



PROSPECTUS

CELSIUS RESOURCES LIMITED
(ACN 009 162 949)

This Prospectus is being issued for the offer of up to 423,950,070 New Options as follows (**Offers**):

- (a) 233,125,000 New Options to Placement Participants (**Placement Options Offer**);
- (b) 122,075,070 New Options to Tranche 2 Placement Participants and Silvercorp (**Additional Options Offer**); and
- (c) 68,750,000 New Options to the Lead Manager (or its nominees) (**Lead Manager Options Offer**).

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY.

IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR SUITABLY QUALIFIED PROFESSIONAL ADVISER WITHOUT DELAY.

THE SECURITIES OFFERED IN CONNECTION WITH THIS PROSPECTUS ARE OF A SPECULATIVE NATURE.

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Important information

General

This Prospectus is issued by Celsius Resources Limited (ACN 009 162 949) (**Company**) for the purposes of Chapter 6D of the Corporations Act. This Prospectus is dated 14 May 2025 and was lodged with ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

No New Options will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

The New Options offered by this Prospectus should be considered speculative. Please refer to Section 3 for details relating to investment risks.

A copy of this Prospectus is available for inspection at the registered office of the Company at Level 5, 191 St Georges Terrace Perth WA 6000, during normal business hours. The Prospectus will also be made available in electronic form. Persons having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this Prospectus (free of charge) from the Company's registered office by contacting the Company. The Offers contemplated by this Prospectus is only available in electronic form to persons receiving an electronic version of this Prospectus within Australia.

The Company will also provide copies of other documents on request free of charge (see Section 5.2).

This Prospectus is a "transaction specific" prospectus for an offer of options to acquire continuously quoted securities and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus and is only required to contain, amongst other things, information in relation to the effect of the issue of the New Options on a company and the rights attaching to the New Options. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

No person is authorised to give any information or to make any representation in connection with the Offers in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company or the Directors in connection with the Offers.

No investment advice

The information in this Prospectus is not financial product advice and does not take into account your investment objectives, financial situation or particular needs. It is important that you read this Prospectus in its entirety and seek professional advice where necessary.

This document is important and should be read in its entirety before deciding to participate in the Offers.

Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to their particular needs, and considering their individual risk profile for speculative investments, investment objectives and individual financial

circumstances. Each Applicant should consult their stockbroker, solicitor, accountant or other suitably qualified professional adviser without delay.

Disclosing entity

As a disclosing entity, the Company has issued this Prospectus in accordance with section 713 of the Corporations Act applicable to prospectuses for an offer of options to acquire Shares which are quoted enhanced disclosure Shares and the Shares are in a class of securities that were quoted enhanced disclosure Shares at all times in the three months before the issue of this Prospectus.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to the ASX and does not include all the information that would be included in a prospectus for an initial public offering of Securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision about whether to invest.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the requirements of the ASX as applicable to disclosing entities from time to time, and which require the Company to notify ASIC of information available to the stock market conducted by the ASX, throughout the three months before the issue of this Prospectus.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

Overseas Shareholders

The Offers constituted by this Prospectus in electronic form is only available to persons receiving an electronic version of this Prospectus and accompanying Application Form within Australia.

No action has been taken to permit the offer of New Options under this Prospectus in any jurisdiction other than Australia.

The distribution of this Prospectus in jurisdictions outside of Australia may be restricted by law and persons who come into possession of this Prospectus outside of Australia should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Prospectus does not constitute an offer of New Options in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus. In particular, this Prospectus may not be distributed to any person, and the New Options may not be offered or sold, in any country outside Australia.

Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of New Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (**TMD**) as set out on the Company's website (<https://celsiusresources.com/>). By making an

application under the Offers, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

Forward-looking statements

This Prospectus includes forward looking statements that have been based on current expectations about future acts, events and circumstances. These forward looking statements are, however, subject to risks, uncertainties and assumptions that could cause those acts, events and circumstances to differ materially from the expectations described in the forward looking statements. The Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements. The Directors have no intention to update or revise forward-looking statements, or to publish prospective financial

information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

Definitions, time and currency

Definitions of certain terms used in this Prospectus are contained in Section 7.

All references to currency are to Australian dollars and all references to time are to the time in Perth, Western Australia, unless otherwise indicated.

Revenues and expenditures disclosed in this Prospectus are recognised exclusive of the amount of goods and services tax, unless otherwise disclosed.

Corporate directory

Directors

Julito Sarmiento	Executive Chairman
Mark van Kerkwijk	Executive Director
Peter Hume	Non-Executive Director
Paul Dudley	Non-Executive Director
Attilenore Manero	Non-Executive Director
Neil Grimes	Non-Executive Director

Company Secretary

Kellie Davis

Registered Office

Level 5, 191 St Georges Terrace
Perth WA 6000

Telephone: +61 2 8072 1400

Email: info@celsiusresources.com.au

Website: <https://celsiusresources.com/>

Share Registry*

Automic Registry Services
Level 5, 191 St Georges Terrace
Perth WA 6000

Telephone: +61 8 9324 2099

Solicitors

Hamilton Locke
Level 39, 152-158 St Georges Terrace
Perth WA 6000

ASX Code: CLA

* This entity is included for information purposes only. They have not been involved in the preparation of this Prospectus.

Indicative timetable

Event	Date (2025)
Lodgement of Prospectus with ASIC and ASX	14 May
Opening Date of Offers	
Closing Date of Offers (5:00pm AWST)	15 May
Anticipated date of issue of New Options under Placement Options Offer and Lead Manager Options Offer and lodgement of Appendix 2A	16 May
Anticipated date for commencement of New Options trading on a normal settlement basis under Placement Options Offer and Lead Manager Options Offer	19 May
Anticipated date of General Meeting to approve New Options under Additional Options Offer	30 June
Anticipated date of issue of New Options under Additional Options Offer and lodgement of Appendix 2A	1 July
Anticipated date for commencement of New Options trading on a normal settlement basis under Additional Options Offer	2 July

Note: *The above dates are indicative only and may change without notice. The Company reserves the right to vary any and all of the above dates without notice, subject to the Corporations Act, Listing Rules and other applicable laws. In particular, the Company reserves the right to vary the Opening Date and the Closing Date without prior notice, which may have a consequential effect on the other dates. Applicants are therefore encouraged to lodge their Application Form as soon as possible after the Opening Date if they wish to invest in the Company. The Company also reserves the right not to proceed with the Offers at any time before the issue of New Options.*

Investment overview

This Section is intended to highlight key information for potential investors. It is an overview only and is not intended to replace the Prospectus.

Potential investors should read the Prospectus in full before deciding to invest in New Options.

Key Information	Further Information
<p>Transaction specific prospectus</p> <p>This Prospectus is a transaction specific prospectus for an offer of options to acquire continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.</p>	-
<p>What are the Offers being made under the Prospectus?</p> <p>By this Prospectus, the Company is offering up to:</p> <ul style="list-style-type: none"> • 233,125,000 New Options to Placement Participants (Placement Options Offer); • 122,075,070 New Options to Tranche 2 Placement Participants and Silvercorp (Additional Options Offer); and • 68,750,000 New Options to the Lead Manager (or its nominees) (Lead Manager Options Offer), <p>(together, the Offers).</p>	Section 1.1
<p>What is the purpose of this Prospectus?</p> <p>The primary purpose of this Prospectus is to:</p> <ul style="list-style-type: none"> • make the offer of New Options under the Offers; and • ensure that the on-sale of the Shares issued on conversion of the New Options do not breach section 707(3) of the Corporations Act. 	Section 1.4
<p>What is the intended use of funds from the Offers?</p> <p>No funds will be raised from the issue of the New Options pursuant to this Prospectus as:</p> <ul style="list-style-type: none"> • in the case of the New Options issued pursuant to the Placement Options Offer, they are free-attaching to the Shares issued under the Placement; • in the case of the New Options issued pursuant to the Additional Options Offer, they are being issued for nil cash consideration to Tranche 2 Placement Participants and Silvercorp; and • in the case of the New Options issued pursuant to the Lead Manager Options Offer, they are being issued to the Lead Manager (or its nominees) as part consideration for the provision of lead manager and bookrunner services in connection with the Placement. 	Section 2.2

