



## Update Summary

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**Entity name**

CELSIUS RESOURCES LIMITED.

**Announcement Type**

Update to previous announcement

**Date of this announcement**

18/4/2024

**Reason for update to a previous announcement**

To amend the number of warrants proposed to be issued to the Companys broker, WH Ireland Limited.

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**

Update/amendment to previous announcement

**1.4a Reason for update to a previous announcement**

To amend the number of warrants proposed to be issued to the Companys broker, WH Ireland Limited.

**1.4b Date of previous announcement to this update**

15/4/2024

**1.5 Date of this announcement**

18/4/2024

**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 & a corporate finance fee of GBP5k which is payable through the issue of 8,474,999 incentive shares at a deemed price of GBP0.006 per share and 8,474,999 free-attaching unlisted incentive warrants issued on the same terms as the placement. A GBP1k retainer fee is payable through the issue of 166,667 incentive 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**

8,474,999

**Reason for the update of 'Number of +securities proposed to be issued'**

**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 incentive 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?**

162,141,662 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 and a corporate finance fee of GBP5k which is payable through the issue of 8,474,999 incentive shares at a deemed price of GBP0.006 per share and 8,474,999 free-attaching unlisted incentive warrants issued on the same terms as the placement. A GBP1k retainer fee is payable through the issue of 166,667 incentive 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)