



CENTAURUS METALS LIMITED

ACN 009 468 099

PROSPECTUS

For a pro-rata non-renounceable issue of 1 New Share for every 2 Shares held by Eligible Shareholders registered at the Record Date at an issue price of \$0.025 per New Share together with 1 free attaching New Option for each 3 New Shares subscribed for exercisable at \$0.05 on or before 31 March 2017, to raise up to approximately \$3,500,000

The Rights Issue is not underwritten.

IMPORTANT NOTICE

This document is important and requires your immediate attention. It should be read in its entirety. If you do not understand its contents or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser.

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IMPORTANT NOTICE

Prospectus

This Prospectus is dated 6 March 2015 and was lodged with ASIC on that date. No responsibility for the contents of this Prospectus is taken by ASIC nor ASX.

The New Shares and New Options issued pursuant to this Prospectus will be issued on the terms and conditions set out in this Prospectus. No New Shares will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

In preparing this Prospectus regard has been had to the fact the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers who investors may consult. No person is authorised to give any information or to make any representation in connection with the Rights Issue described in this Prospectus. Any information or representation which is not contained in this Prospectus or disclosed by the Company pursuant to its continuous disclosure obligations may not be relied upon as having been authorised by the Company in connection with the issue of this Prospectus.

Throughout this Prospectus, for ease of reading, various words and phrases have been defined rather than used in full on each occasion and are set out in Section 5 of this Prospectus.

Electronic Prospectus

A copy of this Prospectus in electronic format may be viewed at www.centaurus.com.au or the website of ASX by Australian investors only. The Rights Issue constituted by this Prospectus in electronic form is only available to Eligible Shareholders receiving this Prospectus in electronic form within Australia.

The Corporations Act prohibits any person passing onto another person the Entitlement and Acceptance Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. A paper copy of this Prospectus may be obtained free of charge on request while this Prospectus remains open by contacting the Company.

Risk factors

Before deciding to invest in the Company, potential investors should read the entire Prospectus. In considering the prospects for the Company, potential investors should consider the risk factors that could affect the performance of the Company. Please refer to Section 3 for further information.

Overseas Shareholders

The New Shares and New Options being offered under this Prospectus are being offered to Eligible Shareholders only.

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom it would not be lawful to make such an offer or invitation. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

The offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Shares or New Options.

Please refer to Section 1.25 for further information.

Forward-looking statements

This Prospectus may contain forward-looking statements that have been based on current circumstances. Any forward-looking statements are subject to risks, uncertainties and assumptions that could cause those acts, events and circumstances to differ materially from the expectations described in such forward-looking statements.

Key Dates

Announce Rights Issue	25 February 2015
Lodgement of the Prospectus with ASIC and ASX and lodgement of Appendix 3B with 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 Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. As such, the date the New Shares and New Options are expected to commence trading on ASX may vary.

LETTER FROM THE CHAIRMAN

6 March 2015

Dear Shareholder,

On behalf of the Board of Centaurus Metals, I am pleased to invite you to participate in the non-renounceable rights issue (Rights Issue) announced by the Company on 25 February, under which eligible shareholders are entitled to subscribe for 1 new share for every 2 shares held at an issue price of 2.5 cents per share.

In addition, shareholders who take up their rights will receive a free attaching option on the basis of one option for every three shares taken up in the Offer. The options will have an exercise price of 5 cents per share and expire on 31 March 2017. Centaurus will apply for quotation of the new options on the ASX.

The Rights Issue forms part of a broader capital raising of up to approximately \$4.6 million by the Company to advance its key Brazilian iron ore projects. This includes a recent successful share placement at 2.5 cents per share to professional and sophisticated investors, including key shareholders and the Company's Managing Director, Mr Darren Gordon. Subject to the requisite shareholder approvals being obtained, the placement will raise \$1.1 million.

Centaurus recently announced a revised development strategy for its Candonga Direct Shipping Ore (DSO) Project in south-eastern Brazil. This revised strategy is designed to maintain the current development momentum at Candonga while allowing alternative funding options to be pursued to underpin project development following the recently announced withdrawal of RMB Resources (RMBR) from the debt funding process.

RMBR's withdrawal was entirely due to a strategic corporate decision by its parent, Rand Merchant Bank, to focus on financing for African-based projects, and in no way reflects on the quality or strong fundamentals of the Candonga Project.

As previously outlined, Candonga is expected to produce high grade, low impurity lump and sinter feed products for the domestic market in Brazil from a very low capital and operating cost base, providing an attractive near-term development and cash-flow opportunity based on initial production of 300,000tpa¹ of Direct Shipping Ore (DSO).

The Candonga Project will produce a high grade (63% Fe), low impurity (5-6% SiO₂, 1.5% Al₂O₃ and 0.025% P) small lump product (hematitinha) that is specifically required, and not readily available, in the domestic pig iron industry as part of its overall suite of products. Prices for this small lump product remain strong in the domestic market relative to the international market benchmark, reflecting the niche market and the general lack of supply of this specifically sized high grade ore.

The Candonga Project has a strong business case, with a very low capital pre-production cost of A\$3.6 million and forecast mine gate cash operating costs (C1 + royalties) of A\$14.90/tonne. The permitting and licensing process for Candonga is currently well advanced, with the Installation Licence expected in April 2015, clearing the way for the commencement of on-site earthwork activity. The commencement of development activity remains subject to securing a suitable development funding package.

¹ Refer to ASX announcements on 30 September 2014 for full details. In accordance with Listing Rule 5.23 and the JORC Code, the Company confirms that this information was originally sourced from the announcement titled 'Candonga Feasibility Study and JORC Ore Reserve Estimate Delivers Low-Cost DSO Project' and dated 30 September 2014 for which Roger Fitzhardinge, Volodymyr Myadzel and Beck Nader acted as Competent Persons in relation thereto. The Company is not aware of any new information or data that materially affects the information included in this Prospectus. The Company confirms that all material assumptions and technical parameters underpinning the estimates in the Prospectus continue to apply and have not materially changed. The Company also confirms that the form and context in which the Competent Person's findings are presented have not been materially modified.

The Company has also recently significantly expanded its growth potential in the iron ore business in south-east Brazil through the acquisition of the Conquista DSO Project, which is located just 5km from Candonga.

Initial field mapping and sampling and ground magnetic survey work at Conquista has allowed the Company to establish a DSO Exploration Target at the Project of 3.5-8Mt grading 64-67% Fe and an Itabirite Exploration Target of 20-40Mt grading 35-45% Fe². The Exploration Target quantity and grade is conceptual in nature as there has been insufficient exploration to estimate a Mineral Resource and it is uncertain if further exploration will result in the estimation of a Mineral Resource.

The Conquista Project hosts a number of strong prospects and drilling is now being planned to test the key targets and establish an initial JORC Resource. Due to the close proximity of the Conquista and Candonga Projects, any resource identified at Conquista could greatly enhance the returns that could be generated from an initial development at Candonga.

Conquista is considered to be an important part of the regional DSO footprint and the Company is of the view that defining resources quickly at this project will enhance the funding alternatives of the Candonga Project.

The details of the Entitlement Offer are set out in this Offer Document together with your personalised Entitlement and Acceptance Form. I encourage you to read the Offer Document in its entirety before making your investment decision. A description of the risk factors you may wish to consider is set out in Section 3.

The Rights Issue provides you with the opportunity to participate in this capital raising on the same terms as professional and sophisticated investors, enabling you to maintain your equity interest in the Company at an attractive price and participate in our future growth. All Directors of the Company who own shares have indicated that they will be participating in the Rights Issue.

On behalf of the Board, I invite you to consider this investment opportunity and thank you for your continued support of the Company.

Yours sincerely



DIDIER MURCIA
Chairman

² In accordance with ASX Listing Rule 5.23 and the JORC Code, the Company confirms that this information was originally sourced from the announcement dated 11 November 2014 and titled 'Centaurus Expands DSO Portfolio in Brazil,' for which Roger Fitzhardinge, Volodymyr Myadzel and Beck Nader acted as Competent Persons in relation thereto. The Company is not aware of any new information or data that materially affects the information included in this Prospectus. In the case of estimates of Mineral Resources or Ore Reserves, the Company confirms that all material assumptions and technical parameters underpinning the estimates in the Prospectus continue to apply and have not materially changed. The Company also confirms that the form and context in which the Competent Person's findings are presented have not been materially modified.

CORPORATE DIRECTORY

DIRECTORS	Mr Didier Murcia (Non Exec. Chairman) Mr Darren Gordon (Managing Director & Chief Exec. Officer) Mr Peter Freund (Non Exec. Director) Mr Mark Hancock (Non Exec. Director)
SECRETARY	Mr John Westdorp (Chief Financial Officer & Company Secretary)
REGISTERED OFFICE	Level 3, 10 Outram Street West Perth, WA 6005 Email: office@centaurus.com.au Website: www.centaurus.com.au
AUDITORS*	KPMG Chartered Accountants 235 St Georges Terrace Perth WA 6000
SOLICITORS TO THE RIGHTS ISSUE	Murcia Pestell Hillard Suite 183 Level 6, 580 Hay Street Perth WA 6000 Tel: +61 8 9221 0033 Fax: +61 8 9221 0133
LEAD MANAGER	Canaccord Genuity (Australia) Limited Level 4, 60 Collins Street Melbourne VIC 3000
SHARE REGISTRAR	Advanced Share Registry Limited 110 Stirling Hwy, Nedlands WA 6009
ASX Code	CTM

*For information purposes only. This person has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

Section 1 DETAILS OF THE RIGHTS ISSUE

1.1 Rights Issue

This Prospectus invites Eligible Shareholders to participate in a pro-rata non-renounceable issue of 1 New Share for every 2 Shares held by those Shareholders registered at the Record Date at an issue price of \$0.025 per New Share together with 1 free attaching New Option for each 3 New Shares subscribed for, exercisable at \$0.05 on or before 31 March 2017 to raise up to approximately \$3,500,000 (less expenses of the Rights Issue).