Key Information	Further Information																				
<p>Who is eligible to subscribe under the Offers?</p> <ul style="list-style-type: none"> • Placement Options Offer – the Placement Options Offer is open to Placement Participants only. • Additional Options Offer – the Additional Options Offer is open to Tranche 2 Placement Participants and Silvercorp only. • Lead Manager Options Offer – the Lead Manager Options Offer is open to the Lead Manager only. 	Section 1.2																				
<p>What are the terms of the New Options?</p> <p>The New Options will be exercisable at \$0.01 each and will expire 3 years from the date of issue.</p> <p>The Company will apply for quotation of the New Options on the ASX subject to compliance with the requirements of ASX and the Listing Rules. In the event that the Company is unable to satisfy the ASX requirements, the New Options will still be issued but will be Unquoted Options.</p> <p>The full terms of the New Options are set out in Section 4.2.</p>	Section 4.2																				
<p>Are the Offers underwritten?</p> <p>The Offers are not underwritten.</p>	Section 1.7																				
<p>What is the effect of the Offers?</p> <p>The effect of the Offers on the capital structure is set out below (refer to Section 2.1 for further details about the assumptions underpinning the table):</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2" style="background-color: #002060; color: white;">Indicative capital structure</th> </tr> <tr> <th colspan="2" style="background-color: #cccccc;">Securities on issue as at the Prospectus Date</th> </tr> </thead> <tbody> <tr> <td>Shares</td> <td style="text-align: right;">2,907,571,200</td> </tr> <tr> <td>Warrants</td> <td style="text-align: right;">266,801,390</td> </tr> <tr> <td>Unquoted Options</td> <td style="text-align: right;">33,673,355</td> </tr> <tr> <th colspan="2" style="background-color: #cccccc;">Securities on issue on completion of the Offers</th> </tr> <tr> <td>Shares</td> <td style="text-align: right;">3,135,488,452</td> </tr> <tr> <td>Warrants</td> <td style="text-align: right;">266,801,390</td> </tr> <tr> <td>Unquoted Options</td> <td style="text-align: right;">33,673,355</td> </tr> <tr> <td>New Options</td> <td style="text-align: right;">423,950,070</td> </tr> </tbody> </table> <p>It is not expected that the Offers will have any effect on the control of the Company.</p> <p>The Company does not consider that the Offers will have a material effect on the financial position of the Company. The expenses of the Offers will be met from the Company's existing cash reserves. The Offers will have an effect on the Company's</p>	Indicative capital structure		Securities on issue as at the Prospectus Date		Shares	2,907,571,200	Warrants	266,801,390	Unquoted Options	33,673,355	Securities on issue on completion of the Offers		Shares	3,135,488,452	Warrants	266,801,390	Unquoted Options	33,673,355	New Options	423,950,070	Section 2
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Key Information	Further Information
<p>financial position of reducing the cash balance by approximately \$34,206. Please refer to Section 5.10 for further details on the estimated expenses of the Offers.</p> <p>As the Offers will not have a material impact on the Company's financial position, a pro-forma statement of financial position of the Company showing the financial effect of the Offers has not been included in this Prospectus.</p>	
<p>Risk factors</p> <p>Potential investors should be aware that subscribing for New Options involves a number of risks. The key risk factors of which investors should be aware are set out in Section 3, including (but not limited to) risks in respect of:</p> <ul style="list-style-type: none"> • Additional capital requirements: The Company currently does not have operating revenue, is unlikely to generate any operating revenue unless and until a project or projects are successfully developed and production commences. The future capital requirements of the Company will depend on many factors including its business development activities. In order to successfully develop its projects and for production to commence, the Company will likely require further financing in the future. Any additional equity financing may be dilutive to Shareholders and may be undertaken at potentially lower prices than the then market price or could involve restrictive covenants which limit the Company's operations and business strategy. Debt financing may involve restrictions on financing and operating activities which could further impact the Company's operational flexibility. No assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. In the absence of sufficient funding, the Company might face significant operational constraints, including potential delays in project timelines and the inability to meet contractual obligations. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its activities, and this could have a material adverse effect on the Company's activities including but not limited to resulting in the tenements being subject to forfeiture and could affect the Company's ability to continue as a going concern. The Company may undertake additional offerings of Securities in the future. The increase in the number of Securities issued and the possibility of sales of such Securities may have a depressive effect on the price of the Company's Securities. In addition, as a result of such additional Securities, the voting power of the Company's existing Shareholders may be diluted. • Assets in the Philippines: The Company's MCB Project, Sagay Project and Botilao Prospects are all located in the Philippines. Possible sovereign risks include, without limitation, changes in the terms of legislation that pertains to mining activities, changes to royalty arrangements, changes to taxation rates and concessions and changes in the ability to enforce legal rights. These risks may, in the future, adversely affect the financial performance of the Company and the market price of its Securities. No assurance can be given regarding future stability in the Philippines or any other country in which the Company may have, or seek to establish, project interests. Additionally, if a dispute arises regarding the Company's project interests in the Philippines, the Company may not be able to rely on western legal standards. • MCB Project Mining Permit risk: As announced on 18 March 2024, the Company (via its Philippine affiliate, Makilala Mining Company, Inc. (MMCI)) obtained a Mineral Production Sharing Agreement (MPSA) with the Philippine Government for its flagship MCB Project. The MPSA has a term of 25 years and 	<p>Section 3</p>

Key Information	Further Information
<p>is renewable for another 25 years. The MPSA had an initial term of six (6) months from the date of grant. During this initial term, MMCI was required to submit the following:</p> <ul style="list-style-type: none"> ○ Additional proof of financial capability to undertake the implementation of the pertinent approved Work Programs; and ○ Certification Pre-condition issued by the National Commission on Indigenous Peoples (NCIP). <p>On 4 September 2024, the Company announced that MMCI completed the process of obtaining the Certificate Precondition (CP) as part of the Free, Prior and Informed Consent (FPIC) Process which is governed by the NCIP. As announced to ASX on 15 November 2022, MMCI signed an agreement with the Balatoc Tribe community setting out the terms and conditions for the use of their land for the purpose of mining.</p> <p>The issuance of the CP allows management to finalise arrangements with interested Philippine and international investors for funding the MCB Project.</p> <p>On 14 November 2024, the Company announced that MMCI had been granted an additional six-month extension by the Philippine Government to comply with the remaining financial capability requirement.</p> <p>On 24 February 2025, the Company announced that MMCI had signed a binding term sheet with Maharlika Investment Corporation (MIC) for a bridge loan facility of up to USD76.4 million. The facility is intended to fully fund the updating of the feasibility study and front-end engineering design for the MCB Project, and to partially fund early development activities. The execution of the term sheet satisfied MMCI’s financial capability requirement under Philippine mining regulations. As a result, on 28 March 2025, the Company received confirmation from the Philippine Government that the key conditions of MMCI’s MPSA had been fully met.</p> <p>There can be no assurance that the final documentation for the bridge loan facility will be completed or that the conditions precedent to drawdown under the facility will be satisfied. The Directors currently have no reason to believe that MMCI will be unable to meet these requirements; however, the process remains subject to potential delays associated with finalising detailed agreements and satisfying drawdown conditions. The Company cautions investors that any such delays or the failure to finalise final documentation for the bridge loan facility may have an adverse effect on the market price of the Company’s Shares.</p> <ul style="list-style-type: none"> ● Opuwo Cobalt Project: The Company’s Opuwo Cobalt Project is located in Namibia in Southern Africa. Namibia is considered to be a developing country and is subject to emerging and evolving legal and political systems. Possible sovereign risks include, without limitation, changes in the terms of mining legislation, changes to royalty arrangements, changes to taxation rates and concessions and changes in the ability to enforce legal rights. Any of these factors may, in the future, adversely affect the financial performance of the Company and the market price of its Securities. No assurance can be given regarding future stability in Namibia. Additionally, if a dispute arises regarding the Company’s project interests in Namibia, the Company may not be able to rely on western legal standards. As at the Prospectus Date, the Company has agreed the terms of a non-binding agreement with Stewardship Investments 	

Key Information**Further Information**

(Pty) Ltd concerning the disposal of the Company's 95% interest in the Opuwo Project (refer to Section 5.3 for further information). The Company reiterates that no binding agreement has been reached and, although discussions are continuing, there can be no certainty that any binding agreement will be reached or the timing of any such agreement. The Company cautions investors that an investment decision should not be made based on any potential transaction.

- **Exploration and development risks:** Mineral exploration and development can be a high-risk undertaking. There can be no assurance that exploration of the projects or any other exploration properties that may be acquired in the future will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically developed and operated due to various factors including availability and cost of financing, adverse government policy, social acceptance, environmental constraints, accessibility to infrastructures, geological conditions, commodity prices or other technical difficulties. The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, land acquisition process, changing government regulations and many other factors beyond the control of the Company. These challenges can result in delays, increased costs, or the inability to carry out exploration and development activities as planned. The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its projects and obtaining all required approvals for its activities. Failure to secure these elements may hinder project development and operational progress. In the event exploration programs are unsuccessful this could lead to a diminution in the value of its projects, a reduction in the cash reserves of the Company and possible relinquishment of part or all of its projects.
- **Quotation risk**

The Company will apply for quotation of the New Options subject to compliance with the requirements of ASX and the Listing Rules, however, the New Options will only be admitted to official quotation by ASX if the conditions for quotation of a new class of Securities are satisfied (which include, amongst other things, there being a minimum of 100,000 New Options on issue, with at least 50 holders with a marketable parcel (within the meaning of the Listing Rules)).

The Company makes no guarantee that any such application for quotation will be successful and there is a risk that the Company will not be able to satisfy the ASX requirements for quotation. In the event that the Company is unable to satisfy the ASX requirements, the New Options will still be issued, but will be Unquoted Options and there will be no public market for the New Options. If the New Options are admitted to official quotation by ASX, the price of the New Options is subject to uncertainty and there can be no assurance that an active market for the New Options will develop or continue after the Offers.
- **Option risk and dilution**

Options are, by their nature, only of value at times when the exercise price is lower than the price of the underlying Shares. There is no guarantee that the New Options offered under this Prospectus will, at any particular time, have an exercise price which is lower than the price of the Shares.

