

CENTENNIAL MINING LIMITED
ACN 149 308 921
ADDENDUM TO NOTICE OF GENERAL MEETING

Notice is hereby given to Shareholders of Centennial Mining Limited (**Company**) that, in relation to the notice of general meeting dated 2 January 2018 (**Notice of Meeting**) in respect of a general meeting of members to be held at The Celtic Club, 48 Ord Street, West Perth WA 6005 on 1 February 2018 at 2:00pm (WST), the Directors have determined to issue this addendum to the Notice of Meeting (**Addendum to Notice of Meeting**) for the purposes set out below.

Capitalised terms and abbreviations used in the Addendum to Notice of Meeting have the same meaning as set out in the Notice of Meeting, unless otherwise defined.

(a) Additional Resolution

By this Addendum to Notice of Meeting, an additional Resolution, Resolution 3, as detailed below, is added to the Notice of Meeting.

(b) Explanatory Statement – Supplementary Information

By this Addendum to Notice of Meeting, additional section 1 is added to the Explanatory Statement to the Notice of Meeting as set out in the Explanatory Statement to this Addendum to Notice of Meeting.

(c) Replacement Proxy Form

Annexed to this Addendum of Notice of Meeting is a replacement Proxy Form.

If Shareholders wish to have their votes counted by proxy in respect of Resolution 3, Shareholders MUST use this replacement Proxy Form to vote on all the Resolutions. In the event that a Shareholder provides a replacement Proxy Form, any Proxy Form dispatched with the original Notice of Meeting which has been completed by that Shareholder will be disregarded.

The Company reserves the right to accept Proxy Forms dispatched with the original Notice of Meeting received from Shareholders in the event that a new replacement Proxy Form is not provided by the relevant Shareholder.

ENQUIRIES

Shareholders are requested to contact the Company Secretary on (+61 8) 9389 2111 if they have any queries in respect of the matters set out in these documents.

ADDITIONAL RESOLUTION

An additional Resolution, Resolution 3 is included in the Notice of Meeting as follows:

RESOLUTION 3 – APPROVAL OF ISSUE OF SHARES TO A RELATED PARTY

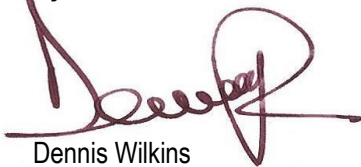
To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue up to 8,757,334 Shares at an issue price of \$0.011419 each to Mr Christopher Rogers (or his nominee), a related party of the Company, for the purposes and on the terms set out in the Explanatory Statement.”

Note: If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Voting Exclusion: The Company will, in accordance with Listing Rule 10.13, disregard any votes cast in favour of this Resolution by Mr Rogers and any of his Associates. However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the 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.

By Order of the Board



Dennis Wilkins

Company Secretary

Date: 25 January 2018

EXPLANATORY STATEMENT

The accompanying Explanatory Statement forms part of this Addendum to Notice of Meeting and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Addendum to Notice of Meeting and the Explanatory Statement.

PROXIES

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (**proxy**) to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions on the form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company;
- a member may appoint a body corporate or an individual as its proxy; and
- a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. To be valid, properly completed Proxy Forms must be received by the Company's share registry no later than 2:00pm (WST) on [●] January 2018 by:

1. post to Security Transfer Australia Pty Ltd, PO Box 52, Collins Street West VIC 8007; or
2. facsimile to Security Transfer Australia Pty Ltd at (08) 9315 2233 (International: +61 8 9315 2233); or
3. email at registrar@securitytransfer.com.au; or
4. online at www.securitytransfer.com.au.

If you are a beneficial Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

ENTITLEMENT TO VOTE

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as 5:00pm (WST) on 30 January 2018. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the General Meeting.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the General Meeting or handed in at the General Meeting when registering as a corporate representative.

ELECTRONIC COMMUNICATION

All Shareholders may elect to receive communications from the Company's share registry electronically. To provide or update your email address, please contact the Company's share registry.

REVOCATION OF PROXIES

A Shareholder executing and delivering a proxy has the power to revoke it in accordance with the provisions of the Corporations Act, which provides that every proxy may be revoked by an instrument in writing executed by the Shareholder or by his or her attorney authorised in writing and delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or to the Chair of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law.

VOTING OF PROXIES

The Proxy Form accompanying this Explanatory Statement confers discretionary authority upon the proxy with respect to any amendments or variations to the matters identified in the Notice of Meeting and any other matters that may properly come before the Meeting.

Shareholders must mark the boxes directing its proxy how to vote. If no voting instructions are indicated on the appointment of proxy form, the proxy will be voted as recommended by management or as the proxyholder sees fit (in the latter case, if management is not appointed as proxy).

EXPLANATORY STATEMENT

The Explanatory Statement outlined in the Notice of Meeting is supplemented by including section 1 of the Explanatory Statement for this Addendum to Notice of Meeting as set out below.

The purpose of this Explanatory Statement is to provide Shareholders with all the information known to the Company which is material to a decision on how to vote on the Resolution in the accompanying Addendum to Notice of Meeting.

Capitalised terms and abbreviations used in this Explanatory Statement have the same meaning as set out in the Notice of Meeting, unless otherwise defined in the Glossary.

1. RESOLUTION 3 – APPROVAL TO ISSUE SHARES TO A RELATED PARTY

1.1 General

On 28 November 2017, the Company announced that Patersons were proceeding with the Top Up Placement at the Issue Price, with the placement taking place in two tranches. Tranche 1 Shares were issued at the Issue Price on 30 November 2017, with 120,955,973 Shares issued pursuant to the Company's capacity under Listing Rule 7.1 and 49,235,773 Shares issued pursuant to the Company's Listing Rule 7.1A capacity to raise approximately \$1,943,419 (the Tranche 1 Placement Shares). Tranche 2 was subject to Shareholder approval and for the issue of up to 59,112,006 Shares at the Issue Price to raise up to approximately \$675,000 (the Tranche 2 Placement Shares).

