

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Centennial Mining Limited

ABN

50 149 308 921

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | (i) Unlisted Options<br>(ii) Unlisted Options<br>(iii) Listed Options<br>(iv) Listed Options<br>(v) Ordinary Fully Paid Shares  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | (i) 64,000,000<br>(ii) (6,000,000)<br>(iii) 1<br>(iv) (21)<br>(v) 21  |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | (i) Unlisted options exercisable at \$0.0355 and expiring on 6 December 2020 and otherwise on the terms and conditions set out in the Company's notice of annual general meeting dated 17 October 2016<br>(ii) Unlisted options exercisable at \$0.04938 expiring 30 November 2019<br>(iii) Listed options exercisable at \$0.02938 expiring 30 November 2019<br>(iv) Listed options exercisable at \$0.02938 expiring 30 November 2019<br>(v) Ordinary fully paid shares |

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|    |   |   |
|----|---|---|
| 4  | <p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>the date from which they do</li> <li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | <p>(i) No</p> <p>(ii) No</p> <p>(iii) Yes</p> <p>(iv) Yes</p> <p>(v) Yes</p>  |
| 5  | Issue price or consideration  | <p>(i) Nil</p> <p>(ii) N/A</p> <p>(iii) Nil</p> <p>(iv) N/A</p> <p>(v) \$0.02938 per share</p>  |
| 6  | Purpose of the issue<br>(If issued as consideration for the acquisition of assets, clearly identify those assets)   | <p>(i) Incentive options as approved by shareholders at the Company's annual general meeting held on 25 November 2016</p> <p>(ii) Cancellation of lapsed executive options in accordance with their terms</p> <p>(iii) Issue of listed option to correct rounding adjustment in the Company's rights issue completed on 7 September 2016</p> <p>(iv) Exercise of listed options</p> <p>(v) Exercise of listed options</p> |
| 6a | <p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>   | Yes   |
| 6b | The date the security holder resolution under rule 7.1A was passed  | 25 November 2016  |
| 6c | Number of +securities issued without security holder approval under rule 7.1  | 1 listed option   |

+ See chapter 19 for defined terms.

|    |   |   |  |
|----|---|---|--|
| 6d | Number of +securities issued with security holder approval under rule 7.1A  | Nil   |  |
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)   | 64,000,000 unlisted options (meeting held 25 November 2016) |  |
| 6f | Number of +securities issued under an exception in rule 7.2   | 21 ordinary fully paid shares                               |  |
| 6g | If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.  | N/A   |  |
| 6h | If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements  | N/A   |  |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements  | 7.1: 105,816,737<br>7.1A: 70,544,492                        |  |
| 7  | +Issue dates<br><br>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.<br><br>Cross reference: item 33 of Appendix 3B. | 8 December 2016   |  |
| 8  | Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)   | Number<br><br>705,444,920<br><br>288,557,631                | +Class<br><br>Ordinary fully paid shares<br><br>Listed Options exercise price \$0.02938) expiry 30/11/2019 |

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**New issue announcement**

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|   | Number     | +Class  |
|---|------------|---|
| 9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable) | 3,000,000  | Unlisted options exercise price \$0.04938 expiry 30/11/2019       |
|   | 15,000,000 | Unlisted options exercise price \$0.04438 expiry 30/11/2019       |
|   | 71,428,565 | Unlisted convertible notes face value \$0.035 maturity 25/06/2018 |
|   | 64,000,000 | Unlisted options exercise price \$0.0355 expiry 6/12/2020         |
| 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)           | N/A        |   |

**Part 2 – Deleted – not applicable**

**Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

34 Type of +securities  
*(tick one)*

(a) ☒ +Securities described in Part 1

(b) ☐ All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over

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+ See chapter 19 for defined terms.