As at the date of this Prospectus the Company has 275,787,919 Shares, 2,955,000 Performance Rights, 925,000 vested Unquoted Options and 2,725,000 unvested Unquoted Options on issue.

Holders of Options will not be entitled to participate in the Rights Issue. However, holders of vested Unquoted Options may exercise their Options prior to the Record Date if they are an Eligible Shareholder and wish to participate in the Rights Issue.

As at the date of this Prospectus the Company has 2,955,000 Performance Rights on issue, none of which will vest or be exercised prior to the Record Date. Holders of these rights will be unable to participate in the Rights Issue.

If all of the vested Unquoted Options are exercised prior to the Record Date the Company's cash funds will increase by an additional amount of approximately \$252,250 from the exercise of the vested Unquoted Options and this Prospectus will (subject to eligibility) also offer to those Shareholders a further maximum of 462,500 New Shares and 154,167 New Options to raise an additional amount of approximately \$11,500. The vested Unquoted Options have an exercise price ranging from 12.5 cents to \$1.04 and expiry dates ranging from 31 March 2015 to 31 August 2018. Further information on the Options is set out in Section 2.2 below.

1.2 Purpose of the Rights Issue and Use of Funds

The funds raised will be applied towards the following:

Use of Funds	Amount \$
Cost of Rights Issue	100,000
Ongoing development activities for the 100%-owned Candonga DSO Project in south-eastern Brazil	1,500,000
Exploration activities at the Conquista DSO Project in south-eastern Brazil	1,000,000
General working capital and administrative expenses	900,000
Total	3,500,000

The above-proposed use of funds is a statement of present intention as at the date of this Prospectus and is subject to ongoing review and evaluation by the Company.

Any additional funds raised from the participation of Shareholders in the Rights Issue as a result of the exercise of any of the 925,000 vested Unquoted Options will be applied towards the development of the Candonga DSO Project.

1.3 Opening and Closing Dates

The Rights Issue will open on 19 March 2015 and closes at 5 pm on 31 March 2015 (except where payment is via BPAY® in which case payment must be made by such earlier cut off time as your own financial institution may implement with regard to electronic payments) or such later date as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine.

1.4 Entitlement to Rights Issue

Eligible Shareholders who are recorded on the Company's Share register at 5 pm (WST) on the Record Date are eligible to participate in the Rights Issue. Fractional entitlements will be rounded down to the nearest whole number of New Shares and New Options. An Entitlement and Acceptance Form setting out your entitlement to New Shares and New Options accompanies this Prospectus.

1.5 Actions required

As an Eligible Shareholder you may:

- (a) subscribe for all of your Entitlement (refer to Section 1.6);
- (b) subscribe for part of your Entitlement and allow the balance to lapse (refer to Section 1.7);
- (c) subscribe for all of your Entitlement (refer to Section 1.6) and apply for Additional New Shares and New Options (refer to Section 1.11); or
- (d) allow all or part of your Entitlement to lapse (refer to Section 1.7).

1.6 To subscribe for all of your Entitlement

If you wish to subscribe for all of your Entitlement, complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out in that form. That form sets out the number of New Shares you are entitled to subscribe for.

The completed Entitlement and Acceptance Form must be accompanied by a cheque or bank draft made payable to "Centaurus Metals Limited" and crossed "Not Negotiable" for the appropriate Application Money in Australian dollars calculated at \$0.025 per New Share and received by the Company's Share Registrar at either of the below address by no later than 5 pm (WST) on 31 March 2015. The Company will present the cheque or bank draft on or around the day of receipt of the Entitlement and Acceptance Form. If a cheque is not honoured upon its first presentation, the Directors reserve the right to reject the relevant Entitlement and Acceptance Form.

If the amount of your cheque(s) or bank draft(s) for Application Money (or the amount for which those cheque(s) or bank draft(s) clear in time for allocation) is insufficient to pay for the number of New Shares you have applied for in your Entitlement and Acceptance Form, you may be taken to have applied for such lower number of New Shares as your cleared Application Money will pay for (and to have specified that number of New Shares in your Entitlement and Acceptance Form) or your Application may be rejected.

By post:	By hand delivery:
Centaurus Metals Limited c/- Advanced Share Registry Limited PO Box 1156 Nedlands WA 6909	Centaurus Metals Limited c/- Advanced Share Registry Limited 110 Stirling Hwy Nedlands WA 6009

Alternatively, if you are paying by BPAY®, you do not need to mail the Entitlement and Acceptance Form. Please refer to your personalised instructions on your Entitlement and Acceptance Form. It is your responsibility to ensure your BPAY® payment is received by the Company by no later than 5 pm on 31 March 2015. You should be aware your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration.

1.7 If you do not wish to take up any part of your Entitlement

If you do not wish to take up your Entitlement under the Rights Issue, you are not required to take any action. You will receive no benefit or New Shares or New Options and your Entitlement will become available as Additional New Shares or Shortfall Shares.

If you want to take up part of your Entitlement and wish to receive a benefit, you must take action to accept part of your Entitlement in accordance with the instructions above and on the back of the accompanying Entitlement and Acceptance Form.

The number of securities you hold as at the Record Date and the rights attached to those securities will not be affected if you choose not to accept any of your Entitlement.

1.8 Entitlement and Acceptance Form binding

A completed and lodged Entitlement and Acceptance Form or making a BPAY® payment constitutes a binding offer to acquire New Shares and New Options on the terms and conditions set out in this Prospectus and, once lodged, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly, it may still be treated as a valid application for New Shares and New Options. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

1.9 Eligible Shareholder representations and warranties

By completing and returning your Entitlement and Acceptance Form with the requisite Application Monies or making a BPAY® payment, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given this Prospectus, does not prohibit you from being given this Prospectus and you:

- (a) agree to be bound by the terms of the Rights Issue;
- (b) declare all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- (c) declare you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- (d) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the New Shares and New Options to be issued to you, including to act on instructions of the Company's Share Registrar using the contact details set out in the Entitlement and Acceptance Form;
- (e) declare you are the current registered holder of Shares;
- (f) represent and warrant the law of your place of residence does not prohibit you from being given this Prospectus and the Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares and New Options and you are otherwise eligible to subscribe for part or all of your Entitlement and to participate in the Rights Issue;
- (g) acknowledge the information contained in, or accompanying this Prospectus is not investment or financial product advice or a recommendation that New Shares and New Options are suitable for you given your investment objectives, financial situation or particular needs; and
- (h) acknowledge the New Shares and New Options may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws, in particular the US Securities Act.

1.10 No Rights trading

The Rights Issue is non-renounceable. This means the Entitlement of Eligible Shareholders to subscribe for New Shares and New Options under this Prospectus is not transferable and there will be no trading of rights on ASX. Shareholders who choose not to take up their rights will receive no benefit and their Shareholding in the Company will be diluted as a result.

1.11 Applying for Additional New Shares & New Options

Only Eligible Shareholders, may, in addition to their entitlement, apply for Additional New Shares regardless of the size of their present holding.

An Eligible Shareholder, that wishes to take up Additional New Shares and New Options must, in addition to completing the portion of their Entitlement and Acceptance Form which relates to their Entitlement, complete the portion of the form relating to the Additional New Shares and New Options they wish to take up.

Any Entitlements not taken up may become available as Additional New Shares and New Options, which may be allocated by the Company in its absolute discretion. It is possible that there will be few or no Additional New Shares and New Options available for issue, depending on the level of take up of Entitlements by Eligible Shareholders. There is also no guarantee that if Additional New Shares and New Options are available for issue, they will be allocated to all or any of the Eligible Shareholders, who have applied for them.

It is an express term of the Rights Issue that applicants for Additional New Shares and New Options will be bound to accept a lesser number of Additional New Shares and New Options allocated to them than applied for if so allocated. If a lesser number of Additional New Shares and New Options is allocated to them than applied for, excess Application Money will be refunded without interest.

A single cheque should be used for the Application Money for your Entitlement and the number of Additional New Shares and New Options you wish to apply for as stated on the Entitlement and Acceptance Form. Alternatively, if you are paying by BPAY®, refer to your personalised instructions on your Entitlement and Acceptance Form. Shareholders who wish to pay by BPAY® must ensure payment is received by no later than 5 pm (WST) on 31 March 2015.

