



LESS THAN MARKETABLE PARCEL

SHARE SALE FACILITY

The Board of Celsius Resources Limited (**Celsius** or **Company**) (ASX: CLA) are pleased to announce details of a share sale facility (**Facility**) for holders of less than a marketable parcel of the Company's shares (defined in the ASX Listing Rules as a parcel of securities with a market value of not less than \$500) (**Less than Marketable Parcel**).

A less Than Marketable Parcel of Celsius share will be any registered holding of 13,157 shares or less on the Record Date. The **Record Date** for the purposes of establishing holders of Less Than Marketable Parcels has been set at 7:00pm (AEST) on 22 February 2017.

The Company currently has 7,508 shareholders of which approximately 7,070 hold a Less Than Marketable Parcel. Those holdings represent 0.19% of the Company's total issued shares. Shareholders who own 13,158 shares or more will not be eligible to participate.

The Company is providing the Facility to holders of Less Than Marketable Parcels to sell their shares without incurring any costs that could otherwise make a sale of their shares uneconomic. In addition, the Company expects to reduce the administrative costs associated with maintaining a large number of small shareholdings.

The Company is offering this Facility to assist holders of Less Than Marketable Parcels to sell shares without having to use a broker or pay brokerage. The Company will pay for all the costs of the sale for shareholders who use this Facility, excluding tax consequences from the sale which remains the shareholder's responsibility.

The price that those shareholders receive for their shares under the Facility will be determined by when and how the shares are sold. The shares will be sold as soon as practicable after 5:00pm (AEST) on 11 April 2017. Celsius may sell the shares on market or in any other way it considers fair and reasonable in the circumstances. If the shares are sold on market the Company will use its best endeavours to obtain the highest available price for the shares, but given the sale of the shares is subject to market conditions, no guarantee as to the price can be given by the Company and the price will depend on a number of factors. If Celsius sells the shares other than on market, the price will be the price that Celsius has been able to negotiate with the acquirer or acquirers. In any event, the sale price will not be less than that price equal to the simple average of the last sale prices of the shares quoted on ASX for each of the ten trading days immediately preceding the date of any offer received by the Company.



A summary of the key dates in relation to the Facility is as follows:

Event	Date
Record Date	22 February 2017 at 7:00pm (AEST)
Facility announced to ASX	23 February 2017
Letters sent to shareholders holding Less Than Marketable Parcels	Commencing 28 February 2017
Closing Date for receipt of Share Sale Facility forms	11 April 2017 at 7:00pm (AEST)
Less than Marketable Parcels Payment date	Expected to be on or about 26 April 2017

Attached is a copy of the Notice of Intention to Sell, which will be sent to all shareholders holding Less Than Marketable Parcel of shares on the Record Date.

For further information please contact the Company on +61 8 9226 4500.

Yours faithfully

Ranko Matic
Non-Executive Director
Company Secretary

Celsius Resources Contact Information

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Dear Shareholder

IMPORTANT NOTICE – INTENTION TO SELL SHARES OF LESS THAN MARKETABLE PARCEL

The Board of Directors of Celsius Resources Limited (**Celsius** or **Company**) are pleased to announce the Company will commence the process for the sale of ordinary shares (**shares**) for holders who hold less than a marketable parcel (defined in the ASX Listing Rules as a parcel of securities with a market value of not less than \$500) ("**Less Than Marketable Parcel**") ("**Facility**").

This offer applies to shareholders who at 7:00pm (AEST) on 22 February 2017 ("**Record Date**") were holders of shares in Celsius with a market value of less than \$500 based on the issue price of Celsius shares trading on ASX of \$0.038 per share on the Record Date (13,157 shares). Our records show that you are the holder of a Less Than Marketable Parcel as at the Record Date and accordingly your shareholding is eligible to participate in this share sale facility.

Celsius is offering this Facility as it provides the following benefits:

- Holders of a Less Than Marketable Parcel have the opportunity to sell their shares without incurring any brokerage or handling costs which, in proportion to the value of their holding, may otherwise render a sale unattractive or uneconomical; and
- The Company's expenses and administration involved in maintaining shareholdings of less than a marketable parcel is reduced.

As at the Record Date, the Company has approximately 7,508 shareholders of which approximately 7,070 hold a Less Than Marketable Parcel of shares that in aggregate represent approximately 0.19% of all issued shares.

You may choose to retain your holding, otherwise the Company will sell all of your existing holding as explained below.

1. Sell all of your Less Than Marketable Parcel

If you wish to sell your shares without incurring brokerage or handling costs, you do not need to take any action other than completing the enclosed Share Sale Facility Form. Celsius is authorised under Clause 3.4 of its Constitution to sell your shares following the Closing Date. Your shares will be pooled with other shares under this Facility and sold as soon as practicable after the Closing Date.

Celsius intends to appoint an execution-only broker on behalf of shareholders to effect any sales under this Facility.