37 ☐ A copy of any trust deed for the additional +securities

### Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



(Company secretary)

Date: 8 December 2016

Print name: Dennis Wilkins

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+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

| Rule 7.1 – Issues exceeding 15% of capital  |  |
|---|--|
| <b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>   |  |
| <b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue   | 458,439,601  |
| <b>Add</b> the following: <ul style="list-style-type: none"> <li>Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul> | <ul style="list-style-type: none"> <li>14,666,648 fully paid ordinary shares issued on 11/01/2016</li> <li>138,172,313 fully paid ordinary shares issued on 07/09/2016</li> <li>21 fully paid ordinary shares issued on 8/12/2016</li> <li>14,916,688 fully paid ordinary shares issued on 18/01/2016</li> <li>7,816,285 fully paid ordinary shares issued on 1/02/2016</li> <li>56,850,030 fully paid ordinary shares issued on 31/03/2016</li> <li>14,583,334 fully paid ordinary shares issued on 7/09/2016</li> </ul> <p>Nil</p> |
| <b>Subtract</b> the number of fully paid +ordinary  | Nil  |

+ See chapter 19 for defined terms.

|   |  |
|---|--|
| securities cancelled during that 12 month period  |  |
| <b>"A"</b>  | 705,444,920  |
| <b>Step 2: Calculate 15% of "A"</b>   |  |
| <b>"B"</b>  | 0.15<br><i>[Note: this value cannot be changed]</i>  |
| <b>Multiply "A" by 0.15</b>   | 105,816,738  |
| <b>Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used</b>  |  |
| <p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>Under an exception in rule 7.2</li> <li>Under rule 7.1A</li> <li>With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li><i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li><i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li><i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> | <ul style="list-style-type: none"> <li>1 listed option AYCO issued on 8/12/2016</li> </ul> |
| <b>"C"</b>  | 1  |
| <b>Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1</b>   |  |
| <p><b>"A" x 0.15</b></p> <p><i>Note: number must be same as shown in Step 2</i></p>   | 105,816,738  |
| <p><b>Subtract "C"</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>   | 1  |
| <b>Total ["A" x 0.15] – "C"</b>   | 105,816,737<br><i>[Note: this is the remaining placement capacity under rule 7.1]</i>      |

+ See chapter 19 for defined terms.

## Part 2

| Rule 7.1A – Additional placement capacity for eligible entities  |   |
|--|---|
| <b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>  |   |
| <b>“A”</b><br><i>Note: number must be same as shown in Step 1 of Part 1</i>  | 705,444,920                                       |
| <b>Step 2: Calculate 10% of “A”</b>  |   |
| <b>“D”</b>   | 0.10<br><i>Note: this value cannot be changed</i> |
| <b>Multiply “A” by 0.10</b>  | 70,544,492  |
| <b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>  |   |
| <b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A<br><br><i>Notes:</i> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul> | Nil   |
| <b>“E”</b>   | Nil   |

+ See chapter 19 for defined terms.



|  |   |
|--|---|
| <b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b> |   |
| “A” x 0.10<br><i>Note: number must be same as shown in Step 2</i>                                      | 70,544,492  |
| <b>Subtract “E”</b><br><i>Note: number must be same as shown in Step 3</i>                             | Nil   |
| <b>Total</b> [“A” x 0.10] – “E”  | 70,544,492<br><i>Note: this is the remaining placement capacity under rule 7.1A</i> |

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+ See chapter 19 for defined terms.



DWCorporate Pty Ltd

ABN: 88 094 777 974

8 December 2016

Company Announcements Officer  
ASX Limited  
Level 40, Central Park  
152-158 St Georges Tce  
PERTH WA 6000

Dear Sir

**ISSUE OF CENTENNIAL MINING LIMITED SHARES – SECONDARY TRADING NOTICE NOTIFICATION PURSUANT TO SECTION 708A(5)(e) OF THE CORPORATIONS ACT 2001**

On 8 December 2016, Centennial Mining Limited (**Company**) issued 21 fully paid ordinary shares at an issue price of \$0.02938 per share on the exercise of listed options CTLO (**Securities**).

**Secondary Trading Exemption**

The Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A of the Corporations Act 2001 (**Act**). By the Company giving this notice, sale of the Securities noted above will fall within the exemption in section 708A(5) of the Act.

The Company hereby notifies ASX under paragraph 708A(5)(e) of the Act that:

- (a) the Company issued the Securities without disclosure to investors under Part 6D.2 of the Act;
- (b) as at 8 December 2016 the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company, and section 674 of the Act; and
- (c) as at 8 December 2016 there is no information:
  - i. that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
  - ii. that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
    - A. *the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or*
    - B. *the rights and liabilities attaching to the Securities.*

Yours faithfully

Dennis Wilkins  
**Company Secretary**