1.12 Shortfall

Other investors identified by the Company can apply for Shortfall Shares and associated New Options by completing the Shortfall Application Form attached to the Prospectus and returning it together with a cheque for the value of those Shortfall Shares (at \$0.025 per Shortfall Share) to the Company's Share Registrar. Allocation of the Shortfall Shares is at the discretion of the Directors and will be placed by the Directors within 3 months of the Closing Date. The offer for Shortfall Shares is made under this Prospectus.

1.13 Effect of the Rights Issue on control of the Company

Atlas Iron Limited currently holds 21.87% of the Shares in the Company. As at the date of this Prospectus, Atlas Iron Limited has indicated that it does not intend to take up any of its Entitlement under the Rights Issue, given that it has already participated in the Placement. This intention is based on information known to the Company at the date of the Prospectus. Accordingly, it may be subject to change. If Atlas Iron Limited subsequently decides to participate in the Rights Issue in full and all other Eligible Shareholders take up their Entitlements, there will be no change to Atlas Iron Limited's interest on completion of the Rights Issue.

The table below shows Atlas Iron Limited's likely Shareholding and voting power (expressed as a percentage) in the Company in circumstances where Atlas Iron Limited takes up all of its Entitlement and 100%, 75%, 50% and no other Entitlements or Shortfall Shares are taken up by other Eligible Shareholders or new investors:

Event	% Voting power of Atlas Iron Limited in the Company ^{3 4 5}
Date of the Offer	21.87%
After issue of New Shares to Atlas Iron Limited, assuming 100% of Entitlements are taken up by other Shareholders	21.87%
After issue of New Shares to Atlas Iron Limited assuming 75% of Entitlements are taken up by other Shareholders	23.40%
After issue of New Shares to Atlas Iron Limited, assuming 50% of Entitlements are taken up by other Eligible Shareholders	25.15%
After issue of New Shares to Atlas Iron Limited assuming no other Entitlements are taken up by other Eligible Shareholders	29.57%

However, it is unlikely no Eligible Shareholders will take up their Entitlements under the Rights Issue and/or apply for Additional New Shares and New Options and no other investors will apply for the Shortfall Shares.

1.14 Allotment and Application Money

New Shares and New Options will be issued only after all Application Money has been received and ASX has granted permission for the New Shares and New Options to be quoted. It is expected New Shares and New Options will be issued on 9 April 2015 and normal trading of the New Shares and New Options on ASX is expected to commence on 10 April 2015.

All Application Money received before New Shares and New Options are issued will be held in a special purpose account.

1.15 Market prices of the Shares on ASX

A summary of the sale prices of the Shares on ASX during the last 3 months until the last trading day on ASX immediately prior to lodgement of this Prospectus with ASIC is set out below:

Notes:

³ Assumes Atlas Iron Limited takes up 100% of its Entitlement.

⁴ Assumes no Shortfall Shares are issued to other investors.

⁵ Assumes no Options are exercised prior to the Record Date.

High (\$)	Low (\$)	Volume weighted average price (\$)
\$0.077	\$0.025	\$0.051

The last market sale price of Shares on 5 March 2015 (which was the last day of trading before lodgement of the Prospectus with ASIC) was \$0.026.

1.16 Minimum subscription

There is no minimum subscription amount sought to be raised by the Rights Issue. The Company will proceed to allot the New Shares and New Options irrespective of the amount raised. There is no provision for oversubscriptions. However, Eligible Shareholders, other than Atlas Iron Limited, may apply for Additional New Shares. Please refer to Section 1.11 for further information.

1.17 No brokerage and stamp duty payable on subscription under Entitlement

No brokerage or stamp duty will be payable by Eligible Shareholders for a subscription for New Shares and New Options pursuant to their Entitlement. The Company will pay a broker handling fee of 0.75% to participating organisations of the ASX ("Brokers") for valid acceptances of entitlements which bear the Broker's official stamp. There will be a \$25 minimum fee per accepting Shareholder and the maximum fee per accepting security holder will be capped at \$250.

1.18 Tax implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of the Company conducting the Rights Issue or Shareholders applying for New Shares and New Options under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of Shareholders.

The Company makes no representation and provides no advice in relation to the tax consequences for any Shareholder taking up their Entitlement under the Rights Issue. Therefore, the Company, its advisers and officers do not accept any responsibility or liability for any taxation consequences to Shareholders in the Rights Issue. Shareholders and Option holders (if applicable) should seek professional taxation advice about the tax consequences of taking up their Entitlement.

1.19 ASX listing

The Company will make application to ASX within 7 days following the date of this Prospectus for official quotation of the New Shares and New Options offered under the Rights Issue pursuant to this Prospectus. If such an application is not made within those 7 days or official quotation of the New Shares and New Options is not granted by ASX within 3 months of the date of this Prospectus, then the Company will not allot or issue any New Shares or New Options and all Application Money received pursuant to this Prospectus will be repaid as soon as practicable, without interest. Where ASX grants official quotation for New Shares but does not grant official quotation for New Options, the New Options will be issued on an unquoted basis.

A decision by ASX to grant official quotation of the New Shares and New Options is not to be taken in any way as an indication of ASX's view as to the merits of the Company, or the New Shares and New Options offered under this Prospectus.

1.20 Notice to custodians and nominees

Custodians and nominees that currently hold Shares should note the Rights Issue is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Rights Issue is compatible with applicable foreign laws.

1.21 No issue of New Shares and New Options after 13 months

No New Shares and New Options will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

1.22 Underwriting

The Rights Issue is not underwritten.

1.23 Withdrawal of Rights Issue

The Company reserves the right not to proceed with the Rights Issue at any time before the issue of the New Shares and New Options to Eligible Shareholders. If the Rights Issue does not proceed, the Company will return all Application Money as soon as practicable after giving notice of its withdrawal, without interest.

1.24 Issue and allotment of New Shares and New Options

The New Shares will be issued fully paid. From the date of issue, the New Shares will rank equally in all respects with the Shares currently on issue. Details of the terms of the New Shares are set out in Section 4.4 and details of the terms of the New Options are set out in Section 4.5. By returning your Entitlement and Acceptance Form, you agree to comply with the Constitution for the New Shares and New Options issued to you.

The New Shares and New Options issued pursuant to Eligible Shareholders' Entitlements and the Additional New Shares and associated New Options are expected to be issued and allotted by no later than 9 April 2015. Shortfall Shares will be issued on a progressive basis.

Until issue and allotment of the New Shares and New Options under this Prospectus, the Application Money will be held in trust in a separate bank account opened and maintained for that purpose only. Any interest earned on the Application Money will be for the benefit of the Company and will be retained by it irrespective of whether allotment of the New Shares and New Options takes place.

1.25 Ineligible Shareholders

The Company is of the view it is unreasonable to make the offer under this Prospectus to Ineligible Shareholders having regard to:

- (a) the small number of Ineligible Shareholders;
- (b) the small number and value of New Shares and New Options to be offered to Ineligible Shareholders; and
- (c) the cost of complying with the legal requirements and requirements of regulatory authorities in the various overseas jurisdictions in which Ineligible Shareholders are located.

Accordingly, the Rights Issue is not being extended to, and does not qualify for distribution or sale by, and no New Shares or New Options will be issued to Shareholders having registered addresses outside Australia, New Zealand and the United States.

The New Shares being offered under this Prospectus are being offered to Eligible Shareholders only.

This Prospectus does not constitute an offer or invitation in any place outside Australia, New Zealand and the United States, in which, or to any person to whom, it would not be lawful to make such an offer or invitation. The Company has not made investigations as to the regulatory requirements that may prevail in countries outside Australia, New Zealand and the United States in which the Company's Shareholders reside.

Each Shareholder taking up its Entitlement represents and warrants the law of any place does not prohibit that Shareholder from being given this Prospectus and the Entitlement and Acceptance Form, nor does it prohibit that Shareholder from making an application for New Shares and New Options and that Shareholder is otherwise eligible to participate in the Rights Issue. It is the responsibility of an Eligible Shareholder to ensure compliance with any laws of a country relevant to their Application.

The distribution of this Prospectus in jurisdictions outside Australia, New Zealand and the United States, may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with those restrictions may constitute a violation of applicable securities laws.

The offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Shares.

United States

The New Shares and New Options have not been, and will not be, registered under the U.S Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be taken up by persons in the United States or by persons (including nominees or custodians) who are acting for the account or benefit of a person in the United States, and the New Shares and New Options may not be offered, sold or resold in the United States or to, or for the account or benefit of, a person in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable securities laws of any state or other jurisdiction in the United States.

If you are a person or entity with a US address and have been sent this Prospectus by the Company, it has been given to you on the basis that you are an existing Shareholder of the Company. If you are not an existing Shareholder, please return this Prospectus immediately. You may not forward or circulate this Prospectus to any other person in the United States or any other country. To be considered an existing and Eligible Shareholder for the purposes of the Rights Issue you must be a Shareholder as at the Record Date. The Company recommends United States investors obtain specialist advice to confirm whether or not they are eligible to participate in the Rights Issue.

Any offer is not made to you with a view to the New Shares and New Options under this Prospectus being subsequently offered for sale to any other party. There are on-sale restrictions in the United States that may be applicable to investors who acquire New Shares and New Options. As such, investors are advised to acquaint themselves with the provisions under the U.S Securities Act of 1933 relating to resale restrictions in the United States and comply accordingly.

