



CENTREX METALS LIMITED
ACN 096 298 752

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Centrex Metals Limited (Company) will be held at the offices of the Company at Level 6, 44 Waymouth Street, Adelaide, South Australia 5000 on Monday 30 November 2020 at 1.00 pm (Adelaide time) (Meeting).

The Explanatory Notes to this Notice provide additional information on the matters to be considered at the Meeting. The Explanatory Notes and the Proxy Form are part of this notice.

BUSINESS OF THE MEETING

ORDINARY BUSINESS

Item 1: Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2020.

Item 2: Remuneration Report

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

"To adopt the Remuneration Report for the year ended 30 June 2020."

Notes:

- (i) In accordance with section 250R of the Corporations Act 2001, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
- (ii) A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 3: Re-election of Mr Graham Chrisp as a Director

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

"That Mr Graham Chrisp, being a Director who is retiring in accordance with clause 59.1 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a director of the Company."

Item 4: Re-election of Dr John Parker as a Director

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

"That Dr John Parker, being a Director who has been appointed since the last Annual General Meeting of the Company and is retiring in accordance with clause 58.2 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for election, be elected as a director of the Company."

Item 5: Re-election of Mr Peter Cox as a Director

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

“That Mr Peter Cox, being a Director who has been appointed since the last Annual General Meeting of the Company and is retiring in accordance with clause 58.2 of the Company’s Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for election, be elected as a director of the Company.”

Item 6: Ratification of prior issue of placement shares

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue by placement of 10,000,000 ordinary Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any of the placement recipients or any of their associates. However, the Company need not disregard a vote if it is cast in favour of the resolution by:

- a person or attorney as a proxy for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Item 7: Appointment of Auditor

To consider, and if thought fit, to pass the following resolution as an ordinary resolution of the Company:

“That, subject to ASIC consent being received by the Company for KPMG to resign as auditor of the Company, for the purposes of section 327B(1) of the Corporations Act and for all other purposes, Grant Thornton Audit Pty Ltd, having been nominated by a shareholder and consented in writing to act as auditor of the Company, be appointed as auditor of the Company.”

SPECIAL BUSINESS

Item 8: Approval of additional capacity to issue equity securities under ASX Listing Rule 7.1A

To consider, and if thought fit, to pass the following resolution as a special resolution of the Company:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Company having the additional capacity to issue equity securities under ASX Listing Rule 7.1A on the terms and conditions as detailed in the Explanatory Notes is approved.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

CONTINGENT BUSINESS

Item 9: Holding a Spill Meeting

As required by the Corporations Act, no member of the Company’s Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of any such member, may vote in any capacity (e.g. as a shareholder, proxy or corporate representative) on the proposed resolution in Resolution 9. However, the above persons may cast a vote on Resolution 9 as a proxy if the vote is not cast on behalf of a person described above and either:

1. the person votes as a proxy appointed by writing that specifies how the person is to vote on the proposed resolution in Resolution 9; or
2. the voter is the Chairman of the Meeting and the appointment of the Chairperson as proxy :
- does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the Chairman of the Meeting to vote in that capacity on Resolution 9 even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00pm (ACDT) on Friday 27 November 2020 (Entitlement Time).

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

ANNUAL REPORT

Copies of the Company's full Annual Report may be accessed at our website www.centrexmetals.com by clicking on the "Investors" tab and then the "Reports" tab.

VOTING OPTIONS AND PROXIES

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form which accompanies this Notice of Annual General Meeting.

Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Items 2 and 9:

- if a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines; and
- if a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with the Chair's voting intention as stated in this Notice of Meeting.

Proxy Voting by the Chair

For Item 2 (Remuneration Report) and Resolution 9 (Holding a Spill Meeting), where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote, the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for these items of business, even though Items 2 and 9 is connected directly or indirectly with the remuneration of Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of all Items in the Notice of Meeting except Resolution 9 (Holding a Spill Meeting). The Chair intends to vote against Resolution 9.

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's share registry, as an original or by facsimile, no later than 1.00 pm (Adelaide time) on Saturday 28 November 2020 (Proxy Deadline).

