

Centaur Resources Limited
A.C.N. 625 184 947 (“the Company”)

Notice of Extraordinary General Meeting

The purpose of the meeting of which notice is given below, is to consider a special resolution to wind up the Company and appoint Liquidator, and to consider such ancillary resolutions as are necessary.

NOTICE IS GIVEN that an extraordinary general meeting of members of the Company will be held on **Friday July 1, 11.00 am at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 Australia.**

The Explanatory Statement that accompanies and forms part of this Notice of General Meeting (together, **Notice**) provides additional information on matters to be considered at the Meeting. The Proxy Form also forms part of this Notice.

Members can also participate in the meeting through an online meeting platform provided by Automic enabling them to watch, listen and vote online.

VIRTUAL MEETING

To attend the Meeting virtually, please preregister in advance using the following link:

https://us02web.zoom.us/webinar/register/WN_w4qc8OD0TYSEe64m1yukA

After registering, you will receive confirmation containing information on how to attend the virtual meeting on the day of the Meeting.

ON-LINE VOTING

Shareholders with an existing account with Automic (note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the Meeting:

1. **(Login)** Login to the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.
2. **(Registration on the day)** If registration for the virtual meeting is open, click on ‘Meeting open for registration’ and follow the steps.
3. **(Live voting on the day)** If live voting for the virtual meeting is open, click on ‘Meeting open for voting’ and follow the steps.

The Board is committed to providing Shareholders with a reasonable opportunity to participate at the Meeting. Whilst we do not expect technical issues during the virtual Meeting, if there are technical issues experienced at the virtual Meeting, please choose from the following selection to phone into the Meeting.

Dial (for higher quality, dial a number based on your current location):

Australia: +61 3 7018 2005 or +61 7 3185 3730 or +61 8 6119 3900 or +61 8 7150 1149 or +61 2 8015 6011
Singapore: +65 3158 7288 or +65 3165 1065

The Board recommends that Shareholders Vote in favour of the Resolution the subject of this Notice.

The Company also wishes to inform Shareholders that the Chair intends to exercise all available proxies in favour of the Resolution.

PROXIES

If you are unable to attend the Meeting in person or virtually, you are encouraged to complete and submit the Proxy Form as your vote is important. The Proxy Form also forms part of this Notice.

Proxies must be lodged 48 hours prior to the meeting, by 11.00 am (AEST) 29 June 2022 by using one of the methods as shown on the proxy form, i.e., by mail, in person, email or facsimile.

All proxies (whether directed or undirected proxies) received by Automic before 11.00 am (AEST) on 29 June 2022 will be deemed to be irrevocable proxies. Shareholders agree that, once they have submitted a proxy, they will not be entitled to revoke their proxy nor vote in person at the Meeting contrary to the voting intention expressed in their proxy. **Proxy forms received later than 11.00 am (AEST) on 29 June 2022 will be invalid.**

Voting Intention of the Chair for the Resolution

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolution, which is the subject of this Meeting, subject to compliance with the Corporations Act.

QUESTIONS

Should Shareholders have questions in advance of the Meeting to the Company, they must be submitted in writing to info@centaurresources.com at least 48 hours before the Meeting. However, Shareholders will be given an opportunity to ask questions on the day of the meeting using the Q&A function.

The purpose of the meeting is to consider and if thought fit, to pass the following resolution as a special resolution of the Company:

RESOLUTIONS

1. That the Company be would up voluntarily
2. That Christian Sprowles, Liquidator of the Company, are authorised to distribute in specie such assets of the Company to its members in whole or in part.

and the following ordinary resolutions:

1. That Christian Sprowles of HoganSprowles Pty Ltd be appointed as Liquidator for the purpose of the winding up.
2. That the remuneration of the Liquidator, as set out in the Liquidator's remuneration report, for the period from commencement to completion of the winding up, is charged in accordance with the hourly rates of HoganSprowles as at 1 July 2021 (as amended from year to year, by a maximum of 10%) and be fixed at \$15,000 plus GST and that the Liquidator be authorised to make payment on account as required.
3. That the Liquidator be authorised to destroy the books and records of the Company and of the Liquidator's six (6) months after the date of its deregistration subject to the consent of the Australian Securities and Investments Commission in accordance with Schedule 2, Section 70-35 of the Corporations Act 2001.

EXPLANATORY STATEMENT

Approval was granted by shareholders on 28 June 2021 to dispose of all of the Company's shares in its wholly owned subsidiary, Centaur Resources Holding Pty Ltd, being the beneficial owner of the Pacha lithium project in Argentina, in accordance with the terms of the Sale and Purchase Agreement (SPA) with Arena Minerals Inc., a resources company registered in the Canada and listed on the TSX Venture Exchange (TSXV: AN).

The agreement with Arena was completed on July 23, 2021, with full payment made, excluding the

agreed "Holdback" of A\$2.0M, which was held in escrow for up to 12 months from the completion date. The Holdback was held to resolve potential actions against Centaur Resources PG S.A.S. by Argentinian creditors and an Argentinian claimant for non-fulfilment of a tenement option in 2018 by Centaur Resources PG S.A.S. This latter claim being for US\$850,000 plus legal costs.

On 11 August 2021, a dividend through the profit of the sale of CRHPL of \$0.05 per share (\$11,611,483) was declared and paid to all shareholders, including all available franking credits (\$2,266,526).

Subsequently, all Argentinian creditors were satisfied, and \$860,113 was released from escrow on 29 September 2021 and returned to shareholders via a further unfranked dividend of \$0.004 per share.

Further, the potential action by the Argentinian claimant for non-fulfilment of a tenement option was settled for US\$220,000, and US\$25,675 in legal costs, with this amount (AU\$331,993) being paid on April 29, 2022.

It is proposed, with approval of the resolutions at this meeting, to liquidate the Company and, with appropriate tax advice to be determined in consultation with the liquidators, to proceed with a final distribution to shareholders.

It is estimated approximately \$750,000 (\$ 0.0035 per share) will be available for the final distribution.

Dated this 3rd day of June 2022

A handwritten signature in blue ink, appearing to read 'Greg Jones', is enclosed in a light blue rectangular box.

Greg Jones
Director
Centaur Resources Limited