1.26 CHES

The Company participates in the Clearing House Electronic Sub-register System (**CHES**). ASX Settlement, a wholly owned subsidiary of ASX, operates CHES in accordance with the Listing Rules and the ASX Settlement Operating Rules. Under CHES, applicants will not receive a certificate but will receive a statement of their holding of New Shares and New Options.

If you are broker sponsored, ASX Settlement will send you a CHES statement. The CHES statement will set out the number of New Shares and New Options issued under this Prospectus, provide details of your holder identification number and give the participation identification number of the sponsor.

If you are registered on the issuer sponsored sub register, your statement will be dispatched by the Company's share registrar and will contain the number of New Shares and New Options issued to you under this Prospectus and your security holder reference number.

A CHES statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

1.27 Privacy

The Company collects the information about each Shareholder provided on an Entitlement and Acceptance Form for the purposes of processing the acceptance and, if the acceptance is successful, to administer that Shareholder's security holding in the Company.

By submitting an Entitlement and Acceptance Form, each Shareholder agrees the Company may use the information provided by a Shareholder on the Entitlement and Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Company's Share Registrar, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Application.

An applicant has an entitlement to gain access to the information the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access. Requests must be made in writing to the Company's registered office.

1.28 Enquiries regarding this Prospectus

Enquiries regarding this Prospectus should be directed to the Company Secretary by telephone on +61 8 9420 4000.

Section 2 CAPITAL STRUCTURE & EFFECT OF THE RIGHTS ISSUE ON THE COMPANY

2.1 Principal effects

The principal effects of the Rights Issue (assuming full subscription) are:

- (a) the Company's cash funds will increase by approximately \$3,500,000, less expenses of the Rights Issue, which are estimated to be approximately \$100,000 and
- (b) the total number of Shares on issue will increase by 137,893,960 to 413,681,879.
- (c) If 100% of the vested Unquoted Options currently on issue are exercised prior to the Record Date and all Entitlements are taken up, then:
 - (i) the Company's cash funds will increase by an additional amount of approximately \$252,250 from the exercise of the vested Unquoted Options and approximately a further \$11,500 from the take up of the Entitlements; and
 - (ii) the total number of Shares on issue will increase by an additional 925,000 from the exercise of the vested Unquoted Options and 462,500 from the Entitlements to 415,069,379.

2.2 Capital structure

As at the date of this Prospectus 275,787,919 Shares are on issue. The pro-forma capital structure of the Company following the Rights Issue pursuant to this Prospectus is set out below (if 100% of Eligible Shareholders take up their Entitlements):

Exercise price	Number
Existing Shares	275,787,919
New Shares to be issued under this Prospectus ⁶	137,893,960
Shares on issue after this Rights Issue	413,681,879

The Company currently has the following Unquoted Options on issue:

Exercise price	Expiry date	Vested	Unvested	No. of Options
\$0.64	31/03/15		250,000	250,000
\$0.76	19/07/15	12,500	75,000	
\$0.88	30/11/15	125,000		125,000
\$1.04	04/02/16	37,500	150,000	187,500
\$0.125	31/08/18	750,000	2,250,000	3,000,000
Total		925,000	2,725,000	3,650,000

The Company also has 2,955,000 performance rights on issue. All performance rights are unvested.

⁶ If all vested Unquoted Options on issue are exercised, a further 462,500 New Shares will be offered pursuant to this Prospectus.

2.3 Consolidated Statement of Financial Position

Set out below is an unaudited statement of financial position of the Company as at 31 December 2014 including the effect of the Rights Issue but excluding the exercise of any Options:

Unaudited Consolidated Statement of Financial Position	31/12/14	Proforma 31/12/14 *
Assets		
Current		
Cash and cash equivalents	891,990	5,391,990
Other receivables and prepayments	482,376	482,376
Total Current Assets	1,374,366	5,874,366
Non-Current		
Other receivables	1,765,379	1,765,379
Other investments including derivatives	243,089	243,089
Property, plant and equipment	1,070,606	1,070,606
Exploration and evaluation assets	3,073,386	3,073,386
Total Non-Current Assets	6,152,460	6,152,460
Total Assets	7,526,826	12,026,826
Liabilities & Equity		
Current		
Trade and other payables	250,821	250,821
Provisions	63,867	63,867
Employee benefits	314,224	314,224
Total Current Liabilities	628,912	628,912
Non-Current		
Deferred tax liabilities	3,704	3,704
Provisions	386,688	386,688
Total Non-Current Liabilities	390,392	390,392
Total Liabilities	1,019,304	1,019,304
Net Assets	6,507,522	11,007,522
Equity		
Share capital	104,035,437	108,535,437
Reserves	(387,267)	(387,267)
Accumulated losses	(97,140,648)	(97,140,648)
Total Equity	6,507,522	11,007,522

*These figures assume the Rights Issue will be fully subscribed and do not take into account Options that may be exercised prior to the Record Date. These figures also include the Placement announced on 25 February 2015 (on the assumption that all relevant shareholder approvals are obtained).

Section 3 RISK FACTORS

3.1 Introduction

This Section identifies the areas the Directors regard as the main risks associated with an investment in the Company. There are numerous widespread risks associated with investing in any form of business and with investing in the share market generally. There is also a range of specific risks associated with the Company's business. These risk factors are largely beyond the control of the Company and its Directors because of the nature of the business of the Company. The following summary, which is not exhaustive, represents some of the main risk factors, which potential investors need to be aware of.

3.2 Company and iron ore industry specific risks

(a) Capital requirements

The continued operations of the Company are dependent on its ability to obtain financing through debt and equity means, or generating sufficient cash flows from future operations. There is a risk that the Company may not be able to access capital from debt or equity markets for future projects or developments, which could have a material adverse impact on the Company's business and financial condition.

The Company's ability to borrow money will be subject to the availability of debt at the time the Company wishes to borrow money and the cost of borrowing.

(b) Operational risks

The operations of the Company may be affected by various operational risks and hazards, including inability to develop the Company's assets into an economical business; failure to locate or identify mineral deposits, over estimation of reserves; failure to achieve predicted grades in exploration and mining; failure to completely test the deposit thereby not completely understanding the metallurgy of a deposit which may affect extraction costs; technical difficulties encountered in exploration and mining; inappropriate design of mining plant, difficulties in commissioning and operating plant and equipment; mechanical failure or plant breakdown; adverse weather conditions; industrial and environmental accidents; industrial disputes; and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment and failure to obtain necessary consents and approvals.

These risks and hazards could also result in damage to, or destruction of, production facilities, personal injury, environmental damage, business interruption, monetary losses and potential legal liability. While the Company intends to maintain insurance with coverage consistent with industry practice, no assurance can be given that the Company will be able to obtain such insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover such claims.

The exploration and operational costs of the Company will be based on certain assumptions with respect to the method and timing of exploration and the nature of the operating activity. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that any cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

There can be no assurance that any exploration tenement, or any other mining tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The development timeframe for a project is dependent in part on obtaining various approvals. The time it requires to obtain such approvals is not certain. To the extent that these approvals and licences are issued at the discretion of the relevant regulatory authorities, there is no certainty that the Company will be able to obtain the grant of these necessary licences and approvals within any proposed timeframe, or at all.

(c) Resource and reserve estimates

Resource and reserve estimates are expressions of judgment based on knowledge, experience, industry practice and regulatory codes. Estimates that were valid when made may change significantly when new information becomes available. In addition, resource and reserve estimates are necessarily imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Should the Company encounter mineral characteristics different from those predicted by past drilling, sampling and similar examinations, resource and reserve estimates may have to be adjusted and development plans may have to be altered in a way which could adversely affect the Company's operations.

(d) Brazilian demand for iron ore

Pig iron producers and integrated steel mills in Brazil acquire iron ore from domestic mines in Brazil and although the purchasing specifications of these mills are consistent with the specifications of the iron ore proposed to be produced from the Company's projects, there can be no definitive certainty that any Company iron ore product will be sold without entering into an iron ore sales agreement with one or more pig iron producers or steel mills. Similarly, the Brazilian market for domestic iron ore has capacity to consume the entire production proposed by the Company, however, there is no certainty that any Brazilian steel or pig iron producer will, in fact, purchase from the Company.

(e) Competition

There is a risk that the Company will not be able to continue to compete profitably in supplying iron ore to the Brazilian domestic steel industry. The potential exists for the nature and extent of the competition to change, which may impact the viability of the Company's projects or future operations.

(f) Commodity price volatility

The Company's performance and the viability of its projects will rely in part on prevailing Brazilian domestic market prices for iron ore, which are beyond the control of the Company. The pricing in the domestic market is linked, in part, to the prevailing international iron ore export market, overall product quality and logistic cost netbacks. The price of iron ore in international markets is affected by world demand for steel production and the levels of iron ore supplied by major producers. Demand for steel is affected by global economic factors including GDP growth and inflation rates.

A prolonged decline in the prices of and demand for iron ore may have a material adverse effect on the Company. The Company gives no assurance that the fluctuations in commodity prices will not affect the timing and viability of its projects.