Key Information	Further Information
<p>There is a risk that the New Options may expire at a time when they have little or no value.</p> <p>On completion of the Offers, assuming the Offers are fully subscribed and Shareholders approve the issue of the New Options under the Additional Options Offer at the General Meeting, there will be up to 423,950,070 New Options on issue. If exercised, these New Options will be converted into Shares, thereby causing the shareholdings of Shareholders to be diluted by up to 11.91% (on the basis that the Offers are fully subscribed and no other Securities are issued or exercised other than those issues of Securities noted in Section 2.1 as being approved by Shareholders). However, each New Option has an exercise price of \$0.01 which means that the Company will receive additional funds of up to approximately \$4,239,501 (before costs) upon exercise of the New Options, assuming all New Options the subject of the Offers are issued and subsequently exercised. There is no certainty that New Options, if issued, will be exercised in full, or at all.</p> <ul style="list-style-type: none"> Shareholder approval risk The issue of the New Options under the Additional Options Offer is subject to the receipt of Shareholder approval at the General Meeting. Investors are cautioned that there is no certainty Shareholders will approve these New Options. 	
<p>Forward looking statements</p> <p>This Prospectus contains forward-looking statements which are identified by words such as ‘may’, ‘could’, ‘believes’, ‘estimates’, ‘targets’, ‘expects’, or ‘intends’ and other similar words that involve risks and uncertainties.</p> <p>These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are considered reasonable.</p> <p>Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the management.</p> <p>The Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.</p> <p>The Directors have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.</p> <p>These forward-looking statements are subject to various risk factors that could cause the Company’s actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 3.</p>	<p>Section 3</p>

1. Background to the Offers

1.1 Background

On 10 March 2025, the Company announced that it had secured firm commitments for a placement raising approximately \$3.3 million (before costs) (**Placement**).

On 19 March 2025, the Company advised that:

- (a) Substantial Shareholder, Silvercorp, exercised its participation right to participate in the Placement on equivalent terms to other subscribers in the Placement (refer to ASX announcement of 15 May 2023 for further information regarding Silvercorp's participation right). To give effect to Silvercorp's election to participate in the Placement, the Company and Silvercorp executed a subscription agreement raising a further \$280,000 (before costs) under the Placement. Pursuant to the terms of the subscription agreement, Silvercorp agreed to subscribe for 35,000,000 Shares and 17,500,000 New Options as follows:
 - (i) 25,999,213 Shares issued under Listing Rule 7.1 without prior Shareholder (**Tranche 1 Silvercorp Shares**); and
 - (ii) 9,000,787 Shares (**Tranche 2 Silvercorp Shares**) and 17,500,000 free attaching New Options, on the basis of one (1) New Option for every two (2) Shares subscribed for and issued under the Placement (**Silvercorp Options**) subject to the prior receipt of Shareholder approval under Listing Rule 7.1.
- (b) Directors Mark van Kerkwijk and Paul Dudley (**Participating Directors**) had agreed to participate in the Placement on equivalent terms to other subscribers in the Placement. The Participating Directors agreed to subscribe for in aggregate up to 18,750,000 Shares (**Director Placement Shares**) and 9,375,000 free attaching New Options, on the basis of one (1) New Option for every two (2) Shares subscribed for and issued under the Placement (**Director Placement Options**) subject to the prior receipt of Shareholder approval under Listing Rule 10.11.

The Placement comprised the following tranches:

- (a) the issue of 238,332,748 Shares (which includes the Tranche 1 Silvercorp Shares) to unrelated parties under Listing Rule 7.1 without prior Shareholder approval (**Tranche 1 Placement Shares**);
- (b) the issue of 209,167,252 Shares (which includes the Tranche 2 Silvercorp Shares) (**Tranche 2 Placement Shares**) and up to 223,750,000 free attaching New Options (which includes the Silvercorp Options), on the basis of one (1) New Option for every two (2) Shares subscribed for and issued under the Placement (**Tranche 2 Placement Options**) to unrelated parties subject to the prior receipt of Shareholder approval under Listing Rule 7.1; and
- (c) the issue of 18,750,000 Director Placement Shares and 9,375,000 Director Placement Options to the Participating Directors, subject to the prior receipt of Shareholder approval under Listing Rule 10.11.

The Tranche 1 Placement Shares were issued on 19 and 26 March 2025 without prior Shareholder approval under Listing Rule 7.1.

On 28 April 2025, the Company obtained Shareholder approval to issue the Tranche 2 Placement Shares, Tranche 2 Placement Options, Director Placement Shares and Director Placement Options.

Pac Partners acted as lead manager and bookrunner to the Placement. As part consideration for the provision of lead manager services, the Company agreed to issue Pac Partners (or its nominees) up to 68,750,000 New Options, on the basis of one (1) New Option for every six (6) Shares subscribed for and issued under the Placement (**Lead Manager Options**).

On 28 April 2025, the Company obtained Shareholder approval to issue the Lead Manager Options.

On 9 May 2025, the Company announced that it would issue an additional New Option to Tranche 2 Placement Participants on the basis of one (1) New Option for every two (2) Shares subscribed for and issued under Tranche 2 of the Placement, subject to Shareholder approval being received (**Additional Option Issue**). Substantial Shareholder, Silvercorp, exercised its participation right (refer to ASX announcement of 15 May 2023 for further information regarding Silvercorp's participation right) to participate in the Additional Option Issue on equivalent terms and, subject to Shareholder approval, is entitled to up to 12,616,838 New Options. Directors Mark van Kerkwijk and Paul Dudley are also eligible to participate in the Additional Option Issue, subject to the receipt of Shareholder approval under Listing Rule 10.11, given their participation in Tranche 2 of the Placement and may be issued in aggregate up to a further 9,375,000 New Options.

1.2 The Offers

The Company is offering pursuant to this Prospectus a maximum of 423,950,070 New Options each exercisable at \$0.01 each and expiring 3 years from the date of issue.

No funds will be raised from the issue of the New Options under this Prospectus.

Shares issued on exercise of the New Options will rank equally with the Shares on issue at the Prospectus Date. Please refer to Section 4.1 for further information regarding the rights and liabilities attaching to the Shares.

The Offers are not open to the general public.

The Offers are as follows:

(a) Placement Options Offer

The Placement Options Offer is an offer of one (1) free-attaching New Option for every two (2) Shares subscribed for and issued under the Placement.

Only the Placement Participants are eligible to participate in the Placement Options Offer.

233,125,000 New Options may be issued under the Placement Options Offer.

(b) Additional Options Offer

The Additional Options Offer is an offer of one (1) free-attaching New Option for every two (2) Shares subscribed for and issued under Tranche 2 of the Placement.

Only the Tranche 2 Placement Participants and Silvercorp are eligible to participate in the Additional Options Offer.

122,075,070 New Options may be issued under the Additional Options Offer.

(c) Lead Manager Options Offer

The Lead Manager Options Offer is an offer of one (1) free-attaching New Option for every two (6) Shares issued under the Placement.

Only the Lead Manager (or its nominees) is eligible to participate in the Lead Manager Options Offer.

68,750,000 New Options may be issued under the Lead Manager Options Offer.

1.3 Conditional Offers

(a) Satisfaction of ASX quotation requirements

The Company will apply for quotation of the New Options on the ASX subject to compliance with the requirements of ASX and the Listing Rules. In the event that the Company is unable to satisfy the ASX requirements, the New Options will still be issued but will be Unquoted Options. As required by Listing Rule 2.5 condition 6, the New Options

to be issued under this Prospectus will only be admitted to Official Quotation by ASX if the conditions for quotation of a new class of Securities are satisfied, which include (amongst other things):

- (i) there being a minimum of 100,000 New Options on issue; and
- (ii) there being at least 50 holders with a marketable parcel (as defined in the Listing Rules).

If the New Options to be issued under this Prospectus are not admitted to Official Quotation by ASX, the New Options will be issued as Unquoted Options. The New Options are otherwise subject to the terms and conditions set out in Section 4.2.

If the New Options to be issued under this Prospectus are not admitted to quotation within a period of three months from the Prospectus Date, any issue or transfer of New Options (or Shares issued on exercise of those New Options) will be void in accordance with section 723 of the Corporations Act.

(b) **Shareholder approval**

The issue of the New Options under the Additional Options Offer is subject to the prior receipt of Shareholder approval. If Shareholder approval is not obtained at the General Meeting for the issue of these New Options, then they will not be issued and no other consideration will be paid or liability incurred in relation to the New Options under the Additional Options Offer not being issued.

1.4 Purpose of this Prospectus

Section 707(3) of the Corporations Act generally requires that a prospectus is issued in order for a person to whom Securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those Securities within 12 months of the date of their issue.

The Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing' notice under section 708A(5). However, the Company is precluded from issuing a 'cleansing' notice in respect of the New Options as they are not in a class of Securities that were quoted Securities at all times in the last 3 months.

Consequently, the Company has issued this Prospectus for the offers of the New Options.

This Prospectus has also been issued to facilitate secondary trading of the Shares to be issued upon exercise of the New Options to be issued under the Offers. Issuing the New Options under this Prospectus will enable persons who are issued the New Options to on-sell the Shares issued on exercise of the New Options pursuant to *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80*.

Accordingly, the primary purpose of this Prospectus is to:

- (a) make the offers of New Options under the Offers; and
- (b) ensure that the on-sale of the Shares issued on conversion of the New Options do not breach section 707(3) of the Corporations Act.

1.5 Opening and Closing Date

As set out in the Timetable, the Offers will open on 14 May 2025 (**Opening Date**) and is anticipated to close at 5.00pm (AWST) on 15 May 2025 (**Closing Date**).

