



## Announcement Summary

**Entity name**

CELSIUS RESOURCES LIMITED.

**Announcement Type**

New announcement

**Date of this announcement**

31/1/2023

**The Proposed issue is:**

☒ A placement or other type of issue

**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Warrants issued to the Nominated Advisor subject to shareholder approval.	12,500,000
New class-code to be confirmed	Warrants issued to the Sub-Broker subject to shareholder approval.	13,500,000
CLA	ORDINARY FULLY PAID	3,000,000

**Proposed +issue date**

7/3/2023

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

CELSIUS RESOURCES LIMITED.

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ABN

**Registration Number**

95009162949

**1.3 ASX issuer code**

CLA

**1.4 The announcement is**☒ New announcement**1.5 Date of this announcement**

31/1/2023

**1.6 The Proposed issue is:**☒ A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

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### Part 7A - Conditions

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**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

☒ Yes

#### 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	7/3/2023	<input checked="" type="checkbox"/> Estimated	

#### Comments

### Part 7B - Issue details

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**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

☒ Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

☒ No

#### Details of +securities proposed to be issued

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##### ASX +security code and description

CLA : ORDINARY FULLY PAID

##### Number of +securities proposed to be issued

3,000,000

##### Offer price details

**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ Yes

**In what currency is the cash consideration being paid?**

GBP - Pound Sterling

**What is the issue price per +security?**

GBP 0.00800

**AUD equivalent to issue price amount per +security**

0.015000

**FX rate (in format AUD 1.00 / primary currency rate):**

AUD 1.00

**FX rate (in format AUD rate/primary currency rate) Primary Currency rate**

GBP 0.53333000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**☒ Yes**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**☒ New class**Will the proposed issue of this +security include an offer of attaching +securities?**☒ NoDetails of +securities proposed to be issued

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**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

AU000000CLA6

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**☒ No**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**☒ No**ASX +security code**

New class-code to be confirmed

**+Security description**

Warrants issued to the Nominated Advisor subject to shareholder approval.

**+Security type**

Other

**Number of +securities proposed to be issued**

12,500,000

**Offer price details****Are the +securities proposed to be issued being issued for a cash consideration?**☒ No



**Please describe the consideration being provided for the +securities**

Warrants to be issued to Beaumont Cornish Limited for services provided as the Nominated Advisor, subject to shareholder approval.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

53,333.330000

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

☒ Yes

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Refer to the 'Admission to Trading on AIM and First Day of Dealings' announcement lodged on 31 January 2023.

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

☒ New class

**Will the proposed issue of this +security include an offer of attaching +securities?**

☒ No

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

AU000000CLA6

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

☒ No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

☒ No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Warrants issued to the Sub-Broker subject to shareholder approval.

**+Security type**

Other

**Number of +securities proposed to be issued**

13,500,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ No



**Please describe the consideration being provided for the +securities**

Warrants to be issued to Optiva Securities Limited for services provided as the Sub-Broker, subject to shareholder approval.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

57,600.000000

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

☒ Yes

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Refer to the 'Admission to Trading on AIM and First Day of Dealings' announcement lodged on 31 January 2023.

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Part 7C - Timetable

**7C.1 Proposed +issue date**

7/3/2023

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Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

☒ No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

☒ Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

146,924,356

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

☒ Yes

**7D.1c ( i ) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?**

149,450,644

**7D.1c ( ii ) Please explain why the entity has chosen to do a placement rather than a +pro rata issue or an offer under a +security purchase plan in which existing ordinary +security holders would have been eligible to participate**

The placement will enhance the Company's shareholder base on the AIM market.



**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

☒ Yes

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

☒ No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

☒ No

Part 7E - Fees and expenses

**7E.1 Will there be a lead manager or broker to the proposed issue?**

☒ Yes

**7E.1a Who is the lead manager/broker?**

SP Angel Corporate Finance LLP

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

Immediately upon Admission:

- A cash commission of 5% of the gross funds procured by SP Angel from institutional and other investors in relation to the placing.
- A cash commission of 1% of the gross funds that are not procured by SP Angel but which are settled by SP Angel in the CREST system on behalf of the Company.

**7E.2 Is the proposed issue to be underwritten?**

☒ No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Refer to the Admission Appendix attached to the 'Admission to Trading on AIM and First Day of Dealings' announcement lodged on 31 January 2023.

Part 7F - Further Information

**7F.01 The purpose(s) for which the entity is issuing the securities**

To support current and future development of the Company's portfolio of assets into operating mines.

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

☒ No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

3 million ordinary shares to be issued to a related party are subject to shareholder approval.

**7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

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- ┐ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)