(g) Exchange rates

International prices of various commodities, including iron ore, are denominated in United States dollars, whereas the income and expenditure of the Company are and will be accounted in Brazilian and Australian currencies, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and each of the Australian dollar and the Brazilian Real as determined in international markets.

(h) Land owner and access risk

The Company may be required to pay compensation to land owners, local authorities, traditional land users and others who may have an interest in the area covered by a mining tenement. The Company's ability to resolve compensation issues and compensation costs involved will have an impact on the future success and financial performance of the Company's mining operations.

If the Company is unable to resolve such compensation claims on economic terms, this could have a material adverse effect on the business, results or operations and financial condition of the Company. Further, in Brazil, exploration works may only begin on an exploration tenement once agreement has been reached in relation to compensation of the relevant landowners, or in the absence of agreement, once the value of the compensation is set by a court of law.

Access to land for exploration purposes can be affected by land ownership, nature reserves and national parks, government regulation and environmental restrictions. Access is critical for exploration and development to succeed and the ability to be able to negotiate satisfactory commercial arrangements with landowners, farmers and occupiers is often essential.

(i) Title risk

Title to a mining tenement will be subject to the holder complying with the terms and conditions of the tenement. There is a risk that if the holder does not comply with the terms and conditions of each tenement, it may lose its interest in the relevant tenement. In particular, all the mining tenements in Brazil which the Company has or may, upon grant, have an interest in will be subject to the completion of sufficient exploration activities in a three year period. If any of the mining tenements have not had sufficient exploration activities to meet the relevant Brazilian reporting standards, the tenements may be removed and the Company may suffer damage through loss of opportunity to develop any mineral resources on that tenement.

Further, all of the tenements in which the Company has or will have an interest may be subject to applications for renewal or extension from time to time. The renewal or extension of the term of each tenement is subject to the applicable legislation in the relevant jurisdiction. If a tenement is not renewed for any reason, the Company may suffer significant damage through loss of the opportunity to develop and discover any mineral resources on that tenement.

(j) Sovereign risk

The Company's exploration and development activities are to be carried out in Brazil. As a result, the Company will be subject to political, social, economic and other uncertainties including, but not limited to, changes in policies or the personnel administering them, foreign exchange restrictions, changes of law affecting foreign ownership, currency fluctuations, royalties and tax increases in that country. Other potential issues contributing to uncertainty such as repatriation of income, exploration licensing, environmental protection and government control over mineral properties, changes to political, legal, regulatory, fiscal and exchange control systems and changes in government may also impact the Company's projects or operations.

(k) Contract risks

The Company's subsidiaries may operate through a series of contractual relationships with operators and sub-contractors. All contracts carry risks associated with the performance by the parties thereto of their obligations as to time and quality of work performed. Any disruption to services or supply may have an adverse effect on the financial performance of the Company's operations.

(l) Regulatory risk

Operations by the Company may require approvals from regulatory authorities which may be delayed, not be forthcoming or which may not be able to be obtained on terms acceptable to the Company. While the Company has no reason to believe that all requisite approvals will not be forthcoming and whilst the Company's obligations for expenditure will be predicated on any requisite approvals being obtained, applicants should be aware the Company cannot guarantee any requisite approvals will be obtained. A delay or failure to obtain any approvals would mean the ability of the Company to develop or operate any project, or possibly acquire any project, may be limited or restricted either in part or absolutely.

The regulatory environment for the Company's operations could change in ways that could substantially increase the Company's liabilities, tax liability or costs of compliance. This could materially and adversely affect the Company's financial position.

(m) Equipment risk

The operations of the Company could be adversely affected if essential equipment fails, is delayed or is unavailable.

(n) Environmental

The Company's projects are subject to various environmental laws. As with all exploration and development projects, the projects have a variety of environmental impacts. The Company will continue to conduct its activities in an environmentally responsible manner and in accordance with applicable laws.

Although the Company believes that it is in compliance in all material respects with all applicable environmental laws and regulations, there are certain risks inherent to its activities, such as accidental spills, leakages or other unforeseen circumstances, which could subject the Company to extensive liability.

Further, the Company may require approval from the relevant authorities before it can undertake activities that are likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations, which may be adopted in the future, including whether any such laws or regulations might materially increase the Company's cost of doing business or affect its operations in any area.

There can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Company to incur significant expenses and undertake significant investments which could have a material adverse effect on the Company's business, financial condition and results of operations.

(o) Litigation

The Company is subject to litigation risks. All industries, including the minerals exploration and mining industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit.

Due to the inherent uncertainty of litigation processes, the resolution of any particular legal proceeding to which the Company is or may become subject could have a material effect on its financial position, results of operations or the Company's activities.

(p) Taxation

Any change in laws and regulations applicable to the taxation of income, intercompany transactions, withholding taxes, levies and other transactional taxes affecting the Company in the countries it operates in or in which it is listed, or any change in the current interpretation or any disputes with tax authorities or any changes to the Company's income mix, may adversely affect its tax status and increase its tax payable, which would have a negative effect on financial results.

3.3 General risks

(a) Securities investments

Applicants should be aware that there are risks associated with any securities investment. The prices at which the Shares trade may be above or below the issue price, and may fluctuate in response to a number of factors. Further, the stock market has experienced price and volume fluctuations. There can be no guarantee trading prices will not be subject to fluctuation. These factors may materially affect the market price of the Shares, regardless of the Company's operational performance.

(b) Share market conditions

The market price of the Shares may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) Economic risk

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Company, industrial disruption in Brazil, the rate of growth of gross domestic product, interest rates and the rate of inflation.

(d) Policies and legislation

Any material adverse changes in government policies or legislation of Australia, Brazil or any other country in which the Company has economic interests may affect the viability and profitability of the Company.

(e) Investment Speculative

The above risk factors ought not to be taken as an exhaustive list of the risks faced by the Company or by prospective investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares and New Options offered under this Prospectus. Therefore, the New Shares and New Options to be issued pursuant to this Prospectus carry no guarantee for the payment of dividends, returns of capital or their market value. Prospective investors should consider that the investment in the Company is speculative and should consult their professional adviser before deciding whether to apply for New Shares and New Options pursuant to this Prospectus.

Section 4 ADDITIONAL INFORMATION

4.1 Continuous disclosure obligations

The Company is a "disclosing entity" under the Corporations Act and is subject to the regime of continuous disclosure and periodic reporting requirements. Specifically as a listed company, the Company is subject to the Listing Rules, which require continuous disclosure to the market of any information possessed by the Company, which a reasonable person would expect to have a material effect on the price or value of its securities.

4.2 Applicability of Corporations Act

As a "disclosing entity", the Company has issued this Prospectus in accordance with section 713 of the Corporations Act applicable to prospectuses for an offer of securities which are quoted enhanced disclosure ("ED") securities or options to acquire such securities.

The New Shares to be issued under this Prospectus are ordinary shares i.e. a class of shares that were continuously quoted securities at all times in the 3 months before the issue of this Prospectus. The Shares to be issued when the New Options are exercised will be in the same class of shares that have been quoted on the ASX during the 3 months prior to the issue of this Prospectus.

Therefore, in preparing this Prospectus, regard has been had to the fact the Company is a disclosing entity for the purposes of the Corporations Act and matters may reasonably be expected to be known to investors and professional advisers whom investors may consult. It must be read in the context of, and having regard to, the Company's continuous disclosure obligations and publicly available information regarding the Company and its business.

The ASX maintains files containing publicly disclosed information about all listed companies. The Company's file is available for inspection at ASX in Perth during normal working hours. In addition, copies of documents lodged by, or in relation to, the Company with ASIC may be obtained from, or inspected at, any regional office of ASIC.

4.3 Information Available to Shareholders

The Company will provide a copy of each of the following documents, free of charge, to any investor who so requests during the application period under this Prospectus. Alternatively, they can be downloaded from ASX's website at www.asx.com.au:

- (a) the Annual Report for the Company for the period ending 31 December 2013;
- (b) the Half Yearly Report for the Company for the half year ending 30 June 2014; and
- (c) the following documents used to notify ASX of information relating to the Company during the period after lodgement of the Annual Report of the Company for the period ending 31 December 2013 and before the issue of this Prospectus:

Date	Description of ASX Announcement
05/03/2015	Revised Timetable – Rights Issue
05/03/2015	Appendix 3B
25/02/2015	Re-instatement to Official Quotation
25/02/2015	Capital Raising – Placement & Rights Issue
24/02/2015	Suspension Extension
20/02/2015	Suspension Request
20/02/2015	Suspension
18/02/2015	Candonga DSO Project Development Update and Equity Raising
18/02/2015	Trading Halt
13/02/2015	Debt Funding Update – Candonga Project
02/02/2015	Candonga DSO Project - Trial Mining License Approval
30/01/2015	Quarterly Cashflow Report
30/01/2015	Quarterly Activities Report
06/01/2015	Centaurus Mandates RMB Resources to Arrange Debt Funding
01/12/2014	Candonga - Key Permitting Milestone Achieved
24/11/2014	Centaurus Expands High-Grade DSO Potential at Candonga West

