

5 September 2014

The Manager
Company Announcements Office
Australian Securities Exchange Limited

Dear Sir

ISSUE OF PERFORMANCE RIGHTS AND SHARE OPTIONS

Please find attached an Appendix 3B for the issue of Share Options and Performance Rights to senior managers of the organisation. The Share Options and Performance Rights have been issued as part of the remuneration arrangements of the respective managers.

Further the Board has agreed to issue the Managing Director, Mr Darren Gordon, subject to the approval of shareholders, the following Share Options and Performance Rights as part of his remuneration arrangements. Shareholder approval for the issue of the proposed Share Options and Performance Rights will be sought at the next General Meeting of Shareholders. No date is currently set for this meeting.

In line with the Company's approach to conserving its cash reserves, Mr Gordon's salary has not been increased for the last two years.

Share Options

Tranche	Number	Exercise Price	Expiry	Vesting Period
Tranche 1	1 million	Higher of 12.5 cents per share and 45% above the market price of the Company's shares at the date of grant (shareholder approval date)	4 years from date of issue	18 months from Issue
Tranche 2	1 million	Higher of 12.5 cents per share and 45% above the market price of the Company's shares at the date of grant (shareholder approval date)	4 years from date of issue	36 months from Issue

Performance Rights

Tranche	Number	Vesting Condition
Tranche 1	400,000	Vesting on first production from one of the Company's Projects by 30 April 2015
Tranche 2	600,000	Vesting on a Decision to Mine being achieved for the Jambreiro Project by 30 June 2015

Yours faithfully
CENTAURUS METALS LTD



DIDIER MURCIA
Chairman

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 | Unlisted options to acquire ordinary shares
Unlisted performance rights |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 3,000,000 unlisted options
1,700,000 unlisted performance rights |

+ See chapter 19 for defined terms.

<p>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)</p>	<p>The options are granted pursuant to the ESOP as follows:</p> <ul style="list-style-type: none"> - 750,000 options expiring 31 August 2018, exercisable at \$0.125, vesting immediately. - 750,000 options expiring 31 August 2018, exercisable at \$0.125, vesting 18 months from date of issue. - 1,500,000 options expiring 31 August 2018, exercisable at \$0.125, vesting 36 months from date of issue. <p>The Performance Rights are granted pursuant to the Centaurus Metals Limited Performance Share Plan. The rights are subject to satisfaction of performance conditions related to production and development targets over a pre- determined period.</p> <p>Rights granted as follows</p> <ul style="list-style-type: none"> - 1,700,000 performance rights expiring on or before 31 August 2019, vesting on satisfaction of performance conditions.
<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>No. Options and Performance Rights will not be quoted and do not rank equally with any class of quoted securities.</p> <p>A Option or Performance Right does not give any right to participate in new issues of Shares or to participate in dividends until Shares are issued to the Participant pursuant to exercise of vested Options or Performance Rights.</p>
<p>5 Issue price or consideration</p>	<p>Nil</p>

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	3,000,000 Options issued under the Company's Employee Share Option Plan 1,700,000 Performance rights issued under the Company's Performance Share Plan The Options and Performance Rights have been issued with the purpose of retaining key personnel and incentivising their performance to achieve specified performance milestones set by the Board.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	29 May 2014
6c	Number of +securities issued without security holder approval under rule 7.1	Nil
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	3,000,000 Options under Listing Rule 7.2 Exception 9(b) 1,700,000 Performance Rights under Listing Rule 7.2 Exception 9(b)
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

+ See chapter 19 for defined terms.

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	Capacity under Rule 7.1 – 35,998,188 Capacity under Rule 7.1A – 23,998,792 Refer to Annexure 1 for further details					
7	⁺ Issue dates 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. Cross reference: item 33 of Appendix 3B.	25 August 2014					
8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="694 907 997 952">Number</th> <th data-bbox="997 907 1300 952">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="694 952 997 1198">239,987,919</td> <td data-bbox="997 952 1300 1198">Fully Paid Ordinary Shares</td> </tr> </tbody> </table>	Number	⁺ Class	239,987,919	Fully Paid Ordinary Shares	
Number	⁺ Class						
239,987,919	Fully Paid Ordinary Shares						

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Unlisted Options and Performance Rights – 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 (Not Applicable)

Questions 11 to 33 are not applicable

Part 3 - Quotation of securities (Not Applicable)

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 (Not Applicable)

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

Entities that have ticked box 34(b)

Questions 38 to 42 are not applicable

+ 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 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: 05/09/2014
Chief Financial Officer and Company Secretary

Print name: John Westdorp

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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	195,747,919
Add the following: <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> 	<p style="text-align: center;">4,240,000 shares issued on 13 May 2014 (Share Purchase Plan)</p> <p style="text-align: center;">40,000,000 shares issued on 10 April 2014 (Share Placement)</p> <p style="text-align: center;">Nil</p>
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	239,987,919

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	0.15 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.15	35,998,188
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert 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>Note:</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> 	Nil
"C"	Nil
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
<p>"A" x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	35,998,188
<p>Subtract "C"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	Nil
Total ["A" x 0.15] – "C"	35,998,188 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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>	239,987,919
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	23,998,792
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 <i>Notes:</i> <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> 	Nil
“E”	Nil
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>	23,998,792
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	23,998,792 <i>[Note: this is the remaining placement capacity under rule 7.1A]</i>

+ See chapter 19 for defined terms.

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

Options

Expiry date	Exercise price	Employee Options		Non - Employee Options		Total number of shares under option
		Vested	Unvested	Vested	Unvested	
01/10/2014	\$0.88	37,500	125,000	-	-	162,500
31/10/2014	\$0.56	2,000,000	-	-	-	2,000,000
31/12/2014	\$0.80	-	-	200,000	-	200,000
31/12/2014	\$1.30	-	-	200,000	-	200,000
31/12/2014	\$1.80	-	-	400,000	-	400,000
06/03/2015	\$1.04	12,500	-	-	-	12,500
31/03/2015	\$0.64	62,500	250,000	-	-	312,500
31/03/2015	\$0.80	62,500	-	-	-	62,500
31/03/2015	\$0.96	62,500	-	-	-	62,500
19/07/2015	\$0.76	12,500	75,000	-	-	87,500
29/08/2015	\$0.80	6,250	-	-	-	6,250
30/11/2015	\$0.88	125,000	-	-	-	125,000
04/02/2016	\$1.04	37,500	150,000	-	-	187,500
30/01/2017	\$0.80	100,000	-	-	-	100,000
31/08/2018	\$0.125	750,000	2,250,000	-	-	3,000,000
Total		3,268,750	2,850,000	800,000	-	6,918,750

Performance Rights

Expiry date	Exercise price	Employee Rights		Non – Employee Rights		Total number of shares under right ⁽¹⁾
		Vested	Unvested	Vested	Unvested	
14/08/2017	\$0.00	-	855,000	-	-	855,000
03/12/2017	\$0.00	-	400,000	-	-	400,000
31/08/2019	\$0.00	-	1,700,000	-	-	1,700,000
Total		-	2,955,000	-	-	2,955,000

⁽¹⁾ Represents the total number of shares that may be issued upon the exercise of vested performance rights. Performance rights will only vest if the relevant performance conditions are met.