Proxy forms may be submitted in one of the following ways:

- (i) By mail to Boardroom Pty Limited using the reply paid envelope or GPO Box 3993, Sydney NSW 2001. Please allow sufficient time so that it reaches Boardroom Pty Limited by the Proxy Deadline;
- (ii) By fax to Boardroom Pty Limited on +61 2 9290 9655;
- (iii) Online via the Company's Share Registry website at <https://www.votingonline.com.au/centrexagm2020>. Please refer to the Proxy Form for more information; or
- (iv) By hand delivery to Boardroom Pty Limited at Level 12, 225 George Street, Sydney NSW 2000

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate Shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD

John Santich
Company Secretary
27 October 2020

Explanatory Memorandum

ITEM 1 – Financial Statements

As required by section 317 of the Corporations Act the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented at the Meeting. The Financial Report contains the financial statements of Centrex Metals Limited and its subsidiaries.

There is no requirement for a formal resolution on this Item.

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, KPMG questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the financial year ended 30 June 2019, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of KPMG in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters. Written questions must be received no later than 5.00pm (Adelaide time) on Friday 27 November 2019.

ITEM 2 – Adoption of remuneration report

Reasons for Resolution

In accordance with section 300A of the Corporations Act the Company has prepared a Remuneration Report for the consideration of Shareholders.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the Board or the Company.

Total remuneration packages for directors and executives of the Group are competitively set to attract and retain appropriately qualified and experienced people. The Remuneration and Nomination Committee assists the Board in setting remuneration strategy.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of this resolution.

Voting Exclusion Statement

As required by the Corporations Act, the Company will disregard any votes cast on Item 2 by any member of the Company's Key Management Personnel (Key Management Personnel or KMP) or a Closely Related Party of any such member unless the person:

- (i) votes as a proxy appointed by writing (on behalf of a person who is entitled to vote on this Item 2) that specifies how the person is to vote on Item 2; or
- (ii) is the Chair of the Meeting and votes as a proxy appointed by writing (on behalf of a person who is entitled to vote on this Item 2) that authorises the Chair to vote on the resolution even though that resolution is connected with the remuneration of a member of the Company's KMP.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

ITEM 3 – Election of Mr Graham Chrisp

In accordance with the Company's Constitution and the ASX Listing Rules, an election of Directors must be held at each annual general meeting.

Clause 59.4 of the Constitution states that one-third of all Directors (excluding the Managing Director and Directors appointed during the year by the Board) must retire at every annual general meeting and are eligible to stand for re-election. The Directors to retire pursuant to clause 59.4 of the Constitution are the Directors (other than the Managing Director) who have held office the longest since being appointed or last being elected. In the case where Directors were elected on the same day, the Directors to retire are determined by agreement between the Directors, or a ballot.

Mr Graham Chrisp was last appointed by Shareholders on 22 November 2016 and is obliged to retire at the Meeting by virtue of clause 59.4 of the Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election.

Mr Graham Chrisp

B.Tech (CE)

Mr Chrisp has a degree in Civil Engineering and has substantial experience in numerous aspects of business operations, including design and construction of roads and other earthworks, mineral exploration and property development. Having previously been an owner and operator of earth moving equipment for mining and civil applications, Mr Chrisp has practical experience with modest scale mining operations, including several of his own developments. He was a founding director of Centrex Metals Limited (having previously served as its Managing Director from 2003 to 2005) and has numerous private interests. Mr Chrisp is a director of Dapop Pty Ltd which trustee of the Chrisp CXM Family Trust and is the largest shareholder in the Company. Accordingly, Mr Chrisp is not considered to be "independent" for the purposes of the Company's corporate governance policies. Mr Chrisp is a member of the Company's Remuneration and Nomination Committee.

Having had regard to the ASX Corporate Governance Principles and Recommendations (3rd edition) (ASX Principles), the Board does not consider Mr Chrisp to be an independent director.