The above dates are indicative only and subject to change without notice. The Company may vary these dates, including to close the Offers early, extend the Closing Date or to withdraw the Offers at any time prior to issue of the New Options. If any of the dates are changed, subsequent dates may also change. You are encouraged to lodge your Application Form as soon as possible after the Opening Date.

The Company will accept Application Forms for the Offers from the Opening Date until 5.00pm (AWST) on the Closing Date or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules and the Corporations Act.

1.6 Minimum subscription

There is no minimum subscription under the Offers.

1.7 No underwriting

The Offers are not underwritten.

1.8 No rights trading

The rights to New Options under the Offers are non-renounceable. Accordingly, there will be no trading of rights on ASX and you may not dispose of your right to receive some or all of the New Options to any other party. If you do not take up your right to receive the relevant New Options by the Closing Date, the offer to you will lapse.

1.9 Application Forms

Applications must be made using the Application Form attached to or made available with a copy of this Prospectus. The Application Form must be completed in accordance with the instructions set out on the form. To the maximum extent permitted by law, the Directors will have discretion over which Applications to accept.

Completed Application Forms must be received by the Company prior to the Closing Date. Application Forms should be delivered in accordance with the instructions contained in the Application Form.

If you are in doubt as to the course of action, you should consult your professional advisor.

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of New Options accepted by the Company. The Application Form does not need to be signed to be a binding acceptance of New Options. If the Application Form is not completed correctly, it may still be treated as valid. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Application Form, is final.

By completing and returning an Application Form, Applicants will be deemed to have represented and warranted on behalf of themselves or each person on whose account they are acting, that the law in their place of residence and/or where they have been given the Prospectus does not prohibit them from being given the Prospectus and that they:

- (a) agree to be bound by the terms of the Offers;
- (b) declare that all details and statements in the Application Form are complete and accurate;
- (c) declare that they are over 18 years of age and have full legal capacity and power to perform all their rights and obligations under the Application Form;
- (d) authorise the Company and its respective officers or agents, to do anything on their behalf necessary for the New Options to be issued to them, including to act on instructions of the Company's Share Registry upon using the contact details set out in the Application Form;
- (e) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that the New Options offered by this Prospectus are suitable for them given their investment objectives, financial situation or particular needs;
- (f) acknowledge that the New Options offered by this Prospectus have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia; and

- (g) meet the eligibility criteria of the expected target market for the New Options outlined in the TMD, a copy of which can be accessed at the Company's website (<https://celsiusresources.com/>).

1.10 Issue date and dispatch

It is expected that New Options will be issued and quoted by ASX in accordance with the dates specified in the Timetable.

It is the responsibility of Applicants to determine their allocation prior to trading in the New Options. Applicants who sell New Options before they receive their holding statements do so at their own risk.

1.11 ASX quotation

An initial application has been made to the ASX for quotation of the New Options by the way of an Appendix 3B announced on the ASX market announcements platform on 10 and 19 March 2025, and 9 and 14 May 2025. The Company intends to submit an Appendix 2A for quotation of the New Options in accordance with the dates specified in the Timetable and subject to satisfying ASX's conditions for quotation of a new class of Securities.

The fact that ASX may grant Official Quotation of the New Options is not to be taken in any way as an indication of the merits of the Company or the New Options offered pursuant to this Prospectus. ASX takes no responsibility for the contents of this Prospectus.

1.12 CHESS

The Company participates in the Clearing House Electronic Sub-register System known as CHESS. ASX Settlement, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Securities pursuant to their acceptance of an Offer.

Shareholders who are broker sponsored will receive a CHESS statement from ASX Settlement.

The CHESS statement will specify the number of New Options issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the New Options.

If you are registered on the Issuer Sponsored sub-register, your statement will be despatched by the Share Registry and will contain the number of New Options issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Security holders at the end of any calendar month during which the balance of their Security holding changes. Security holders may request a statement at any other time; however, a charge may be made for additional statements.

1.13 Residents outside Australia

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should observe any such restrictions, including those set forth below. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Prospectus, and any accompanying Application Form, do not, and is not intended to, constitute an offer of New Options in any jurisdiction in which it would be unlawful. In particular, this Prospectus, and any accompanying Application Form, may not be distributed to any person, and the New Options may not be offered or sold, in any country outside Australia.

1.14 Taxation implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for New Options.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for New Options.

1.15 Major activities and financial information

A summary of the major activities and financial information relating to the Company, for the financial year ended 30 June 2024, can be found in the Company's Annual Report announced on ASX on 30 September 2024 and, for the half-year ended 31 December 2024, the Company's Half Yearly Report and Accounts announced on ASX on 12 March 2025.

The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of its Annual Financial Report on 30 September 2024 are listed in Section 5.2.

Copies of these documents are available free of charge from the Company. Directors strongly recommend that potential Applicants review these and all other announcements prior to deciding whether or not to participate in the Offers.

1.16 Privacy

The Company collects information about each Applicant provided on an Application Form for the purposes of processing the application and, if the application is successful, to administer the Applicant's security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your application.

An Applicant has an entitlement to gain access to, correct and update the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests can be made in accordance with Principle 12 of the Australian Privacy Principles and may be made in writing to the Company's registered office.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

1.17 Enquiries concerning this Prospectus

For enquiries relating to this Prospectus and general shareholder enquiries, please contact the Company via the Company's contract details contained in the Corporate Directory.

2. Effect of the Offers

2.1 Capital structure on completion of the Offers

The principal effect of the Offers, assuming all New Options offered under this Prospectus are issued, will be to increase the number of Options currently on issue (currently 33,673,355) by a maximum of 423,950,070 Options. Subject to satisfying the relevant ASX conditions for Official Quotation of a new class of Securities, application will be made for these New Options to be quoted on ASX, creating a new class of quoted Options.

Assuming that no further Shares are issued and none of the existing Unquoted Options or Warrants are converted to Shares, the effect of the Offers on the Company's issued capital as at the Prospectus Date is as shown in the following table.

Indicative capital structure	
Securities on issue as at the Prospectus Date	
Shares	2,907,571,200
Warrants	266,801,390
Unquoted Options	33,673,355
Securities on issue on completion of the Offers¹	
Shares ²	3,135,488,452
Warrants	266,801,390
Unquoted Options	33,673,355
New Options ^{3,4, 5}	423,950,070

Notes:

1. Assumes that the Offers are fully subscribed, and no further Securities are issued, other than as set out below.
2. Assumes that the following Shares are issued (as approved by Shareholders on 28 April 2025):
(a) the Tranche 2 Placement Shares; and
(b) the Director Placement Shares.
3. Assumes that the following New Options are issued (as approved by Shareholders on 28 April 2025):
(a) the Tranche 2 Placement Options;
(b) the Director Placement Options; and
(c) the Lead Manager Options.
4. Assumes the receipt of Shareholder approval at the General Meeting for the issue of the New Options under the Additional Options Offer.
5. See Section 4.2 for the terms and conditions of the New Options. The Company will apply for quotation of the New Options on the ASX subject to compliance with the requirements of ASX and the Listing Rules. In the event that the Company is unable to satisfy the ASX requirements, the New Options will still be issued but will be Unquoted Options.

2.2 Proposed use of funds

No funds will be raised from the issue of the New Options pursuant to this Prospectus as:

- (a) in the case of the New Options issued pursuant to the Placement Options Offer, they are free-attaching to the Shares issued under the Placement;
- (b) in the case of the New Options issued pursuant to the Additional Options Offer, they are being issued for nil cash consideration to Tranche 2 Placement Participants and Silvercorp; and

- (c) in the case of the New Options issued pursuant to the Lead Manager Options Offer, they are being issued to the Lead Manager (or its nominees) as part consideration for the provision of lead manager and bookrunner services in connection with the Placement.

The Company will receive \$0.01 for each New Option exercised. If all New Options are issued and exercised, the Company will receive approximately \$4,239,501 (before costs). There is no certainty that any New Options issued under the Offers will be exercised.

The application of any funds from the exercise of New Options will depend on when New Options are exercised and the status of the Company's projects and requirements at the relevant time.

2.3 Effect on control of the Company

The Company is of the view that the Offers will not affect the control (as defined by section 50AA of the Corporations Act) of the Company. No investor or existing Shareholder will have a voting power greater than 20% as a result of the completion of the Offers.

The maximum number of New Options proposed to be issued under the Offers is 423,950,070. If all of these New Options are exercised, the Shares issued on exercise will constitute approximately 11.91% of the Shares on issue following completion of the Offers (assuming the Offers are fully subscribed, no further Securities are issued and Shareholders approve the issue of the New Options under the Additional Options Offer at the General Meeting).

2.4 Substantial Shareholders

Based on available information as at the Prospectus Date and to the extent known by the Company, those persons which together with their associates have a voting power in 5% or more of the Shares on issue are set out below:

Substantial Shareholder	Shares held at Prospectus Date	Voting power at Prospectus Date ¹	Shares held on completion of the Offers	Voting power on completion of the Offers ²
Silvercorp Metals Inc.	315,061,680	10.84%	324,062,467	10.34%

Note:

1. Based on 2,907,571,200 Shares on issue at the Prospectus Date.
2. Based on 3,135,488,452 Shares on issue following completion of the Offers and no further Securities are issued. Assumes the issue of the Tranche 2 Silvercorp Shares.