11/11/2014	Centaurus Expands DSO Portfolio in Brazil
05/11/2014	Expiry of Options
05/11/2014	Change of Director's Interest Notice - Freund
21/10/2014	Quarterly Cashflow Report
21/10/2014	Quarterly Activities Report
07/10/2014	Expiry of Unlisted Options & Performance Rights
03/10/2014	Change in substantial holding
01/10/2014	Change of Address - Registered Office
01/10/2014	BBR Webcast - Candonga DSO Project
30/09/2014	Investor Presentation - Resources Rising Stars Conference
30/09/2014	Candonga Feasibility Study Delivers Low-Cost DSO Project
30/09/2014	Maiden Ore Reserve - Candonga DSO Project
05/09/2014	Appendix 3B
05/09/2014	Half Yearly Report and Accounts
01/09/2014	Centaurus Increases Candonga DSO Resource
28/08/2014	Wise Owl Research Note
26/08/2014	Additional High Grade Diamond Drilling Results - Candonga
22/08/2014	AGO: Investment Update
18/08/2014	Candonga Testwork Confirms Ability To Produce High Grade DSO
11/08/2014	Commences Feasibility Study On Low Capex DSO Operation
30/07/2014	Quarterly Cashflow Report
30/07/2014	Quarterly Activities Report
21/07/2014	Change of Director's Interest Notice
10/07/2014	Expiry of Options & Performance Rights
07/07/2014	Final Director's Interest Notice - Hill and Zaninovich
04/07/2014	Board and Management Changes
02/07/2014	Change of Director's Interest Notice - Freund
12/06/2014	Jambreiro Project and Brazil Update
29/05/2014	Results of Meeting
29/05/2014	Chairman's Address to Shareholders
28/05/2014	Amended Candonga Project Update - Drilling Commenced
27/05/2014	Candonga Project Update - Drilling Commenced
13/05/2014	Change of Director's Interest Notice x 4
13/05/2014	Appendix 3B - Share Purchase Plan
13/05/2014	Expiry of Options
08/05/2014	Share Purchase Plan Closed
29/04/2014	March 2014 Quarterly Cashflow Report
29/04/2014	March 2014 Quarterly Activities Report

4.4 Rights Attaching to New Shares

The New Shares to be issued under the Rights Issue pursuant to this Prospectus will rank equally in all respects with existing Shares in the Company. Full details of the rights attaching to the Company's Shares are set out in its Constitution, a copy of which can be inspected at the Company's registered office. The following is a summary of the principal rights which attach to the Company's Shares:

(a) Voting

Every holder of Shares present in person or by proxy, attorney or representative at a meeting of Shareholders has one vote on a vote taken by a show of hands, and, on a poll every holder of Shares who is present in person or by proxy, attorney or representative has;

- (i) one vote for every fully paid Share held by him or her; and
- (ii) a fraction of one vote for each partly paid up Share held by him or her.

A poll may be demanded by the chairman of the meeting, by at least five Shareholders entitled to vote on the particular resolution present in person or by any one or more Shareholders who are together entitled to not less than 5% of the total voting rights of the Shares of all those Shareholders having the right to vote on the resolution.

(b) Dividends

The Directors may determine that Dividends are payable on Shares of the Company. New Shareholders will be entitled to dividends as a result of ownership of their New Shares in accordance with the Constitution.

(c) Further issue of securities

Subject to the Corporations Act and the Listing Rules, the Directors may allot, grant options over, or otherwise dispose of Shares in the Company at the times and on the terms the Directors think fit but the Company shall not issue any Share with a voting right more advantageous than that available to any Share previously issued by the Company. A share may be issued with a preferential or special right.

(d) Transfer of Shares

A Shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by the Listing Rules or the Corporations Act for the purpose of facilitating dealings in Shares or by an instrument in writing in a form approved by ASX or in any other usual form or in any form approved by the Directors.

The Directors of the Company may refuse to register any transfer of Shares, (other than a market transfer) where the Company is permitted or required to do so by the Listing Rules or the ASX Settlement Operating Rules. The Company must not prevent, delay or interfere with the generation of a proper market transfer in a manner which is contrary to the provisions of any of the Listing Rules or the ASX Settlement Operating Rules.

(e) Meetings and notice

Each Shareholder is entitled to receive notice of and to attend general meetings for the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the Listing Rules.

(f) Liquidation rights

A liquidator may, with the authority of a special resolution of Shareholders:

- (i) distribute among the Shareholders the whole or any part of the remaining property of the Company; and
- (ii) decide how to distribute the property as between the Shareholders or different classes of Shareholders.

The liquidator may vest the whole or any part of the assets in trust for the benefit of shareholders as the liquidator thinks fit, but no shareholder of the Company can be compelled to accept any shares or other securities in respect of which there is any liability.

(g) Alteration and reduction of capital

The Company may, by resolution, alter its capital in any manner permitted by law and subject to the Corporations Act, the Company may by special resolution reduce its capital.

(h) Indemnities

Subject to the Corporations Act, the Company must indemnify each past and present officer against liability incurred by that person as an officer of the Company and any legal costs incurred in defending an action in respect of such liability

(i) Shareholder liability

As the New Shares offered under the Prospectus are fully paid Shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(j) Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of shareholders present and voting at the general meeting. At least 28 days' written notice, specifying the intention to propose the resolution as a special resolution must be given.

(k) Listing Rules

Despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Similarly, nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision or not to contain a provision the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

4.5 Rights Attaching to New Options

The New Options intended to be granted under this Prospectus will be granted under the following terms and conditions:

(a) Entitlement

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

(b) Exercise price and end date

The exercise price for each New Option is \$0.05 and the end date of each New Option is 31 March 2017.

(c) Exercise period

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

(d) Notice of exercise

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

(e) Shares issued on exercise

Shares issued on exercise of the New 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 New Options.

(g) Timing of issue of Shares

After a New 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 New Option:

issue and allot the Share; and

do all such things necessary to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Share.

(h) Participation in new issues

There are no participation rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the holders of New Options the opportunity to exercise their New 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 a New Option will be increased by the number of Shares which the New Option holder would have received if the New Option holder had exercised the New 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 the New Option holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(k) Quotation of New Options

Application will be made by the Company to ASX for quotation of the New Options.

(l) New Options transferable

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

4.6 Interests of Directors

(a) Directors' holdings

At the date of this Prospectus the relevant interest of each of the Directors in the Shares and Options of the Company are as follows:

Directors	Shares	Options	Performance Rights
Didier Murcia	1,733,405	125,000	-
Darren Gordon	6,889,791	250,000	400,000
Peter Freund	65,000	-	-
Mark Hancock	153,333	-	-

(b) Remuneration of Directors

Fees and payments to Executive Directors reflect the demands which are made on, and the responsibilities of, the Directors. Executive Directors' remuneration is reviewed at least annually by the Board. The base remuneration is presently \$400,000 per annum for the Managing Director. As part of the Company's ongoing review of costs, from 1 April 2015 the base remuneration for the Managing Director will reduce to \$360,000.

Non - Executive Directors' fees are determined within an aggregate Directors' fee pool limit, which is periodically recommended for approval by Shareholders. The maximum currently stands at \$400,000 per annum and was approved by Shareholders at the general meeting on 23 November 2012. The level of fees for Non-Executive Directors is presently set at \$60,000 per annum and \$90,000 per annum for the Non-Executive Chairman. As part of the Company's ongoing review of costs, from 1 April 2015 the Board has agreed to reduce the Non-Executive Directors fees to \$40,000 per annum and the Non-Executive Chairman fee to \$60,000 per annum. Details of remuneration provided to Directors and their associated entities during the past 2 financial years are as follows:

Financial year ended 31 December 2014

Directors	Fees / Salaries \$	Super-annuation \$	Redundancy \$	Annual Leave \$	Other non-monetary remuneration \$	Total \$
Didier Murcia	90,000	-			-	90,000
Darren Gordon	400,000	25,000		18,462	39,841	483,303
Peter Freund ²	280,177	26,177	182,649		22,830	511,833
Mark Hancock	60,000	-			-	60,000
Richard Hill ¹	27,460	2,540			-	30,000
Steven Zaninovich ¹	25,000	-			-	25,000

¹ Resigned as a Director on 4 July 2014

² Ceased being a Brazilian based Executive Director on 4 July 2014

Financial year ended 31 December 2013

Directors	Fees / Salaries \$	Super-annuation \$	Other non-monetary remuneration \$	Total \$
Didier Murcia	90,000	-	11,482	101,482
Darren Gordon	400,000	25,000	(90,695)	334,305
Peter Freund	375,000	25,000	(5,852)	394,148
Mark Hancock	60,000	-	-	60,000
Richard Hill	54,920	5,080	-	60,000
Steven Zaninovich ¹	58,692	-	-	58,692
Sheila Lyons ²	16,667	-	-	16,667
Keith McKay ³	1,694	152	-	1,846

¹ Appointed as a Director on 10 January 2013

² Resigned as a Director on 12 April 2013

³ Resigned as a Director on 10 January 2013

Except as disclosed in this Prospectus, no Director (whether individually or in consequence of a Director's association with any company or firm or in any material contract entered into by the Company) has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company; or
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Rights Issue; or
- the Rights Issue.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to any Director or to any company or firm with which a Director is associated to induce him to become, or to qualify as, a Director, or otherwise for services rendered by him or his company or firm with which the Director is associated in connection with the formation or promotion of the Company or the Rights Issue.