The price that you receive for your shares under the Facility will be determined by when and how the shares are sold. The shares will be sold as soon as practicable after the Closing Date. Celsius may sell your shares on market or in any other way it considers fair and reasonable in the circumstances. If the shares are sold on market the Company will use its best endeavours to obtain the highest available price for the shares, but given the sale of the shares is subject to market conditions, no guarantee as to the price can be given by the Company and the price will depend on a number of factors. You will not have control over the time at which your shares are sold. The price you receive may be different from the price appearing in the newspaper or quoted by ASX on any day, may not be the best price on the days that your shares are sold and may be an average price per share based on the price obtained for all the shares sold under the Facility. If Celsius sells your shares other than on market, the price will be the price that Celsius has been able to negotiate with the acquirer or acquirers. In any event, the sale price will not be less than that price equal to the simple average of the last sale prices of the shares quoted on ASX for each of the ten trading days immediately preceding the date of any offer received by the Company.



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Australian residents will only be paid their sale proceeds in Australian dollars by direct credit to an account held with an Australian financial institution. You must complete and return the enclosed Share Sale Facility Form, including your direct credit of payments instruction in section C.

Non-resident holders who do not have an account with an Australian financial institution will be paid in Australian dollars by cheque.

There is an option on the Share Sale Facility Form to choose to donate the proceeds of the sale of your Celsius shares to Assistance Dogs Australia Limited. Assistance Dogs Australia is a registered charity that trains Assistance Dogs to perform a range of tasks for people living with disabilities, including people living with physical disabilities, autism, post-traumatic stress and dementia, as well as schools and care facilities. Amounts less than \$100 which remain unclaimed at 11 April 2018 will be donated to Assistance Dogs Australia Limited.

All costs associated with the sale of your shares will be borne by the Company. No brokerage will be payable by you.

If your shares are held in a CHESS holding, Celsius may, after the Closing Date, initiate a holding adjustment to move your shares to the issuer sponsored sub-register for the purpose of this Facility.

Any tax consequences arising from the sale of your shares will be your responsibility.

2. Retain your existing holding

If you wish to retain your existing holding then you must either:

- correctly complete, sign and return the enclosed Share Sale Facility Form so that it is received by 5.00pm (AEST) on 11 April 2017, being the Closing Date of this Facility. Please read the instructions on your personalised Share Sale Facility Form carefully before completing it; or
- arrange to have multiple holdings consolidated into the one holding which has 13,158 or more shares on the Closing Date; or
- make your own arrangements outside this Facility to purchase additional shares so that you are the registered holder of 13,158 or more shares on the Closing Date. For a purchase to be an effective notification that you wish to retain your shares, any additional shares purchased must be registered by 5:00pm (AEST) on the Closing Date under the same name and address and with the same holder number (SRN or HIN) as set out in this letter.

If you successfully take one of these steps, Celsius will not be entitled to sell your shares under this Facility.

Important information

Celsius reserves the right to vary, delay or terminate this sale facility by notice to the ASX.

Celsius is not bound to sell any or all of the shares that may be available for it to sell under this facility, and there is no guarantee that Celsius will be able to sell your shares. In addition, the sale proceeds may differ from the market value of your shares on the Record Date, depending on movements in the market price of the shares and on the Company appointed brokers' ability to procure purchasers.

The Company will determine whether a shareholder has a Less Than Marketable Parcel as at the Record Date. The Company will not have any reference to any increase in the price of shares after the Record Date in determining whose shares may be sold or bought back pursuant to this facility.

Please also note that the Company will not sell your shares in the event that a third party announces a takeover offer for the Company. Consistent with its continuous disclosure obligations, the Company may release to the ASX information that may be material to a shareholder's decision as to whether they wish to retain their shares. This information will, if released, be available on the ASX website www.asx.com.au (ASX code "CLA") and on the Company's website <http://www.celsiusresources.com.au>.



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If you have a Less Than Marketable Parcel as at the Record Date, then unless you take one of the steps outlined in section 2 of this letter, Celsius will be entitled to sell your shares under this Facility.

Neither Celsius nor any other person involved in the Facility shall be liable for failure to sell the shares or at a particular price. The price of Celsius shares is subject to change and an up-to-date price can be obtained from the ASX website set out above.

The Company reserves the right to change any of the dates referred to in this letter by notice to the ASX.

Celsius does not make any recommendation or provide any advice to you regarding whether to buy, sell or hold your shares nor that this Facility is the best way to sell your Celsius shares.

If you require advice as to whether to sell your shares, please consult your legal, financial or taxation adviser.

For further information about lodging your form or the practical operation of the Facility, please contact the Company's share registry, Automic Registry Services on 1300 288 664 between the hours of 9.00am and 4.00pm (AEST) Monday to Friday.

Yours faithfully

Celsius Resources Limited

Mr Ranko Matic

Non-Executive Director

Company Secretary