2.5 Financial effect of the Offers

The Company does not consider that the Offers will have a material effect on the financial position of the Company.

If all New Options are issued and exercised (which is not certain), it would have the effect on the Company's financial position of increasing the cash balance by approximately \$4,239,501 (before costs).

The expenses of the Offers will be met from the Company's existing cash reserves. The Offers will have an effect on the Company's financial position of reducing the cash balance by approximately \$34,206. Please refer to Section 5.10 for further details on the estimated expenses of the Offers.

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3. Risk factors

An investment in New Options offered by this Prospectus should be regarded as speculative. Activities in the Company, as in any business, are subject to risks which may impact on the Company's future performance. The Company has implemented appropriate strategies, actions, systems and safeguards for known risks, however some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which prospective investors need to be aware of in evaluating the Company's business and the risks of investing in the Company. Prospective investors should carefully consider the following factors in addition to the other information presented in the Prospectus.

The principal risks include, but are not limited to, the following:

3.1 Risks specific to the Company

(a) Additional capital requirements

The Company does not have operating revenue, is unlikely to generate any operating revenue unless and until a project or projects are successfully developed and production commences. The future capital requirements of the Company will depend on many factors including its business development activities.

In order to successfully develop its projects and for production to commence, the Company will require further financing in the near future. As part of its ongoing and usual business activities as a junior exploration entity, the Board is continuing to evaluate additional options for capital. Any additional equity financing may be dilutive to Shareholders and may be undertaken at lower prices than the then market price or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing may involve restrictions on financing and operating activities.

No assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its activities, and this could have a material adverse effect on the Company's activities including resulting in the tenements being subject to forfeiture and could affect the Company's ability to continue as a going concern.

The Company may undertake additional offerings of Securities in the future. The increase in the number of Securities issued and the possibility of sales of such Securities may have a depressive effect on the price of the Company's Securities. In addition, as a result of such additional Securities, the voting power of the Company's existing Shareholders may be diluted.

(b) Assets in the Philippines and sovereign risk

The Company's MCB Project, Sagay Project and Botilao Prospect are all located in the Philippines. Possible sovereign risks include, without limitation, changes in the terms of legislation that pertains to mining activities, changes to royalty arrangements, changes to taxation rates and concessions and changes in the ability to enforce legal rights.

Any of these factors may, in the future, adversely affect the financial performance of the Company and the market price of its Securities.

No assurance can be given regarding future stability in the Philippines or any other country in which the Company may have an interest. Additionally, if a dispute arises regarding the Company's project interests in the Philippines, the Company may not be able to rely on western legal standards.

(c) **MCB Project Mining Permit risk**

As announced on 18 March 2024, the Company (via its Philippine affiliate, Makilala Mining Company, Inc. (**MMCI**)) obtained a Mineral Production Sharing Agreement (**MPSA**) with the Philippine Government for its flagship MCB Project. The MPSA has a term of 25 years and is renewable for another 25 years. The MPSA had an initial term of six (6) months from the date of grant. During this initial term, MMCI was required to submit the following:

- Additional proof of financial capability to undertake the implementation of the pertinent approved Work Programs; and
- Certification Pre-condition issued by the National Commission on Indigenous Peoples (**NCIP**).

On 4 September 2024, the Company announced that MMCI completed the process of obtaining the Certificate Precondition (CP) as part of the Free, Prior and Informed Consent (FPIC) Process which is governed by the NCIP. As announced to ASX on 15 November 2022, MMCI signed an agreement with the Balatoc Tribe community setting out the terms and conditions for the use of their land for the purpose of mining.

The issuance of the CP allows management to finalise arrangements with interested Philippine and international investors for funding the MCB Project.

On 14 November 2024, the Company announced that MMCI had been granted an additional six-month extension by the Philippine Government to comply with the remaining financial capability requirement.

On 24 February 2025, the Company announced that MMCI had signed a binding term sheet with Maharlika Investment Corporation (**MIC**) for a bridge loan facility of up to USD76.4 million. The facility is intended to fully fund the updating of the feasibility study and front-end engineering design for the MCB Project, and to partially fund early development activities. The execution of the term sheet satisfied MMCI's financial capability requirement under Philippine mining regulations. As a result, on 28 March 2025, the Company received confirmation from the Philippine Government that the key conditions of MMCI's MPSA had been fully met.

The Directors presently expect that the formal documentation for the bridge loan facility will be finalised and signed which will allow the various work programs to commence. While this process is ongoing, discussions regarding an equity investment are continuing which is intended to lead to the MCB Project being fully funded.

There can be no assurance that the final documentation for the bridge loan facility will be completed or that the conditions precedent to drawdown under the facility will be satisfied. The Directors currently have no reason to believe that MMCI will be unable to meet these requirements; however, the process remains subject to potential delays associated with finalising detailed agreements and satisfying drawdown conditions. The Company cautions investors that any such delays or the failure to finalise final documentation for the bridge loan facility may have an adverse effect on the market price of the Company's Shares.

(d) **Opuwo Cobalt Project**

The Company's Opuwo Cobalt Project is located in Namibia in Southern Africa. Namibia is considered to be a developing country and is subject to emerging legal and political systems.

Possible sovereign risks include, without limitation, changes in the terms of mining legislation, changes to royalty arrangements, changes to taxation rates and concessions and changes in the ability to enforce legal rights. Any of these factors may, in the future, adversely affect the financial performance of the Company and the market price of its Securities.

No assurance can be given regarding future stability in Namibia. Additionally, if a dispute arises regarding the Company's project interests in Namibia, the Company may not be able to rely on western legal standards. As at the Prospectus Date, the Company has agreed to terms of a non-binding agreement with Stewardship Investments (Pty) Ltd concerning the disposal of the Company's 95% interest in the Opuwo Project (refer to Section 5.3 for further information). The Company reiterates that no binding agreement has been reached and, although discussions are continuing, there can be no certainty that any binding agreement will be reached or the timing of any such agreement. The Company cautions investors that an investment decision should not be made based on any potential transaction.

(e) **Quotation risk**

The Company will apply for quotation of the New Options subject to compliance with the requirements of ASX and the Listing Rules, however, the New Options will only be admitted to official quotation by ASX if the conditions for quotation of a new class of Securities are satisfied (which include, amongst other things, there being a minimum of 100,000 New Options on issue, with at least 50 holders with a marketable parcel (within the meaning of the Listing Rules)).

The Company makes no guarantee that any such application for quotation will be successful and there is a risk that the Company will not be able to satisfy the ASX requirements for quotation. In the event that the Company is unable to satisfy the ASX requirements, the New Options will still be issued, but will be Unquoted Options and there will be no public market for the New Options. If the New Options are admitted to official quotation by ASX, the price of the New Options is subject to uncertainty and there can be no assurance that an active market for the New Options will develop or continue after the Offers.

(f) **Option risk and dilution**

Options are, by their nature, only of value at times when the exercise price is lower than the price of the underlying Shares. There is no guarantee that the New Options offered under this Prospectus will, at any particular time, have an exercise price which is lower than the price of the Shares.

There is a risk that the New Options may expire at a time when they have little or no value.

On completion of the Offers, assuming the Offers are fully subscribed and Shareholders approve the issue of the New Options under the Additional Options Offer at the General Meeting, there will be up to 423,950,070 New Options on issue. If exercised, these New Options will be converted into Shares, thereby causing the shareholdings of Shareholders to be diluted by up to 11.91% (on the basis that the Offers are fully subscribed and no other Securities are issued or exercised other than those issues of Securities noted in Section 2.1 as being approved by Shareholders). However, each New Option has an exercise price of \$0.01 which means that the Company will receive additional funds of up to approximately \$4,239,501 (before costs) upon exercise of the New Options, assuming all New Options the subject of the Offers are issued and subsequently exercised. There is no certainty that New Options, if issued, will be exercised in full, or at all.

(g) **Shareholder approval risk**

The issue of the New Options under the Additional Options Offer is subject to the receipt of Shareholder approval at the General Meeting. Investors are cautioned that there is no certainty Shareholders will approve these New Options.

3.2 Mining industry risks

(a) Exploration and development risks

Mineral exploration and development can be a high-risk undertaking. There can be no assurance that exploration of the projects or any other exploration properties that may be acquired in the future will result in the discovery of an economic resource.

Even if an apparently viable resource is identified, there is no guarantee that it can be economically developed and operated due to various factors including availability and cost of financing, adverse government policy, social acceptance, environmental constraints, accessibility to infrastructures, geological conditions, commodity prices or other technical difficulties.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, land acquisition process, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its projects and obtaining all required approvals for its activities. In the event exploration programs are unsuccessful this could lead to a diminution in the value of its projects, a reduction in the cash reserves of the Company and possible relinquishment of part or all of its projects.

(b) Operating risk

The operations of the Company may be affected by various factors, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining activities, operational and technical difficulties encountered in mining, milling and final product delivery, insufficient or unreliable or inaccessible infrastructure such as power, water and road/transport, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

In the event that any of these potential risks eventuate, the Company's operational and financial performance may be adversely affected. No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its tenement interests.

(c) Mineral Resource Estimates

The Company has declared a Mineral Resource Estimate for its MCB, Sagay and Opuwo Cobalt Projects. No assurance can be given that the Mineral Resource Estimate will result in an Ore Reserve and be commercially viable and economically exploited.

