



## AUSTRALIAN SECURITIES EXCHANGE ANNOUNCEMENT

1 February 2010

### CLOSE OF GLENGARRY'S TAKEOVER OFFER FOR CENTAURUS

Glengarry Resources Limited ("**Glengarry**") (ASX Code: GGY) advises that the off-market takeover bid for all of the fully paid ordinary shares ("**Share Offer**") and all of the bid options ("**Option Offer**") in Centaurus Resources Limited ("**Centaurus**") (ASX Code: CUR) closed at 5.00pm (WST) on 29 January 2010.

In respect of the Share Offer and the Option Offer and for the purposes of ASX Listing Rule 3.3, Glengarry gives notice that:

- Glengarry and its associates have a relevant interest in 95.20% of Centaurus' shares, and an interest in 98.88% of Centaurus' bid options; and
- As the applicable thresholds in respect of both the Share Offer and Option Offer have been reached, compulsory acquisition of the outstanding Centaurus shares and bid options will proceed.

A form 604 (notice of change of interests of substantial holder) is attached.

For more information, please contact:

Darren Gordon / Geoff James  
Managing Director / Chief Financial Officer  
Glengarry Resources Limited  
+618 9322 4929

# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme **Centaurus Resources Limited**

ACN/ARSN **120 281 969**

### 1. Details of substantial holder (1)

Name Glengarry Resources Limited (ACN 009 468 099) and its wholly owned subsidiaries Glengarry Sabah Pty Ltd (ACN 122 489 669) and Semporna Mining Sdn Bhd (together "Glengarry")

ACN/ARSN (if applicable) See Above

There was a change in the interests of the substantial holder on 29/01/2010

The previous notice was given to the company on 22/01/2010

The previous notice was dated 22/01/2010

### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully Paid Ordinary Shares	36,582,312	92.38%	37,699,534	95.20%

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
29/01/2010	Glengarry	Acquisition of relevant interests arising upon acceptance of takeover offers dated 9 December 2009 (Offers) contained in Glengarry's Bidder's Statement dated 3 December 2009	8 Fully Paid Ordinary Shares in Glengarry Resources Limited for every 1 Centaurus Resources Limited Fully Paid Ordinary Share, subject to the terms of the Offers	1,117,222 Fully Paid Ordinary Shares	1,117,222

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Glengarry	Glengarry	Glengarry	Holder of securities.	36,694,457 Fully Paid Ordinary Shares	36,694,457
Glengarry	Various offerees who have accepted the Offer	Subject to the terms of the Offers, Glengarry	Relevant interests under sections 608 (1) and 608 (8) of the Corporations Act 2001 pursuant to acceptances of the Offers.  The shares which are the subject of the acceptances have not yet been transferred to Glengarry.	1,005,077 Fully Paid Ordinary Shares	1,005,077

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

#### 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Glengarry Resources Limited, Glengarry Sabah Pty Ltd and Semporna Mining Sdn Bhd	Mezzanine Level, 35 Havelock Street, West Perth WA 6005

#### Signature

print name      Geoff James      capacity      Company Secretary

sign here            date      1/02/2010

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of “associate” in section 9 of the Corporations Act 2001.
- (3) See the definition of “relevant interest” in sections 608 and 671B (7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person’s votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B (4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
  - (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
  - (9) Give details, if appropriate of the present association and any change in that association since the last substantial holding notice.
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