

**Form604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Celsius Resources Ltd

ACN/ARSN \_\_\_\_\_

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

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the  
substantial holder on 16/09/2019The previous notice was given to the company on 16/09/2019The previous notice was dated 16/09/2019**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities(4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power(5)
Fully paid ordinary shares	78,154,876	10.32%	97,925,775	12.93%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
16/09/2019	See Annexure 2	Become associate of association of like-minded holders acting in concert	N/A	19,770,899	2.61%

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Each entity individually (Annexure 1)	Annexure 1	Annexure 1	Association of like-minded holders acting in concert	97,925,775	12.93%

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (B) the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/AFSN (if applicable)	Nature of association
	Association of like-minded holders acting in concert (Annexure 2)

**6. Addresses**

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

Name	Address
Andrew Graham Palleason	18 Itawson Road, Berowra SYDNEY NSW 2081

**Signature**

print name ANDREW GRAHAM PALLEASON capacity Group Co-ordinator

sign here A G Palleason date 16/9/2019

**DIRECTIONS**

- 4 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 set out in paragraph 8 of the form.
- 5 See the definition of "associate" in section 9 of the Corporations Act 2001.
- 6 See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- 7 The voting shares of a company constitute one class unless divided into separate classes.
- 8 The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- 9 Included details of:
  - a any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(7) 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 rights or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- 10 See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- 11 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.
- 12 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".
- 13 Give details, if appropriate, of the present association and any change in that association since the last substantial holding.

<u>Annexure 1</u>	No. of Shares
1 AIARP SERVICES PTY LTD	3,500,000
2 Andrew Graham Palleson and Hui Palleson (Palleson Superfund A/C)	12,341,000
3 Ashwini Nikhil Shende	788,714
4 Beverley Joy Halfhide	180,933
5 BRENJE DISCRETIONARY TRUST	500,000
6 C&D Coughlan Super A/C	200,000
7 Charles Malcolm Baird	590,000
8 CRYPTIC DEPOSITS PTY LTD (Cryptic Superfund A/C)	1,252,380
9 Daniel Gelberg	1,094,848
10 Darcy James Johnson	182,266
11 Gary Robert Marshall	4,286,817
12 Gerard Peter Bates	500,000
13 Gregory George Davis	2,040,933
14 GUARINO HOLDING PTY LTD	300,000
15 Henry Anthony Chripps	325,000
16 JSMINDUSTRIES SUPER PTY LTD (JSMINDUSTRIES Super S/F A/C)	1,600,000
17 Kaye Ellen Crole	20,000
18 Kevin Dinh	249,500
19 KHA PTY LTD (Lingo Family A/C)	4,054,000
20 KOZLOWSKI NOMINESS PTY LTD (KOZLOWSKI S/F/N)	994,281
21 Larissa Nicole Brady	500,000
22 Levl Young	3,370,000
23 Levon Johnson	375,000
24 LOCKSMITH TRADER PTY LTD	540,000
25 Lukasz Krawczynski	100,000
26 Lukasz Krawczynski & Ms Zhe Zhou	203,000
27 Lynne Angela Jones	313,978
28 Marika Ley-Kheng Tan	705,226
29 Marley Hayward	99,000
30 Martin Francis O'Donnell	140,000
31 Mathew Steven Fordham	117,549
32 MAYWELL PTY LTD (The Lurie SMSF)	700,000
33 MAYWELL PTY LTD (The Lurie SMSF)	400,000
34 MBEMY PTY LTD (MEMY Superfund A/C)	1,032,000
35 Michael Ross Latham	312,990
36 Monira Savage	312,650
37 Mr Aaron Heath Thamm	1,935,433
38 Mr Christopher Flood	1,047,696
39 Mr Daniel Peter Washburn	1,000,000
40 Mr Jabln Geoffery Mullane	9,500,000
41 Mr John Stuart McGowan	1,400,000
42 Mr Kurt Josef Lingohr and Mrs Lucy Lingohr (Lingo Superfund A/C)	1,930,298
43 Mr Liam Owen Daley	1,190,260
44 Mr Mathew Benjamin Emy	1,986,790
45 Mr Nicholas Epstein	186,000

This is Annexure 1 of 2 page referred to in Form 604 Notice of change of interests of substantial holder

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<b>Annexure 1</b>	<b>No. of Shares</b>
46 Mr Nicholas Graetz	838,000
47 Mr Paul Joseph Coombe	1,730,100
48 Mr Paul Venda Divin	3,692,096
49 Mr Peter Paul Kozlowski	1,249,796
50 Mr Peter Vidotto	1,020,000
51 Mr Robert David Lurie (The RDL A/C)	4,134,500
52 Mr Simon Guarino	800,000
53 Mr Steven Paul Loveless	5,100,000
54 Mr Warren John Quinn	4,327,885
55 Mrs Natalie McPherson	4,000,000
56 Mrs Robyn Esmee Schofield	350,000
57 Nathan Moffat	795,550
58 Patrick James North	540,000
59 PAUL HAYWARD INVESTMENTS PTY LTD (Hayward SF A/C)	1,000,000
60 Paul Venda Divin	150,001
61 Philip Clive Jones + Lynne Angela Shearer <Demeine s/fa/c>	635,000
62 B3 Pty ATF Home Free Super Fund	129,941
63 Scott Johnson	300,000
64 Scott Johnson (Oliver Johnson A/C)	250,000
65 Sekhun Family Super Fund A/C	200,000
66 Shane Irwin	460,000
67 Simon Christopher Wood	672,792
68 Toocoug Pty Ltd	773,865
69 Trevor George Morrin	377,707
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	97,925,775

This is Annexure 1 of 2 page referred to in Form 604 Notice of change of interests of substantial holder

Andrew Graham Palleson

*A G Palleson*

Signature

Date 16. 9. 2019

<u>Annexure 2</u>	No. of Shares
1 Beverley Joy Halfhide	180,933
2 C&D Coughlan Super A/C	200,000
3 Charles Malcolm Baird	590,000
4 Daniel Gelberg	1,094,848
5 Darcy James Johnson	182,266
6 Gerard Peter Bates	500,000
7 Gregory George Davls	2,040,933
8 Henry Anthony Chripps	325,000
9 Kaye Ellen Crole	20,000
10 Kevin Dinh	249,500
11 Larissa Nicole Brady	500,000
12 Levi Yeung	3,370,000
13 Levon Johnson	375,000
14 Lukasz Krawczynski	100,000
15 Lukasz Krawczynski & Ms Zhe Zhou	203,000
16 Lynne Angela Jones	313,978
17 Marisa Ley-Kheng Tan	705,226
18 Marley Hayward	99,000
19 Martin Francis O'Donnell	140,000
20 Mathew Steven Fordham	117,549
21 Michael Ross Latham	312,990
22 Monica Savage	312,650
23 Mr Jabn Geoffery Mullane	1,500,000
24 Mr Liam Owen Daley	690,260
25 Mr Nicholas Epstein	186,000
26 Mrs Robyn Esmee Schofield	350,000
27 Nathan Moffat	795,550
28 Patrick James North	540,000
29 Paul Venda Divin	150,001
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35 Shane Irwin	460,000
36 Simon Christopher Wood	672,792
37 Toocoug Pty Ltd	773,865
38 Trevor George Morrln	377,707
	<u>19,943,989</u>

This is Annexure 2 of 1 page referred to in Form 604 Notice of change of interests of substantial holder

Andrew Graham Palleson

*AG Palleson*

Signature

Date 16.9.2019.