Mineral Resource Estimates are prepared in accordance with the JORC Code and are expressions of judgement based on knowledge, experience and industry practice. Estimates that are valid when made may change significantly when new information becomes available, which could in turn affect the Company's mining plans and ultimately its financial performance and value. In addition, commodity price fluctuations, as well as increased production costs or reduced throughput and/or recovery rates, may render Ore Reserves and Mineral Resources uneconomic and so may materially affect any such estimates.

When compared with many industrial and commercial operations, mining and mineral processing projects can be high risk. This is particularly so where new technologies are employed. Each orebody is unique. The nature of mineralisation, the occurrence and grade

of the ore, as well as its behaviour during mining and processing can never be wholly predicted.

(d) **Land access risk**

The Company's rights over its tenements are granted by regulatory authorities. Land access is critical for exploration and/or exploitation to succeed. It requires both access to the mineral rights and surface rights. In all cases, access to land for the purpose of prospective exploration and mining is a competitive business, in which proprietary knowledge or information is critical and the ability to negotiate satisfactory commercial arrangements with parties is often essential. However, there is no guarantee that the Company will always emerge successful in acquiring or obtaining the necessary approvals or consents for conducting exploration or evaluation activities within or outside its tenements. In addition, the Company's ability to access its tenements could be compromised by natural disasters or adverse weather conditions, political unrest, hostilities, or failure to obtain the relevant approvals and consent.

Furthermore, risk of crop and structure speculation is inherent in any land acquisition process for mining companies prior to and during the negotiation process such that even if the Company puts in place measures aimed at mitigating this, but until land access agreements are completed, speculation is still possible.

(e) **Environmental risk**

The operations and proposed activities of the Company are subject to relevant countries' laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or field development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all applicable environmental laws. The cost and complexity of complying with the applicable environmental laws and regulations may prevent the Company from being able to develop potentially economically viable mineral deposits.

Although the Company believes that it is compliant in all material respects with all applicable environmental laws and regulations, there are certain risks inherent to its activities, such as accidental spills, leakages or other fortuitous events, which could subject the Company to liability.

Further, the Company may require approval from the relevant authorities before it can undertake activities that are likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations, which may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area.

There can be no assurances that new environmental laws, regulations, or stricter enforcement policies, once implemented, will not oblige the Company to incur significant expenses and undertake significant investments which could, in turn, have a material adverse effect on the Company's activities and financial position.

(f) **Commodity price risk**

Price volatility of base and precious metals will affect the profitability of the Company's operations and its financial condition in the future, if and when the Company enters production. The Company's revenues, profitability, and viability would depend on the market price of base and precious metals produced from the Company's projects. The market prices of base and precious metals is set in the world market and is affected by numerous industry factors beyond the Company's control including the demand, expectations with respect to the rate of inflation, interest rates, currency exchange rates, the demand for base and precious metals and industrial products containing metals, base

and precious metals production levels, inventories, cost of substitutes, changes in global or regional investment or consumption patterns, and sales by central banks and other holders, speculators and procedures of base and precious metals in response to any of the above factors, and global and regional political and economic factors.

Should the Company eventually enter a production phase, a decline in the market price of base and precious metals below the Company's production costs for any sustained period would have a material adverse impact on the profit, cash flow, and results of operations of the Company's projects and anticipated future operations. Such a decline could also have a material adverse impact on the ability of the Company to finance the exploration and development of its existing and future mineral projects. A decline in the market price of base and precious metals may also require the Company to write down its material reserves which would have a material adverse effect on the value of the Company's Securities. Further, if future revenue from any future base and precious metal sales decline, the Company may experience liquidity difficulties. The Company will also have to assess the economic impact of any sustained lower prices on recoverability and therefore, on cut-off grades and the level of any future mineral reserves and resources.

(g) **Competition risk**

The industry in which the Company is involved is subject to domestic and global competition, including major mineral exploration and production companies. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

It is acknowledged that some competitors possess more substantial financial capabilities and resources, positioning them advantageously for securing future business ventures. These competitors are not limited to mineral exploration but also engage in refining and producing a variety of products globally. While this presents a challenging environment, the Company is dedicated to leveraging its unique strengths and strategic approaches to navigate the competitive landscape, strive for continuous growth, and success.

(h) **Reliance on key personnel**

The Company will be reliant on key personnel and consultants. The loss of one or more of these key contributors could have an adverse impact on the business of the Company.

It may be particularly difficult for the Company to attract and retain suitably qualified and experienced people given the current high demand in the industry and relatively small size of the Company, compared with other industry participants.

(i) **Litigation risk**

The Company is exposed to possible litigation risks including land claims, tenure disputes, environmental claims, occupational health and safety claims, and labour claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance, and financial position. The Company is not currently engaged in any litigation and is not aware of any threatened litigation.

3.3 **General risks**

(a) **General economic conditions**

The operating and financial performance of the Company is influenced by a variety of general economic and business conditions, including levels of consumer spending, commodity prices, inflation, interest rates and exchange rates, supply and demand, industrial disruption, access to debt and capital markets and government fiscal, monetary and regulatory policies. Changes in general economic conditions may result from many

factors including government policy, international economic conditions, significant acts of terrorism, hostilities, war or natural disasters. A prolonged deterioration in general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, could be expected to have an adverse impact on the Company's operating and financial performance and financial position. The Company's future possible revenues and Share prices may be affected by these factors, which are beyond the control of the Company.

(b) **Changes in government policies and legislation**

Any material adverse changes in government policies or legislation of any country in which the Company currently operates or any other country that the Company may acquire economic interests in may affect the viability and profitability of the Company.

(c) **Unforeseen expenditure risk**

Expenditure may need to be incurred that has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

(d) **Force majeure**

The Company, now or in the future, may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics, or quarantine restrictions.

(e) **Climate change risks**

The climate change risks particularly attributable to the Company include:

- (i) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and
- (ii) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

(f) **Taxation**

The acquisition and disposal of Securities will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Securities from a taxation point of view and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of applying for Securities.

3.4 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company.

The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of its Securities. Investors should consider that the investment in the Company is high risk and should consult their professional adviser before deciding whether to apply for New Options pursuant to this Prospectus.

4. Rights attaching to Securities

4.1 Rights and liabilities attaching to Shares

A summary of the rights attaching to Shares in the Company is below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

(a) General meeting and notices

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) Ranking of Shares

At the date of this Prospectus, all Shares are of the same class and rank equally in all respects. Specifically, the issue of Shares on exercise of the Placement Warrants issued pursuant to this Prospectus will rank equally with existing Shares.

(c) Voting rights

Subject to any rights or restrictions, at general meetings of Shareholders or classes of shareholders:

- (i) every Shareholder present and entitled to vote may vote in person or by attorney, proxy or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder, has one vote for every fully paid Share held and a fraction of one vote for each partly paid up Share held, equal to the proportion which the amount paid up on that Share (excluding amounts credited) is to the total amounts paid up and payable (excluding amounts credited) on that Share.

(d) Dividend rights

Subject to the rights of the holders of any shares with special rights to dividends, the Directors may determine or declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid is of the total amounts paid and payable in respect of such Shares.

No dividend carries interest against the Company.

The Company must not pay a dividend unless the Company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend. The Directors may capitalise any profits of the Company and distribute that capital to the Shareholders, in the same proportions as the Shareholders are entitled to a distribution by dividend.

(e) **Variation of rights**

If at any time the share capital is divided into different classes of shares, the rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares in that class.

(f) **Transfer of Shares**

Shares can be transferred upon delivery of a proper instrument of transfer to the Company or by a transfer in accordance with the ASX Settlement Operating Rules. The instrument of transfer must be in writing, in the approved form, and signed by the transferor and the transferee. Until the transferee has been registered, the transferor is deemed to remain the holder, even after signing the instrument of transfer.

In some circumstances, the Directors may refuse to register a transfer if upon registration the transferee will hold less than a marketable parcel. The Board may refuse to register a transfer of Shares upon which the Company has a lien. The Company must refuse to register a transfer of Shares where the Corporations Act, Listing Rules or ASX Settlement Operating Rules or a law about stamp duty requires the Company to do so.

(g) **Future increase in capital**

The issue of any Shares is under the control of the Board of the Company as appointed from time to time. Subject to restrictions on the issue or grant of Securities contained in the Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing Share or class of shares), the Directors may issue Shares and other Securities as they shall, in their absolute discretion, determine.

(h) **Rights on winding up**

If the Company is wound up, the liquidator may with the sanction of special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company and may for that purpose set such value as the liquidator considers fair on any property to be so divided and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

(i) **Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

4.2 **Terms and conditions of New Options**

The New Options granted under the Offers (referred to as “**Options**” for the purpose of this Section) will be issued on the following terms and conditions:

- (a) **(Entitlement)**: Subject to the terms and conditions set out below, each Option entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
- (b) **(Issue Price)**: The Options will be issued for nil cash consideration.
- (c) **(Exercise Price)**: The Options are exercisable at \$0.01 each.
- (d) **(Expiry Date)**: Each Option will expire 3 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (e) **(Exercise Period)**: The Options are exercisable at any time and from time to time on or prior to the Expiry Date.

