



Announcement Summary

Entity name

CELSIUS RESOURCES LIMITED.

Announcement Type

New announcement

Date of this announcement

15/4/2024

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 exercisable at GBP0.009 each and expiring 31 December 2026	153,666,663
New class-code to be confirmed	Warrants exercisable at GBP0.009 each and expiring 31 December 2026	8,483,333
CLA	ORDINARY FULLY PAID	162,308,329

Proposed +issue date

18/4/2024

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

---

**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**

15/4/2024

**1.6 The Proposed issue is:**

A placement or other type of issue

Part 7 - Details of proposed placement or other issue

---

Part 7A - Conditions

---

**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?**

No

Part 7B - Issue details

---

**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?**

Yes

Details of +securities proposed to be issued

---

**ASX +security code and description**

CLA : ORDINARY FULLY PAID

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

153,666,663

**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 0.00600

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

0.012000

**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 0.51993602

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes



## Attaching +Security

Is the proposed attaching 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

## Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

## Details of attaching +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

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 exercisable at GBP0.009 each and expiring 31 December 2026

## +Security type

Other

## Number of +securities proposed to be issued

153,666,663

## 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

Placement participants will receive one (1) free attaching unlisted warrant for every one (1) new share subscribed at the offer price of GBP0.006

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

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 ASX announcement dated 15 April 2024

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?

Yes



## Details of +securities proposed to be issued

**ASX +security code and description**

CLA : ORDINARY FULLY PAID

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

8,641,666

**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**

The Company's broker, WH Ireland Limited, will receive a fee of approximately 5% of the total funds raised in the Placement which is payable through the issue of 8,483,333 shares at a deemed price of GBP0.006 per share and 8,483,333 free-attaching unlisted warrants issued on the same terms as the placement. A GBP1k retainer fee is payable through the issue of 166,667 shares at a deemed price of GBP0.006 per share.

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

0.012000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

## Attaching +Security

**Is the proposed attaching 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

## Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

**Details of attaching +securities proposed to be issued****ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)****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 exercisable at GBP0.009 each and expiring 31 December 2026

**+Security type**

Other

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

8,483,333



### 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

The Company's broker, WH Ireland Limited, will receive one (1) free-attaching unlisted warrant for every one (1) new shares issued.

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

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 ASX announcement dated 15 April 2024

## Part 7C - Timetable

### 7C.1 Proposed +issue date

18/4/2024

## 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?

162,308,329 free-attaching unlisted warrants and 8,641,666 ordinary fully paid shares

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?

153,666,663 ordinary fully paid shares

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

A placement was deemed to be an efficient and cost effective method for the Company to raise funds

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

No

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?**

W.H. Ireland Limited

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

A fee of approximately 5% of the total funds raised in the Placement which is payable through the issue of 8,483,333 shares at a deemed price of GBP0.006 per share and 8,483,333 free-attaching unlisted warrants issued on the same terms as the placement. A GBP1k retainer fee is payable through the issue of 166,667 shares at a deemed price of GBP0.006 per share.

**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**

None

Part 7F - Further Information

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

- Early development works at the MCB Copper-Gold Project
- Permitting costs at the Sagay Copper-Gold Project
- Exploration costs at the Botilao Copper-Gold Prospect; and
- General working capital

**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**

None

**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:**

The publication of a +disclosure document or +PDS involving the same class of securities as the +securities proposed to be issued that meets the requirements of section 708A(11) or 1012DA(11)