Directors' Recommendation

The Board unanimously (other than Mr Chrisp) supports the election of Mr Chrisp and recommends that Shareholders vote in favour of this resolution.

ITEM 4 – Election of Dr John Parker

In accordance with the Company's Constitution and the ASX Listing Rules, an election of Directors must be held at each annual general meeting.

Clause 58.2 of the Constitution states that any person appointed as a Director to fill a casual vacancy or as an addition to the existing Directors will (unless the Managing Director) hold office until the end of the next annual general meeting of the Company, at which the Director may be re-elected (but not be taken into account in determining the number of Directors who must retire by rotation at the meeting in accordance with clause 59.1)

Dr John Parker was appointed by Directors on 17 December 2019 and is obliged to retire at the Meeting by virtue of and clause 58.2 of the Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for election.

Dr John Parker

BSc(Hons), PhD, DipCompSc, MAIG, MAICD

Dr Parker is a geologist, geophysicist and manager with extensive local and international experience and knowledge of the geology, mineral deposits and mineralizing systems in the Precambrian. He was formerly Chief Geologist with the mapping branch of the South Australian Geological Survey and responsible for the mapping and publication of geological maps throughout South Australia. In the late 1980's he initiated the first geological mapping GIS in Australia, a system that has subsequently been developed to become the global leading GIS, SARIG.

Dr Parker has spent the last 26 years in mineral exploration as Director and Principal Geologist for Geosurveys Australia Pty Ltd including 11 years as Managing Director of Lincoln Minerals Limited and Australian Graphite Pty Ltd. He has made a major contribution to the identification and delineation of graphite, iron ore, copper, lead, zinc, nickel, gold and other mineral resources and prospects in South Australia and has an in-depth knowledge of the global iron ore and graphite industries. He

is a JORC qualified Competent Person in iron, graphite, copper and base metals. Dr Parker was a former Fulbright Post-Doctoral Fellow where he worked on Lake Superior-style banded iron formations at the Minnesota Geological Survey. He has worked internationally in Indonesia, Sri Lanka, Mauritius, Macedonia, Namibia, Algeria and Antarctica.

Having had regard to the ASX Corporate Governance Principles and Recommendations (3rd edition) (ASX Principles), the Board considers Dr Parker to be an independent director.

Directors' Recommendation

The Board unanimously (other than Dr Parker) supports the election of Dr Parker and recommends that Shareholders vote in favour of this resolution.

ITEM 5 – Election of Mr Peter Cox

In accordance with the Company's Constitution and the ASX Listing Rules, an election of Directors must be held at each annual general meeting.

Clause 58.2 of the Constitution states that any person appointed as a Director to fill a casual vacancy or as an addition to the existing Directors will (unless the Managing Director) hold office until the end of the next annual general meeting of the Company, at which the Director may be re-elected (but not be taken into account in determining the number of Directors who must retire by rotation at the meeting in accordance with clause 59.1)

Mr Peter Cox was appointed by Directors on 28 January 2020 and is obliged to retire at the Meeting by virtue of and clause 58.2 of the Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for election.

Mr Peter Cox
FCA (retired)

Mr Cox has previously been Director and Secretary of ASX-listed company Lincoln Minerals Limited (2007- 2012), Chairman of Wireless Communications Pty Ltd (2004 – 2016) and Chairman of ASX-listed MIKOH Corporation Limited (2003-2005). In addition he has provided secretarial services to a number of ASX listed companies. He was a Fellow of the Institute of Chartered Accountants in Australia until his retirement in 2014 and brings to the Company extensive accounting and governance experience.

Having had regard to the ASX Corporate Governance Principles and Recommendations (3rd edition) (ASX Principles), the Board considers Mr Cox to be an independent director.

Directors' Recommendation

The Board unanimously (other than Mr Cox) supports the election of Mr Cox and recommends that Shareholders vote in favour of this resolution.

ITEM 6 – Ratification of prior issue of placement shares

On 14 October 2020, the Company issued 10,000,000 fully paid ordinary shares by way of placement to three investors at an issue price of 2.8 cents per share. These shares were issued utilising the Company's placement capacity under Listing Rule 7.1. Funds raised are intended to be used to accelerate exploration on the Company's Ardmere, Oxley and Goulburn Projects and for general working capital.