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- (f) **(Notice of Exercise):** The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
 - (g) **(Issue of Shares):** Within 5 business days after the valid exercise of an Option, the Company will:
 - (i) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (ii) issue a substitute Certificate for any remaining unexercised Options held by the holder;
 - (iii) if required, and subject to paragraph (h), give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (iv) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
 - (h) **(Ranking):** All Shares issued upon the exercise of Options will upon issue rank equally in all respects with other Shares.
 - (i) **(Transferability of the Options):**
 - (i) In the event the Options are admitted to Official Quotation, the Options are freely transferable.
 - (ii) In the event the Options are not admitted to Official Quotation, the Options are not transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the Corporations Act and Listing Rules.
 - (j) **(Dividend rights):** An Option does not entitle the holder to any dividends.
 - (k) **(Voting rights):** An Option does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
 - (l) **(Quotation of the Options):** The Company will apply for quotation of the Options on the ASX subject to compliance with the requirements of ASX and the Listing Rules. In the event that the Company is unable to satisfy the ASX requirements, the Options will still be issued but will be Unquoted Options.
 - (m) **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
 - (n) **(Entitlements and bonus issues):** Subject to the rights under paragraph (p), holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
 - (o) **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.

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- (p) **(Return of capital rights):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
 - (q) **(Rights on winding up):** The Options have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
 - (r) **(Takeovers prohibition):**
 - (i) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (ii) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
 - (s) **(No other rights)** An Option does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
 - (t) **(Amendments required by ASX)** The terms of the Options may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
 - (u) **(Constitution)** Upon the issue of the Shares on exercise of the Options, the holder will be bound by the Company's Constitution.

5. Additional information

5.1 Company is a disclosing entity

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the securities market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Securities.

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a Directors' statement and report, and an audit report or review. Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 5.2 below). Copies of all documents announced to the ASX can be found at the Company's website (<https://celsiusresources.com/>).

5.2 Copies of documents

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC. The Company will provide free of charge to any person who requests it during the period of the Offers a copy of:

- (a) the financial statements of the Company for the financial year ended 30 June 2024 as lodged with ASX on 30 September 2024 (**Annual Report**);
- (b) the half year report of the Company for the half year ended 31 December 2024 lodged with ASX on 12 March 2025; and
- (c) the following notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the Annual Report referred to in paragraph (a) above, until the date of this Prospectus:

Date lodged	Subject of Announcement
14 May 2025	Update - Proposed issue of securities - CLA
9 May 2025	Proposed issue of securities - CLA
9 May 2025	Tranche 2 Placement Update
30 April 2025	Quarterly Activities/Appendix 5B Cash Flow Report
28 April 2025	Results of Meeting
8 April 2025	PH Govt confirms MMCI Financial Capability, MPSA Permanent
7 April 2025	Trading Halt
28 March 2025	Notice of General Meeting/Proxy Form
26 March 2025	Cleansing Notice
26 March 2025	Application for quotation of securities - CLA
24 March 2025	Cleansing Notice
19 March 2025	Application for quotation of securities - CLA
19 March 2025	Proposed issue of securities - CLA

Date lodged	Subject of Announcement
19 March 2025	Director & Silvercorp Subscription Agreements
17 March 2025	Initial Director's Interest Notice - NG
17 March 2025	Appointment of Non-Executive Director
12 March 2025	Half Yearly Report and Accounts
10 March 2025	Proposed issue of securities - CLA
10 March 2025	Celsius receives firm commitments for \$3.3 million
6 March 2025	Replacement Trading Halt
6 March 2025	Trading Halt
24 February 2025	MCB Project secures funding to jumpstart development
31 January 2025	Quarterly Activities/Appendix 5B Cash Flow Report
23 December 2024	Notification regarding unquoted securities - CLA
23 December 2024	Application for quotation of securities - CLA
19 December 2024	Silvercorp Subscription Agreement
19 December 2024	Proposed issue of securities - CLA
16 December 2024	Notification regarding unquoted securities - CLA
16 December 2024	Application for quotation of securities - CLA
16 December 2024	Cleansing Prospectus
11 December 2024	Proposed issue of securities - CLA
11 December 2024	Result of UK Placing
18 November 2024	Results of Meeting
14 November 2024	MCB Project Granted Extension to Meet Funding Condition
30 October 2024	Quarterly Activities/Appendix 5B Cash Flow Report
18 October 2024	Notice of Annual General Meeting/Proxy Form
7 October 2024	MCB Project aims to boost local workforce skills
30 September 2024	Annual Report to shareholders

The following documents are available for inspection throughout the period of the Offers during normal business hours at the registered office of the Company:

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 5.11 and the consents provided by the Directors to the issue of this Prospectus.

5.3 Information excluded from continuous disclosure notices

As disclosed previously to the market, the Company has been in early-stage discussions regarding a potential transaction with a strategic partner/s concerning the disposal of the Company's 95%

interest in the Opuwo Project (**Disposal**). As at the Prospectus Date, the Company has entered into a non-binding agreement with Stewardship Investments (Pty) Ltd concerning the Disposal, the indicative and proposed terms of which include an upfront cash payment of A\$750,001 as well as deferred and contingent consideration of up to A\$5,050,000 subject to the satisfaction of certain milestones. The Company reiterates that no binding agreement has been reached in relation to the Disposal. Although discussions are continuing, there can be no certainty that any binding agreement will be reached or the timing of any such agreement. The Company will make an announcement in accordance with its continuous disclosure obligations in the event that negotiations complete and a binding agreement is executed. The Company cautions investors that an investment decision should not be made based on any potential transaction. There can be no certainty that any binding agreement will be reached, or that any concluding transaction will eventuate.

It should be noted that the Company is in the process of discussions with financiers and strategic partner/s for equity in the MCB Project. Any transaction undertaken by the Company will be subject to the negotiation and execution of a binding agreement. The Company cautions investors that an investment decision should not be made on the basis of any potential transaction. There can be no certainty that any binding equity agreement will be reached, or that any concluding transaction will eventuate. The Company will make an announcement in accordance with its continuous disclosure obligations in the event that negotiations complete and a binding agreement is executed.

The Company is continuing to progress finalisation of the long-form loan agreements with MIC, and the Company will update the market in accordance with its continuous disclosure obligations once any binding agreements have been executed. The Company has been in the process of selecting a suitable engineering company to update its feasibility study and conduct the front-end engineering design and will select a preferred contractor to deliver the services, however the award remains subject to execution of the long-form loan agreements with MIC.

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules other than as is set out in this Prospectus.

5.4 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the Securities under this Prospectus.

5.5 Market price of Shares

The highest and lowest closing market sale prices of the Shares on ASX during the three months immediately preceding the date of the Offers, and the respective dates of those sales were:

Lowest:	\$0.005 on 2 April 2025
Highest:	\$0.015 on 24 February 2025

The latest available closing market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was \$0.007 per Share on 13 May 2025.

5.6 Dividend Policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

5.7 Interests of Directors

(a) Security holdings

The relevant interests of each of the Directors (together with their associates) in Securities as at the date of this Prospectus is set out below:

Director	Shares	Voting (%) ¹	Warrants	Unquoted Options	New Options
Julito Sarmiento	4,000,000	0.14	-	-	-
Mark van Kerkwijk	23,038,273	0.79	-	-	-
Peter Hume	26,000,000	0.89	-	-	-
Paul Dudley	-	-	10,000,000	-	-
Attilenore Manero	21,000,000	0.72	-	-	-
Neil Grimes	-	-	-	-	-

Notes:

1. Based on 2,907,571,200 Shares on issue at the Prospectus Date.

The relevant interest of each of the Directors (together with their associates) in Securities following completion of the Offers (assuming the Offers are fully subscribed and no further Securities are issued other than the issues of Securities approved by Shareholders on 28 April 2025 as set out in Section 2.1) is set out below:

Director	Shares	Voting (%) ¹	Warrants	Unquoted Options	New Options
Julito Sarmiento	4,000,000	0.13	-	-	-
Mark van Kerkwijk ²	32,413,273	1.03	-	-	9,375,000
Peter Hume	26,000,000	0.83	-	-	-
Paul Dudley ²	9,375,000	0.30	10,000,000	-	9,375,000
Attilenore Manero	21,000,000	0.67	-	-	-
Neil Grimes	-	-	-	-	-

Notes:

- Based on 3,135,488,4523 Shares on issue following completion of the Offers assuming the Offers are fully subscribed and no further Securities are issued.
- On 28 April 2025, Shareholders approved the issue of the following Securities to the Participating Directors:
 - 9,375,000 Director Placement Shares and 4,687,500 New Options to Mark van Kerkwijk; and
 - 9,375,000 Director Placement Shares and 4,687,500 New Options to Paul Dudley.
- Assumes the receipt of Shareholder approval at the General Meeting for the issue of 4,687,500 New Options to each of Mark van Kerkwijk and Paul Dudley under the Additional Options Offer.

(b) Remuneration of Directors

The Constitution of the Company provides that the non-executive Directors are entitled to be paid an amount of fees which does not in any year exceed in aggregate the amount last fixed by ordinary resolution. The aggregate amount of compensation for non-executive Directors is currently set at \$300,000. This aggregate amount is to be allocated among the

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non-executive Directors equally, or as otherwise decided by the Board. The remuneration of executive Directors is to be fixed by the Board.

The Constitution also provides that:

- (i) if a Director, at the request of the Board and for the purposes of the Company, performs extra services or makes special exertions, the Company may pay additional remuneration or provide benefits to that Director as the Directors resolve; and
- (ii) the Company must pay a Director (in addition to any remuneration) all reasonable expenses (including travelling and accommodation expenses) incurred by the Director in carrying out duties as a Director.

