

10/09/2019

ASX Market Announcements Office

Fax 1300 135 638

Form 603 - Notice of Initial Substantial Holder -

Celsius Resources Ltd

To whom it may concern,

A group of like-minded holders acting in concert regarding their ASX:CLA shareholdings would like to lodge the attached form 603 with the ASX, and have this form announced to the market in the usual manner.

Would the ASX market announcements team please facilitate this on behalf of the group?

Kind Regards,



Robert Lurie

Group Administrator

rob@chalice.net.au

0413 757 297

HCA

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**Full Company Name/Scheme **Celsius Resources Ltd**

ACN/ARSN

1. Details of substantial holder (1)Name **Andrew Graham Palleson**

ACN/ARSN (if applicable)

The holder became a substantial holder on **06 /09/ 2019****2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	95,552,761	95,552,761	12.62%

3. Details of relevant interests

The name of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
each entity individually	Association of like minded holders	95,552,761
(see annexure 1)	acting in concert	

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See annexure 1			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
N/A				

AGP

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
	Association of like minded holders acting in concert

7. Addresses

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

Name	Address
Andrew Graham Palleson	18 Rawson Road BEROWRA SYDNEY NSW 2081

Signature

print name MR ANDREW GRAHAM PALLESON capacity Group Co-ordinator
 sign here A-G Palleson date 06 / 09 / 2019

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. 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 7 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(2) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) 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.

Annexure 1

Page 3/3

	No. of Shares
1 ALARP SERVICES PTY LTD	3,500,000
2 Andrew Graham Palleson and Hul Palleson (Palleson Superfund A/C)	12,341,000
3 Ashwini Nikhil Shende	788,714
4 BRENJE DISCRETIONARY TRUST	500,000
5 CRYPTIC DEPOSITS PTY LTD (Cryptic Superfund A/C)	1,252,380
6 Gary Robert Marshall	4,286,817
7 GOEREE SUPER PTY LTD (Goeree Superfund A/C)	1,600,000
8 GUARINO HOLDING PTY LTD	300,000
9 JSMINDUSTRIES SUPER PTY LTD (JSMINDUSTRIES Super S/F A/C)	1,600,000
10 KJIA PTY LTD (Lingo Family A/C)	4,054,000
11 KOZLOWSKI NOMINESS PTY LTD (KOZLOWSKI S/F/N)	994,281
12 LOCKSMITH TRADER PTY LTD	540,000
13 MAYWELL PTY LTD (The Lurie SMSF)	700,000
14 MAYWELL PTY LTD (The Lurie SMSF)	400,000
15 MBEMY PTY LTD (MEMY Superfund A/C)	1,032,000
16 Mr Aaron Heath Thamm	1,935,433
17 Mr Christopher Flood	1,047,696
18 Mr Daniel Peter Washburn	1,000,000
19 Mr Jabn Geoffery Mullane	8,000,000
20 Mr John Stuart McGowan	1,400,000
21 Mr Kurt Josef Lingohr and Mrs Lucy Lingohr (Lingo Superfund A/C)	1,930,298
22 Mr Liam Owen Daley	1,000,975
23 Mr Mathew Benjamin Emy	1,986,790
24 Mr Nicholas Graetz	838,000
25 Mr Paul Joseph Coombe	1,730,100
26 Mr Paul Venda Divin	3,692,096
27 Mr Peter Paul Kozlowski	1,249,796
28 Mr Peter Vidotto	1,020,000
29 Mr Robert David Lurie (The RDL A/C)	4,134,500
30 Mr Simon Guarino	800,000
31 Mr Steven Paul Loveless	5,100,000
32 Mr Warren John Quinn	4,327,885
33 Mrs Natalie McPherson	4,000,000
34 PAUL HAYWARD INVESTMENTS PTY LTD (Hayward SF A/C)	1,000,000
35 Swannies Pty Ltd	470,000
36 Yuqi Zhang Goeree	15,000,000

95,552,761

This is Annexure 1 of 1 page referred to in Form 603 Notice of Initial substantial holder
Andrew Graham Palleson

AG Palleson

 Signature

Date:

6.9.2019.