ASX Listing Rule 7.1 broadly provides that a company can issue Equity Securities up to 15% of its issued capital in any 12-month period without shareholder approval. Subject to certain exceptions, prior shareholder approval is required for any issue of Equity Securities where the securities proposed to be issued (when aggregated with other Equity Securities issued by the company not under an exception and not with shareholder approval) represent more than 15% of the company's issued capital.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not

breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying the issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

While the issue does not exceed the 15% limit in Listing Rule 7.1 and has already been made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtained shareholder approval under Listing Rule 7.1. To do this, the Company is asking shareholders to ratify the issue of Shares so that it does not use up any of its future 15% limit on issue equity securities without shareholder approval set out in Listing Rule 7.1.

If resolution 8 is not passed, the issue of shares is still valid however it will reduce, to that extent, the Company's capacity to issue equity securities without shareholder approval under Listing Rule 7.1 for 12 months following the issue.

Technical information required by ASX Listing Rule 7.5.

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification:

1. A total of 10,000,000 Shares were issued to the following shareholders:
 - a. Hongmen Capital Holdings Pty Ltd, 7,000,000 shares
 - b. Ms. Mengjiao Zhao, 2,000,000 shares
 - c. GZW Super Pty Ltd <Zhang Super Fund A/C>, 1,000,000 shares
2. The Shares were issued at 2.8 cents per share for a total cash consideration of \$280,000;
3. the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and;
4. the Shares were issued to investors who are not related parties of the Company.

Directors' Recommendation

The Directors unanimously recommend that shareholders approve Resolution 8 to approve the ratification of the issue of placement shares.

The Chairman of the Meeting will be casting undirected proxies in favour of this resolution.

ITEM 7 – Appointment of Auditor

The current Company auditor, KPMG, has applied, or will apply, for consent from ASIC to resign as auditor of the Company pursuant to section 329(5) of the Corporations Act.

Subject to ASIC consent, KPMG will resign as auditor of the Company at the conclusion of this annual general meeting and the Company will appoint Grant Thornton Audit Pty Ltd as auditor of the Company.

Pursuant to section 328B of the Corporations Act, the Company:

- (a) Received consent from Grant Thornton Audit Pty Ltd to act which has not been withdrawn; and
- (b) Received written notice from Dapop Pty Ltd in their capacity as a member of the Company, nominating Grant Thornton Audit Pty Ltd for appointment as auditor, a copy of which is annexed to this notice of meeting at Attachment 1;

Subject to ASIC consent, Grant Thornton Audit Pty Ltd will stand for appointment as auditor of the Company in accordance with section 327B(1)(b) of the Corporations Act.

If the resolution is passed, the appointment of Grant Thornton Audit Pty Ltd as the Company auditor will take effect at the close of this annual general meeting.

ITEM 8 – Approval of additional 10% capacity to issue equity securities under ASX Listing Rule 7.1A

General

ASX Listing Rule 7.1A permits eligible entities to seek shareholder approval by special resolution at an Annual General Meeting to issue an additional 10% of its issued capital by way of placements over a 12-month period (10% Placement Capacity). The additional 10% Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Shareholders approve the resolution in Item 4, the effect will be to allow the Directors to issue equity securities under ASX Listing Rule 7.1A during the period of 12 months following the Annual General Meeting without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

Item 8 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Eligibility

An eligible entity under ASX Listing Rule 7.1A is one which (at the date of the relevant annual general meeting) has a market capitalisation of \$300 million or less and is not included in the S&P / ASX 300 Index. The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A.

The Company hereby seeks shareholder approval by way of special resolution to have the ability to issue equity securities under the 10% Placement Capacity.

