-	-	1,500,000
<b>Total</b>		<b>25,700,000</b>	<b>18,100,000</b>	<b>90,519,392</b>	<b>6,000,000</b>	<b>140,319,392</b>

+ See chapter 19 for defined terms.

**Notice under section 708A(5)(e) of the Corporations Act 2001 (Cth)**

**Issuer: Centaurus Metals Limited  
ACN 009 468 099**

**Details of the issue of offer of securities:**

Class of securities	Ordinary
ASX Code of the securities	CTM
Date of the issue of the securities	27 September 2011
Total number of securities issued	102,000,000

**Notice:**

1. Centaurus Metals Limited gives ASX (as the relevant market operator) notice relating to the issue of the securities identified above.
2. This notice is given under paragraph 5(e) of Section 708A of the *Corporations Act 2001* (Cth).
3. Centaurus Metals Limited issued the securities identified above without disclosure to investors under Part 6D.2 of the *Corporations Act 2001* (Cth).
4. As at the date of this notice, Centaurus Metals Limited has complied with:
  - (a) the provisions of Chapter 2M of the *Corporations Act 2001* (Cth) as they apply to it; and
  - (b) Section 674 of the *Corporations Act 2001* (Cth).
5. There is no excluded information (as defined in Section 708A(7) and (8) of the *Corporations Act 2001* (Cth) as at the date of this notice.



Geoff James  
Company Secretary  
Centaurus Metals Limited

Date of notice: 28 September 2011