4.7 Interests of Named Persons

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Rights Issue; or
- the Rights Issue.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Rights Issue.

Canaccord was appointed as the Lead Manager to the Rights Issue under this Prospectus pursuant to an agreement with the Company (**Lead Manager Agreement**). Pursuant to the Lead Manager Agreement, Canaccord will provide services relating to the management and marketing of the Rights Issue. In consideration for the services provided pursuant to the Lead Manager Agreement, the Company will pay Canaccord the following fees:

- (a) a management fee of 1.5% (excluding GST) on all capital raised under the Rights Issue;
- (b) a sales fee of 3.5% (excluding GST) on any placement of shortfall from the Rights Issue provided the placement of the shortfall is arranged by the Lead Manager;
- (c) the grant of 3,000,000 options with an exercise price of \$0.05 and an expiry date of 31 March 2017; and
- (d) the Company will reimburse Canaccord for all reasonable expenses properly incurred in the provision of the services under the Lead Manager Agreement.

Murcia Pestell Hillard has acted as solicitors to the Company in relation to the Rights Issue. For their work on this Prospectus, the Company will pay approximately \$30,000 for these professional services. Murcia Pestell Hillard has provided other professional services to the Company during the last 2 years amounting to approximately \$50,399 (excluding GST).

Except where otherwise specified, the amounts disclosed above are exclusive of any amount of goods and services tax payable by the Company for those amounts.

4.8 Expenses of the Rights Issue

The approximate expenses of the Rights Issue are \$100,000. These expenses are payable by the Company.

4.9 Consents

Each of the parties referred to in this Section 4.9:

- (a) does not make, or purport to make, any statement in this Prospectus or on which a statement made in the Prospectus is based, other than as specified in this Section 4.9; and
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section 4.9.

The Share Registrar has given and, as at the date hereof, has not withdrawn, its written consent to be named as share registrar in the form and context in which it is named. The Share Registrar has had no involvement in the preparation of any part of the Prospectus other than being named as share registrar to the Company. The Share Registrar Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

Canaccord has given, and has not withdrawn, its consent to being named as Lead Manager to the Rights Issue in the Corporate Directory of this Prospectus in the form and context in which it is named. Canaccord has not caused or authorised the issue of this Prospectus or the making of this Rights Issue. Canaccord does not make or purport to make any statement in this Prospectus and takes no responsibility for any part of this Prospectus or any omissions from this Prospectus.

Murcia Pestell Hillard has consented to being named in this Prospectus as the solicitors to the Rights Issue and has not withdrawn such consent prior to the lodgement of this Prospectus with ASIC.

4.10 Electronic Prospectus

Pursuant to Class Order 00/44 the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an Electronic Prospectus on the basis of a paper Prospectus lodged with the ASIC and the issue of securities in response to an electronic application form, subject to compliance with certain provisions.

The offer pursuant to an Electronic Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia.

If you have received this Prospectus as an Electronic Prospectus please ensure you have received the entire Prospectus accompanied by the Entitlement and Acceptance Form. If you have not, please email the Company at office@centaurus.com.au and the Company will send to you, for free, either a hard copy or a further electronic copy of the Prospectus or both.

The Company reserves the right not to accept an Entitlement and Acceptance Form from a person if it has reason to believe that when that person was given access to the electronic Entitlement and Acceptance Form, it was not provided together with the Electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

Section 5 DEFINED TERMS

\$ means Australian dollars, unless otherwise stated;

Additional New Shares means New Shares in addition to an Eligible Shareholder's Entitlement for which an Eligible Shareholder makes an Application;

Application means an application for New Shares and associated New Options pursuant to the Entitlement and Acceptance Form;

Application Money means the money received from Eligible Shareholders;

ASIC means the Australian Securities & Investments Commission;

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

ASX Settlement means ASX Settlement Pty Ltd ACN 008 504 532;

ASX Settlement Operating Rules means the settlement operating rules of ASX Settlement as amended from time to time;

Business Day means every day other than a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day;

Canaccord means Canaccord Genuity (Australia) Limited (ACN 075 071 466);

Candonga DSO Project means the wholly owned iron ore project situated in the municipality of Guanhães, 15km by road from the town centre and about 250km north-east of the state capital, Belo Horizonte, in the State of Minas Gerais, Brazil;

Conquista DSO Project means the wholly owned iron ore project, acquired subject to the option agreement with Terrativa situated in the municipality of Guanhães and approximately 5km from the Candonga DSO Project;

CHESS means ASX Clearing House Electronic Sub-register System;

Closing Date means the closing date of the Rights Issue being 31 March 2015, subject to the right of the Company to vary that date (in accordance with the Listing Rules);

Company and **CTM** means Centaurus Metals Limited (ACN 009 468 099);

Constitution means the constitution of the Company;

Corporations Act means the *Corporations Act 2001* (Cth);

Directors mean the directors of the Company;

Electronic Prospectus means an electronic version of the Prospectus;

Eligible Shareholder means a Shareholder at the Record Date:

- (a) whose registered address is situated in Australia or New Zealand; or
- (b) whose registered address is situated in the United States and who represents and warrants to the Company each of the following:
 - (i) the shareholder is eligible under all applicable securities laws to receive an offer under the Rights Issue without any requirement for a prospectus or other disclosure document to be lodged or registered;
 - (ii) the law of that Shareholder's place of residence does not prohibit the Shareholder from making an application for New Shares and New Options; and
 - (iii) the Shareholder is eligible to subscribe for part or all of its Entitlement.

Entitlement means the entitlement of an Eligible Shareholder to participate in the Rights Issue, as shown on the Entitlement and Acceptance Form;

Entitlement and Acceptance Form means the entitlement and acceptance form accompanying this Prospectus;

Ineligible Shareholder means a Shareholder (or beneficial holder of Shares) at the Record Date with a registered address outside Australia, New Zealand and the United States or if in the United States, a Shareholder who does not give the representations and warranties under the Eligible Shareholder definition at Section 5 of this Prospectus;

Lead Manager Agreement has the meaning given to it in Section 4.7;

Listing Rules means the Listing Rules of ASX;

New Options means the new Options intended to be granted under this Prospectus, the terms of which are set out in Section 4.5;

New Shares means the Shares offered under this Prospectus;

Opening Date means the opening date of the Rights Issue being 19 March 2015, subject to the right of the Company to vary that date;

Option means an option to acquire one Share;

Placement means the placement of 44,000,000 Shares of the Company with sophisticated and professional investors (which includes 3,000,000 Shares to the Company's Managing Director), subject to Shareholder approval, announced on 25 February 2015, to raise \$1,100,000;

Prospectus means this prospectus dated 6 March 2015 and includes the Electronic Prospectus (where applicable);

Record Date means 5 pm (WST), 17 March 2015;

Rights Issue means the issue pursuant to this Prospectus on a pro-rata non-renounceable basis of 1 New Share for every 2 Shares held on the Record Date at an issue price of \$0.025 per New Share, with 1 free attaching New Option for every 3 New Shares subscribed for exercisable at \$0.05 on or before 31 March 2017;

Section means a section of this Prospectus;

Share means an ordinary fully paid share in the capital of the Company;

Share Registrar means Advanced Share Registry Limited (ACN 127 175 946);

Shareholder means the holder of a Share;

Shortfall means the New Shares not applied for under the Rights Issue (if any);

Shortfall Shares means those Shares available for issue pursuant to the Shortfall;

Shortfall Application Form means the shortfall application form either attached to or accompanying this Prospectus;

Unquoted Options means 3,650,000 Options (vested and unvested) that have an exercise price ranging from 12.5 cents to \$1.04 and expiry dates ranging from 31 March 2015 to 31 August 2018 which are not quoted on ASX;

US Securities Act means the United States *Securities Act of 1933*, as amended; and

WST means Australian Western Standard Time.

Section 6 DIRECTORS' RESPONSIBILITY STATEMENT & CONSENT

The Directors state they have made all reasonable enquiries and on that basis have reasonable grounds to believe any statements made by the Directors in this Prospectus are not misleading or deceptive and for any other statements made in this Prospectus by persons other than the Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe persons making the statement or statements were competent to make such statements, and those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Director's knowledge, before any issue of New Shares pursuant to this Prospectus.

The Prospectus is prepared on the basis certain matters may be reasonably expected to be known to likely investors or their professional advisers.

Each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Dated: 6 March 2015



Darren Gordon
Managing Director

ENTITLEMENT AND ACCEPTANCE FORM

**THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT,
PLEASE CONTACT YOUR STOCKBROKER OR LICENSED PROFESSIONAL ADVISOR.**

REGISTERED OFFICE: Level 3, 10 Outram Street, West Perth, Western Australia 6005
SHARE REGISTRY: Advanced Share Registry Ltd, 110 Stirling Highway, Nedlands, Western Australia 6009

For a pro-rata non-renounceable issue of 1 New Share for every 2 Shares held by Eligible Shareholders registered at the Record Date at an issue price of \$0.025 per New Share together with 1 free attaching New Option for each 3 New Shares subscribed for exercisable at \$0.05 on or before 31 March 2017, to raise up to approximately \$3,500,000.