The exact number of equity securities that may be issued pursuant to the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 which provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of equity securities calculated as follows:

$(A \times D) - E$

Where: A is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement:

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in ASX Listing Rule 7.2;
- plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- plus the number of fully paid ordinary securities issued in the 12 months with approval of shareholders under ASX Listing Rules 7.1 or 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval;
- less the number of fully paid ordinary securities cancelled in the 12 months;

(Note that A has the same meaning in the ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.)

D is 10%.

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rules 7.1 or 7.4.

Any equity securities issued under the 10% Placement Capacity must be in an existing quoted class of the Company's equity securities. The Company presently has one class of quoted securities, being Shares (ASX Code: CXM).

If the Company issues any equity securities under the 10% Placement Capacity, the entity must, pursuant to ASX Listing Rules 7.1A.4 and 3.10.5A:

- (a) give to the ASX a list of the names of persons to whom the Company allotted equity securities and the number of equity securities caused to be allotted to each (but this list is not required to be released to the market); and
- (b) disclose to the market the details of the dilution to the existing holders of ordinary securities caused by the issue; where the equity securities are issued for cash consideration, a statement of the reasons why the eligible entity issued the equity securities as a placement rather than as a pro rata issue; the details of any underwriting arrangements and fees payable to the underwriter; and any other fees or costs incurred in connection with the issue.

Required information

The following information is provided to Shareholders to allow them to assess the resolution in Item 8, including for the purposes of ASX Listing Rule 7.3A.

Minimum price

Any equity securities issued by the Company Under Listing Rule 7.1A can only be issued at a price that is no less than 75% of the volume weighted average market price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the securities are to be issued is agreed; or
- (b) the date on which the securities are issued if the securities are not issued within five trading days of the date on which the issue price is agreed.

Dilution to existing Shareholders

If the resolution in Item 8 is approved by Shareholders and the Company issues securities under the 10% Placement Capacity, the additional economic and voting interests in the Company will be diluted. There is a risk that the market price of the Company's securities may be significantly lower on the issue date than on the date of the Annual General Meeting and the securities may be issued at a price that is at a discount to the market price on the issue date.

The table below shows a number of hypothetical scenarios for a 10% placement as required by ASX Listing Rule 7.3A.2 where the number of the Company's shares on issue (variable "A" in the formula in ASX Listing Rule 7.1A.2) has remained current or increased by either 50% or 100% and the share price has decreased by 50%, remained current or increased by 100% based on the closing share price on ASX at 20 October 2020.

Number of shares on issue at --- September 2020 Variable "A"	Additional 10% Dilution - Shares issued & funds raised	Dilution		
		\$0.012 Issue price at half current market price	\$0.024 Issue price at current market price	\$0.048 Issue price at double current market price
325,685,357 Current Variable A (see below assumptions)	Shares issued	32,568,535	32,568,535	32,568,535
	Funds raised	\$569,949	\$1,139,899	\$2,279,797
488,528,036 50% increase in current Variable A	Shares issued	48,852,804	48,852,804	48,852,804
	Funds raised	\$854,924	\$1,709,848	\$3,419,696
651,370,714 100% increase in	Shares issued	65,137,071	65,137,071	65,137,071

current Variable A	Funds raised	\$1,139,899	\$2,279,797	\$4,559,595
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The dilution table uses the following assumptions which the Company does not represent will necessarily occur:

- (a) the "issue price at current market price" is the closing price of the shares on ASX on 20 October 2020;
- (b) Variable A is 325,685,357 which equates to the number of current shares on issue at 20 October 2020;
- (c) the Company issues the maximum number of securities available under the additional 10% placement;
- (d) the table shows only the effect of issues of securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
- (e) no retention rights or performance rights vest, before the date of issue of equity securities;
- (f) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- (g) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of the placements under ASX Listing Rule 7.1A, based on that Shareholder's holding at the date of the Annual General Meeting; and
- (h) funds raised are before any capital raising costs which may be incurred.