The table below sets out the remuneration provided to the Directors in their capacity as Directors of the Company and their associated companies during the last two financial years (FY), inclusive of Directors fees, consultancy fees, share-based payments and superannuation contributions.

FY ended 30 June 2024					
Director	Directors' fees and salary (\$)	Other (\$)	Super-annuation (\$)	Equity-based payments (\$)	Total (\$)
Julito Sarmiento ¹	99,996	413,502	-	-	513,498
Mark van Kerkwijk ²	7,323	12,265	825	-	20,413
Peter Hume ³	13,530	604,026	784	-	618,340
Simon Farrell ⁴	45,138	-	4,965	-	50,103
Michael Hulmes ⁵	45,138	-	4,965	-	50,103
Paul Dudley ⁶	73,200	60,000	-	-	133,200
Attilenore Manero ⁷	11,027	225,100	-	-	236,127
Neil Grimes ⁸	-	-	-	-	-

Notes:

1. During the FY ended 30 June 2024, Julito Sarmiento provided continued consultancy services to the group. The group paid Mr Julito Sarmiento for consultancy services amounting to \$114,880 which included two months from the previous reporting period and accrued for \$298,621 as consultancy services related to the reporting period 30 June 2024
2. Appointed as Executive Director on 8 May 2024. During the FY ended 30 June 2024, accrued consultancy services were charged to the company from HybridFS Pty Ltd, a company which Mr Mark van Kerkwijk is a shareholder and Director. Payments were accrued to this company for consultancy services to the value of \$12,265.
3. Resigned as Managing Director on 8 May 2024 and appointed as Non-Executive Director on 8 May 2024. During the FY ended 30 June 2024, Peter Hume provided continued

consultancy services to the group. The group paid Mr Peter Hume for consultancy services amounting to \$259,545 which included three months from the previous reporting period and accrued for \$350,880 as consultancy services related to the reporting period 30 June 2024.

4. Resigned as Non-Executive Director on 8 May 2024.
5. Resigned as Non-Executive Director on 8 May 2024.
6. During the FY ended 30 June 2024, payments were made to Skyhill Partners Ltd, a company which Mr Dudley is a shareholder and Director. Payments were made to this company for consultancy services to the value of \$60,000.
7. During the FY ended 30 June 2024, payments were made to Attilenore Manero for consultancy services. Payments were for the value of \$231,500.
8. Appointed as a Non-Executive Director on 17 March 2025.

FY ended 30 June 2023					
Director	Directors' fees and salary (\$)	Other (\$)	Super-annuation (\$)	Equity-based payments (\$)	Total (\$)
Julito Sarmiento	62,397	23,988	-	20,390	106,775
Peter Hume ¹⁰	-	-	-	-	-
Simon Farrell	40,000	-	4,200	-	44,200
Michael Hulmes	40,000	-	4,200	-	44,200
Paul Dudley ¹¹	25,000	-	-	95,767	120,767
Attilenore Manero ¹²	-	-	-	-	-
Martin Buckingham ¹³	33,333	-	-	-	33,333
Jonathan Colvile ¹⁴	40,000	54,456	-	-	94,456

Notes:

9. Payments were made to Directors as either reimbursement of expenditure or additional consulting fees, detailed further in Section I of Company's 2023 Annual Report.
10. Appointed as Managing Director on 22 March 2023.
11. Appointed as Non-Executive Director on 30 January 2023.
12. Appointed as Non-Executive Director on 22 March 2023.
13. Resigned as Executive Chairman on 14 November 2022.
14. Appointed as Non-Executive Vice Chairman on 15 November 2022 and resigned on 6 April 2023, previously Non-Executive Director.

(c) **Information disclosed in this Prospectus**

Other than as set out in this Prospectus, no Director holds or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (i) the formation or promotion of the Company;
- (ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the Offers; or
- (iii) the Offers,

and no amounts have been paid or agreed to be paid, and no benefits have been given or agreed to be given to a Director:

- (iv) as an inducement to become, or to qualify as, a Director; or
- (v) for services provided in connection with the formation or promotion of the Company, or the Offers.

5.8 Related party transactions

There are no related party transactions involved in the Offers that are not otherwise described in this Prospectus.

The Company's policy in respect of related party arrangements is:

- (a) a Director with a material personal interest in a matter is required to give notice to the other Directors before such a matter is considered by the Board; and
- (b) for the Board to consider such a matter, the Director who has a material personal interest is not present while the matter is being considered at the meeting and does not vote on the matter.

5.9 Interests of other persons

Except as disclosed in this Prospectus, no underwriter, expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest nor has had any interest in the last 2 years prior to the date of this Prospectus in the formation or promotion of the Company, the New Options offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the New Options offered under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the New Options offered under this Prospectus.

5.10 Expenses of Offers

The estimated expenses of the Offers are approximately as follows (excluding GST):

Estimated expense	\$
ASIC lodgement fee	\$3,206
ASX quotation fee	\$21,000
Legal fees and miscellaneous expenses	\$10,000
TOTAL	\$34,206

5.11 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of Securities under this Prospectus), the Directors, any persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Hamilton Locke has given its written consent to being named as the solicitors to the Company in this Prospectus. Hamilton Locke has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Automic Registry Services has given its written consent to being named as the share registry to the Company in this Prospectus. Automic Registry Services has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

5.12 Electronic Prospectus

Pursuant to Regulatory Guide 107, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an Electronic Prospectus on the basis of a paper Prospectus lodged with ASIC and the issue of Securities in response to an electronic application form, subject to compliance with certain provisions. If you have received this Prospectus as an Electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please email the Company and the Company will send to you, for free, either a hard copy or a further electronic copy of this Prospectus or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the Electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

6. Directors' statement and consent

This Prospectus is authorised by each of the Directors of the Company.

This Prospectus is signed for and on behalf of the Company by:



Julito Sarmiento
Executive Chairman
Celsius Resources Limited

Dated: 14 May 2025

7. Definitions

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

\$ means Australian dollars.

Additional Option Issue has the meaning given in Section 1.1.

Additional Options Offer has the meaning given in Section 1.2.

Applicant means a person who submits an Application Form.

Application Form means an application form attached to or made available with a copy of this Prospectus.

ASIC means the Australian Securities and Investments Commission.

ASX means the ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

ASX Settlement means ASX Settlement Pty Limited ACN 008 504 532.

ASX Settlement Operating Rules means ASX Settlement Operating Rules of ASX Settlement.

Automic or Share Registry means Automic Registry Services.

AWST means Australian Western Standard Time, being the time in Perth, Australia.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, other than a day that ASX declares is not a business day.

CHESS means ASX Clearing House Electronic Sub-register System.

Closing Date has the meaning given in the Timetable.

Company means Celsius Resources Limited (ACN 009 162 949).

Constitution means the constitution of the Company as at the date of this Prospectus.

Corporations Act means the *Corporations Act 2001* (Cth), as amended.

CP has the meaning given in Section 3.1(c).

Director Placement Options has the meaning given in Section 1.1.

Director Placement Shares has the meaning given in Section 1.1.

Directors mean the directors of the Company as at the date of this Prospectus.

Disposal has the meaning given in Section 5.3.

FPIC has the meaning given in Section 3.1(c).

FY means financial year.

Issuer Sponsored means Shares issued by an issuer that are held in uncertified form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

JORC Code means the 2012 Edition of the Joint Ore Reserves Committee Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.

Lead Manager means Pac Partners.

Lead Manager Options has the meaning given in Section 1.1.

Lead Manager Options Offer has the meaning given in Section 1.2.

Listing Rules means the listing rules of ASX.

Mineral Resource has the meaning given in the JORC Code.

MMCI has the meaning given in Section 3.1(c).

NCIP has the meaning given in Section 3.1(c).

New Options means the Options offered pursuant to this Prospectus on the terms and conditions in Section 4.2.

Offers means the Offers described in Section 1.2.

Official Quotation means the quotation of Securities on the official list of ASX.

Option means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price and at a specified time in the future.

Participating Directors has the meaning given in Section 1.1.

Placement has the meaning given in Section 1.1.

Placement Options Offer has the meaning given in Section 1.2.

Placement Participants means the sophisticated and professional investors who participated in the Placement.

Prospectus Date means 14 May 2025.

Prospectus means this prospectus dated 14 May 2025.

Section means a section of this Prospectus.

Securities mean any securities including Shares, Options and/or Warrants issued or granted by the Company.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means the holder of a Share.

Silvercorp means Silvercorp Metals Inc.

Silvercorp Options has the meaning given in Section 1.1.

Timetable means the indicative timetable on page 3 of this Prospectus.

TMD means target market determination.

Tranche 1 Placement Shares has the meaning given in Section 1.1.

Tranche 1 Silvercorp Shares has the meaning given in Section 1.1.

Tranche 2 Placement Participants means the sophisticated and professional investors who participated in Tranche 2 of the Placement and which includes, for avoidance of any doubt, Directors Mark van Kerkwijk and Paul Dudley.

Tranche 2 Placement Shares has the meaning given in Section 1.1.

Tranche 2 Silvercorp Shares has the meaning given in Section 1.1.

Unquoted Option means an Option that is not admitted to Official Quotation.

Warrant means a warrant to acquire a Share.

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