NON - RENOUNCEABLE ENTITLEMENTS ISSUE, CLOSING 5.00 PM (WST) ON TUESDAY 31 MARCH 2015.

Shareholder's details	Sub-Register	
	HIN/SRN	
	Shareholding at Record Date 17 March 2015	
	Entitlement to Shares on 1 New Shares for every 2 Shares held basis	
	Amount payable on acceptance at \$0.025 per Share	
	Entitlement to 1 attaching option at nil cost for 3 New Shares, based on Entitlement to Shares	

*** NOTE - If the amount you pay is more than the amount payable for your full Entitlement, you will be taken to have applied for New Shares under the Shortfall Offer, if there is a Shortfall.**

**To the Directors
CENTAURUS METALS LIMITED**

- I/We the above mentioned, being registered on 17 March 2015 as the holder(s) of ordinary shares in your Company hereby accept the below mentioned securities in accordance with the enclosed Offer Document;
- I/We hereby authorise you to place my/our name(s) on the register of shareholders in respect of the number of Shares allotted to me/us and;

I/We agree to be bound by the Constitution of the Company

A. Number Of New Shares Accepted (Being Not More Than The Entitlement Shown Above)		
B. Number Of Additional New Shares Applied For (In Excess Of The Entitlement Shown Above)		
C. Amount Enclosed @ \$0.025 Per Share (C = A + B)		

METHOD OF ACCEPTANCE

You can apply for Shares and make your payment utilising one of the payment options detailed overleaf, however please indicate which payment option you have chosen by marking the relevant box below

☐	Cheque/bank draft/money order	☐	BPAY
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PLEASE ENTER CHEQUE DETAILS	Drawer	Bank	Branch	Amount
 Biller Code: 212969 Ref No: <INS>	You can pay by BPAY. If you choose to pay by BPAY, you do not need to return this form. Please refer overleaf for details.			

My/Our contact numbers in the case of enquiry are:

Telephone

Email

NOTE: Cheques should be made payable to CENTAURUS METALS LIMITED, crossed NOT NEGOTIABLE and forwarded to Advanced Share Registry Ltd, PO Box 1156, Nedlands, Western Australia, 6009 to arrive no later than 5.00 pm (WST) on Tuesday 31 March 2015

Complete this panel and sign below only if a change of address is to be registered with the Company	
New Address:	
Signature(s):	Date:
Please indicate correct title: Director / Secretary /	
CHESSE holders must contact their Controlling Participant to notify a change of address.	

EXPLANATION OF ENTITLEMENT

1. The front of this form sets out the number of Shares, which you are entitled to accept.
2. Your entitlement may be accepted either in full or in part. There is no minimum acceptance.
3. The price payable on acceptance of each Share is \$0.025.
4. Please complete the Entitlement and Acceptance Form.

APPLICATION INSTRUCTIONS

Payment Details

You can apply for Shares by utilising the payment options detailed below. There is no requirement to return this Form if you are paying by electronic means.

By making your payment using either BPAY or by cheque, bank draft or money order, you confirm that you agree to all of the terms and conditions of the Centaurus Metals Limited Rights Issue Offer Document as enclosed with this form.

Your cheque, bank draft or money order should be made payable to CENTAURUS METALS LIMITED in Australian currency and crossed "Not Negotiable". Your cheque or bank draft must be drawn on an Australian branch of a financial institution. Please ensure you submit the correct amount. Incorrect payments may result in your Application being rejected. Complete cheque details in the boxes provided.

Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the Entitlement and Acceptance Form. Cash will not be accepted. A receipt for payment will not be forwarded.

If the amount you pay is insufficient to pay for the number of Shares you apply for, you will be taken to have applied for such lower number of Shares as that amount will pay for, or your application will be rejected.

If the amount you pay is more than the amount payable for your full Entitlement, you will be taken to have applied for New Shares under the Shortfall Offer, if there is a Shortfall. The Directors will at their discretion allot Additional New Shares to Eligible Shareholders who apply for New Shares in excess of their full Entitlement under the Shortfall Offer if there is a Shortfall.

Contact Details

Enter the name of a contact person and telephone number. These details will only be used in the event that the registry has a query regarding this form.

Lodgement of Application

If you are applying for Shares and your payment is being made by BPAY, you do not need to return this form however you are encouraged to return the form to the registry for reconciliation purposes – in that case you can post the form to the registry or send it by facsimile to +61 8 9262 3723. Your payment must be received by no later than **5.00 pm (WST) on TUESDAY 31 MARCH 2015**. Applicants should be aware that their own financial institution may implement earlier cut off times with regard to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order, your Application must be received by Advanced Share Registry Ltd ("ASW") by no later than **5.00 pm (WST) on TUESDAY 31 MARCH 2015**. You should allow sufficient time for this to occur. Return your Application with cheque, bank draft or money order attached.

Neither Advanced Share Registry Ltd ("ASW") nor the Company accepts any responsibility if you lodge the Application Form at any other address or by any other means.

Privacy Statement

Personal information is collected on this form by ASW, as registrar for securities issuers ("the issuer"), for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by ASW, or you would like to correct information that is inaccurate, incorrect or out of date, please contact ASW. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting ASW. You can contact ASW using the details provided on the front of this form.

If you have any enquiries concerning this form or your entitlement, please contact ASW on telephone +61 8 9389 8033 or fax +61 8 9262 3723.



Telephone & Internet Banking – BPAY

Call your bank, credit union or building society to make this payment from your cheque or saving account.

More info: www.bpay.com.au

By Mail

Centaurus Metals Limited
C/- Advanced Share Registry Ltd
PO Box 1156, Nedlands
Western Australia 6009

By Delivery

110 Stirling Hwy
Nedlands
Western Australia 6009

PIN CHEQUE(S) HERE

SHORTFALL APPLICATION FORM

Fill out this Application form if you want to apply for Shortfall Shares in Centaurus Metals Ltd

- Please read the Prospectus dated 6th March 2015
- Follow the instructions to complete this Application form (see reverse).
- Print clearly in capital letters using black or blue pen.

Number of Shortfall Shares you are applying for:

x \$0.025 per Share =

Total amount payable

A Write the name(s) you wish to register the Securities in (see reverse for instructions)

Applicant 1

Name of Applicant 2 or < Account Designation >

Name of Applicant 3 or < Account Designation >

B Write your postal address here

Number / Street

Suburb/Town

State

Postcode

C CHESS participant – Holder Identification Number (HIN)

D Enter your Tax File Number(s), ABN, ACN or exemption category

Applicant #1

Applicant #2

Applicant #3

E Cheque payment details

Please enter details of the cheque(s) that accompany this application.

Name of drawer of cheque

Cheque No.

BSB No.

Account No.

Cheque Amount A\$

F Contact telephone number (daytime/work/mobile)

G Email address

By submitting this Application form, I/We represent and warrant that I/we have read and understood the Prospectus to which this Application Form relates and declare that this Application is completed and lodged according to the Prospectus and the instructions on the reverse of this Application Form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the constitution of Centaurus Metals Ltd and agree to the terms and conditions of the Offer under this Prospectus (including the representations, warranties and agreements contained in the Prospectus), and in particular, that I/we have not relied on any other information provided by the Company other as set out in this Prospectus when making my/our decision to invest. I/We represent, warrant and undertake to the Company that our subscription for the above Securities will not cause the Company or me/us to violate the laws of Australia or any other jurisdiction which may be applicable to this subscription for securities in the Company.

Application forms and / or cheques must be received by the Share Registry by 5.00 pm WST 30/06/15.

SHORTFALL APPLICATION FORM INSTRUCTIONS

YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THE APPLICATION FORM

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS.

These instructions are cross-referenced to each section of the Application Form.

INSTRUCTIONS

- A. Write your full name. Initials are not acceptable for first names.
- B. Enter your postal address for all correspondence. All communications to you from Centaurus Metals Limited will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- C. If you are sponsored in CHESSE by a stockbroker or other CHESSE participant, you may enter your CHESSE HIN if you would like the allocation to be directed to your HIN. NB: your registration details provided must match your CHESSE account exactly.
- D. Enter your Australian tax file number ("TFN") or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN /ABN of each joint Applicant. Collection of TFNs is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form.
- E. Complete cheque details as requested. Make your cheque payable to Centaurus Metals Limited in Australian currency, cross it and mark it "Not Negotiable". Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank.
- F. Enter your PHONE contact details so we may contact you regarding your Application Form or Application Monies.
- G. Enter your email address so we may contact you regarding your Application Form or Application Monies or other correspondence.

CORRECT FORMS OF REGISTRABLE TITLE

ONLY legal entities can hold the Securities. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full name and surname is required for each natural person. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Trusts	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <J Smith Super Fund A/C>	John Smith Superannuation Fund

LODGMET

Deliver your completed Application Form with cheque(s) attached to the following:

In person

Advanced Share Registry Services
110 Stirling Highway
NEDLANDS WA 6009

Or via post to

Advanced Share Registry Services
PO Box 1156
NEDLANDS WA 6909

It is not necessary to sign or otherwise execute the Application Form.

If you have any questions as to how to complete the Application Form, please contact the Share Registry on (08) 9389 8033.