10% Placement Period

Shareholder approval under ASX Listing Rule 7.1A is valid from the date of the Annual General Meeting until the earlier of:

- (a) 12 months after the Annual General Meeting; or
- (b) the date of approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

Purpose of 10% additional placement

The Company may seek to issue securities under the 10% placement for cash consideration. The Company may use the funds for project development, working capital, investing activities (including possible complementary business acquisitions if any are identified and approved by the Board), meet financing commitments or capital management activities deemed by the Board to be in the best interests of the Company; or

The Company will comply with any disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon the issue of any securities under ASX Listing Rule 7.1A.

Allocation policy

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% placement. The identity of allottees of equity securities will be determined on a case by case basis having regard to factors including but not limited to the following:

- (a) the methods of raising funds that are then available to the Company;
- (b) the effect of the issue of the equity securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from professional and corporate advisers (if applicable).

Allottees under the 10% placement have not been determined as at the date of this Notice of Meeting and may include existing and/or new Shareholders but cannot include any related parties or associates of a related party of the Company.

Information provided for compliance with ASX Listing Rule 7.3A.6

The Company last obtained shareholder approval under ASX Listing Rule 7.1A at the 2018 Annual General Meeting.

The Company has issued, in the 12 months preceding the date of the Meeting, the following equity securities:

- 14 October 2020, 10 million shares at 2.8 cents per share by private placement

Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues equity securities pursuant to the 10% Placement Capacity, it will give ASX:

- (a) a list of the names of the persons to whom the Company issues the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- (b) the information required by ASX Listing Rule 3.10.5A for release to the market.

Voting exclusion statement

The Company will disregard any votes cast in favour of Item 4 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue of securities, except a benefit solely by reason of being a holder of ordinary securities, and any associates of the aforementioned persons.

However, the Company need not disregard any votes if:

- it is cast as proxy for a person entitled to vote, in accordance with directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

At the date of the Notice of Meeting, the Company has not invited and has not determined to invite any particular existing Shareholder or an identifiable class of existing Shareholder to participate in an offer under ASX Listing Rule 7.1A. Accordingly, no existing Shareholder will be excluded from voting on this Item 5.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of the resolution in Item 8.

ITEM 9 – Contingent Resolution – Holding a Spill Meeting

Under the Corporations Act, if at least 25% of the votes cast on the adoption of the remuneration report at two consecutive AGMs are against adopting the Remuneration Report, members will have the opportunity to vote on a “spill resolution” (as described below).

At last year's AGM, at least 25% of the votes cast on the resolution to adopt that year's remuneration report were against adopting the report. Accordingly, last year the Company received a “first strike”. If at least 25% of the votes cast on Resolution 2 are against adopting the Remuneration Report at the Meeting, Resolution 9 will be put to the Meeting and voted on as required by section 250V of the Corporations Act (Spill Resolution).

If less than 25% of the votes cast on Resolution 2 are against adopting the remuneration report at the Meeting, Resolution 9 will not be put to the Meeting. If put, the Spill Resolution will be considered as an Ordinary Resolution.

If the Spill Resolution is passed, a further meeting of members must be held within 90 days (Spill EGM). Immediately before the end of the Spill EGM, each of the Directors in office at the time of the Spill Meeting who:

1. were in office when the Directors' resolution was passed to make the Directors' Report for the financial year ended 30 June 2020 considered at the Company's 2020 annual general meeting; and
2. are not a Managing Director of the Company who, in accordance with the Listing Rules, may continue to hold office indefinitely without being re-elected to the office,

shall cease to hold office immediately before the end of the Spill Meeting (Relevant Directors).

Under section 250V(1)(b)(ii) of the Corporations Act, a managing director of the Company does not cease to hold office at the Spill EGM, as in accordance with the Listing Rules, they may continue to hold office indefinitely without being re-elected to the office. At the time of the notice the Company does not have a Managing Director.

If at the time of holding the Spill Meeting Graham Chrisp, John Parker and Peter Cox remain Directors of the Company (assuming they are elected or re-elected at the AGM) and none of them are in the role of Managing Director, each of them will cease to hold office immediately before the end of the Spill Meeting.

The Company need not hold the Spill EGM if none of the Relevant Directors are still in office at the end of the 90 day period referred to above.