Please refer to section 1 of the Notice of Meeting for further information in relation to the recent capital raising.

Resolution 3 seeks Shareholder approval in accordance with Listing Rule 10.11 for the issue of up to 8,757,334 Shares to Mr Christopher Rogers (or his nominee) at the Issue Price (being \$0.011419) to raise approximately \$100,000. Resolution 3 is proposed to allow Mr Rogers to purchase Shares on the same terms as the Tranche 2 Placement to unrelated Shareholders.

Pursuant to Listing Rule 10.11, a "related party" of a listed company is precluded from participating in any issue of securities in a company without the prior approval of its shareholders. Mr Rogers is the son of Mr Dale Rogers, a Director, and is therefore a related party of the Company. Shareholder approval is sought under Listing Rule 10.11 and as such, approval under Listing Rule 7.1 is not required.

Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

1.2 Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Shares issued to related parties (or their nominees), constitute the provision of a financial benefit to a related party. For the purposes of the Corporations Act, children and parents of directors are related parties of a company. As such, Mr Christopher Rogers is considered a related party of the Company.

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within an exception to the provision; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit and the benefit is given within 15 months after shareholder approval is obtained.

One of the exceptions to the prohibition includes the provision of a financial benefit on terms that would be reasonable in the circumstances if the Company and the related party were dealing at arm's length (or on terms less favourable than arm's length). Given the Shares to be issued to Mr Rogers under Resolution 3 will be on the same arm's length terms as the parties who are not related parties of the Company (pursuant to the Tranche 1 Placement and the Tranche 2 Placement), the Directors consider the issue of Shares to constitute provision of a financial benefit on arm's length terms, and accordingly that Chapter 2E of the Corporations Act does not apply.

1.3 Information required by Listing Rule 10.13

The following information is provided in accordance with Listing Rule 10.13.

- (a) The Shares will be issued to Mr Christopher Rogers, or his nominees, who is a related party of the Company.
- (b) The maximum number of Shares to be issued to Mr Christopher Rogers, or his nominees, is 8,757,334 Shares.
- (c) Shares to be issued under Resolution 3 will be issued within one month of the Meeting.
- (d) Mr Christopher Rogers is the son of Mr Dale Rogers, a Director, and is therefore a related party of the Company.

- (e) The issue price of the Shares will be \$0.011419 per Share (the same issue price as Tranche 2 Placement Shares to be issued pursuant to Resolution 2 as set out in the Notice of Meeting). The Shares to be issued pursuant to Resolution 3 will rank equally with the existing Shares on issue.
- (f) A voting exclusion statement is included in the Notice.
- (g) The Company intends to use the funds raised for general working capital.

1.4 Directors' Recommendation

Based on the information available, including the information contained in this Explanatory Statement, all the Directors consider that Resolution 3 is in the best interests of the Company and recommend that Shareholders vote in favour of Resolution 3. The Directors have formed this view as the passing of this Resolution will provide further funds to the Company on the same terms as the Tranche 2 Placement Shares.

Each Director has indicated that he intends to vote the Shares he owns or controls in favour of Resolution 3. The Chair intends to vote all available proxies in favour of the Resolution.

GLOSSARY

Capitalised terms and abbreviations used in this Explanatory Statement and Addendum to Notice of Meeting have the same meaning as set out in the Notice of Meeting, unless otherwise defined below:

Addendum to Notice of Meeting means this addendum to the Notice of Meeting;

Company means Centennial Mining Limited (ACN 149 308 921);

Explanatory Statement means the explanatory statement accompanying this Addendum to Notice of Meeting;

Notice of Meeting means the Company's notice of general meeting dated 2 January 2018;

Proxy Form means the proxy form attached to this Addendum to Notice of Meeting; and

Resolution means a resolution contained in this Addendum to Notice of Meeting or the Notice of Meeting.

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«EFT_REFERENCE_NUMBER»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

«Company_code» «Sequence_number»

REGISTERED OFFICE:
UNIT 1
10 MARY STREET
COMO
WA, AUSTRALIA, 6152
SHARE REGISTRY:
Security Transfer Australia Pty Ltd
All Correspondence to:
PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code: CTL

Holder Number: «HOLDER_NUM

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PROXY FORM

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

VOTE
ONLINE

Lodge your proxy vote securely at www.securitytransfer.com.au
1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

☐ The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting 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) at the General Meeting of the Company to be held at 2:00pm WST on Thursday 1 February 2018 at The Celtic Club, 48 Ord Street, West Perth WA 6005 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	*Abstain
1. RATIFICATION OF PRIOR ISSUE OF SHARES	☐	☐	☐
2. APPROVAL TO ISSUE SHARES	☐	☐	☐
3. APPROVAL OF ISSUE OF SHARES TO A RELATED PARTY	☐	☐	☐

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * 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 votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 2:00pm WST on Tuesday 30 January 2018.

Name:

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This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

- a) On each of the Proxy forms, state the percentage of your voting rights or 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 of your votes; and
- b) Return both forms in the same envelope.

Individual: where the holding is in one name, the Shareholder must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Online	www.securitytransfer.com.au
Postal Address	PO BOX 52 Collins Street West VIC 8007
Street Address	Suite 913, Exchange Tower 530 Little Collins Street Melbourne VIC 3000
Telephone	1300 992 916
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.