Each Relevant Director is eligible to seek re-election as a director of the Company at the Spill EGM. If the Spill Resolution is passed, members should note that each of the Relevant Directors intends to stand for re-election at the Spill EGM. The Spill Resolution has the potential that the entire board (other than a Managing Director) is removed from office.

If the Company does not hold the Spill Meeting within 90 days after the Spill Resolution is passed, each person who is a Director of the Company at the end of that 90 day period commits an offence, even if the person was not a Director when the Spill Resolution was passed.

As interested parties the Directors have abstained from making a recommendation on Resolution 9.

There are restrictions on members of the Key Management Personnel and their Closely Related Parties and their proxies voting (in any capacity) on Resolution 9, details of which are set out in the Voting Restriction Statement included under Item 2 above.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, except for Resolution 9 in respect of which the Chair will vote any undirected proxies against the Resolution.

GLOSSARY

10% Placement Capacity has the meaning given in Item 4 of the Notice.

2019 AGM means the annual general meeting of the Company held on 26 November 2019.

A\$ or \$ means Australian dollars.

ACDT means Australian Central Daylight Savings Time as observed in Adelaide, Australia.

Annual General Meeting or Meeting means the meeting convened by the Notice.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of the ASX.

ASX Principles means the ASX Corporate Governance Principles and Recommendations (3rd edition).

Board means the current board of directors of the Company.

Closely Related Party has the meaning as defined in section 9 of the Corporations Act.

Company means Centrex Metals Limited ACN 096 298 752.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Entitlement Time means 7.00pm (Adelaide time) on Friday 27 November 2020.

Equity Securities includes a Share, a right to a Share or Option, an Option, an Incentive Right, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Notes means the Explanatory Notes accompanying and forming part of the Notice.

Items means the resolutions set out in the Notice, or any one of them, as the context requires.

Key Management Personnel (or KMP) has the meaning as defined in section 9 of the Corporations Act.

Notice or Notice of Meeting or Notice of Annual General Meeting means this notice of annual general meeting and the Explanatory Notes accompanying the Notice and the Proxy Form.

Proxy Deadline means 1.00 pm (Adelaide time) on Saturday 28 November 2020.

Proxy Form means the proxy form accompanying the Notice.

Related Body Corporate has the meaning set out in section 50 of the Corporations Act.

Remuneration Report means the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 30 June 2020.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Annexure 1 – Notice of Nomination of Auditor

The Company Secretary
Centrex Metals Ltd
Level 6, 44 Waymouth Street,
Adelaide, SA 5000

26 October 2020

Dear Justin

**CENTREX METALS LTD
NOMINATION OF AUDITOR**

In accordance with the provisions of s328B(1) of the *Corporations Act 2001*, I, Graham Maxwell Chrisp, Director, Dapop Pty Ltd, being a member of Centrex Metals Ltd hereby nominate Grant Thornton Audit Pty Ltd for appointment as auditor of the Company.

Please distribute copies of this notice of nomination as required by s328B(3) and (4) of the *Corporations Act 2001*.

Yours sincerely



Graham Chrisp, Director,

Dapop Pty Ltd

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 1:00pm (ACDT) on Saturday 28 November 2020.**

📱 TO VOTE ONLINE

- STEP 1: VISIT <https://www.votingonline.com.au/centrexagm2020>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **1:00pm (ACDT) on Saturday 28 November 2020.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** <https://www.votingonline.com.au/centrexagm2020>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Centrex Metals Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the offices of the Company, **Level 6, 44 Waymouth Street, Adelaide, South Australia 5000 on Monday, 30 November 2020 at 1:00pm (ACDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Item 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Item even though Item 2, is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Item 2), other than the Conditional Item 9. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Item 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Mr Graham Chrisp as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Re-election of Dr John Parker as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Re-election of Mr Peter Cox as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Ratification of prior issue of placement shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8	Approval of additional capacity to issue equity securities under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 9	Conditional Spill Resolution ¹	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

¹ Refer to the Notice of Meeting for further information on this contingent resolution.

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020