For personal use only

ASX/AIM Announcement 17 August 2026

Corporate update

Further to recent announcements, Celsius Resources Limited ("**Celsius**" or the "**Company**") (+**ASX, AIM: CLA**) wishes to provide an update in relation to the following recent developments involving Kiri Industries Limited ("**Kiri**") and its wholly-owned subsidiary, Equinaire Holdings Limited ("**Equinaire**"):

- The lifting of a Temporary Order of Protection ("**TOP**") that was previously granted in favour of Makilala Holding Limited ("**MHL**") (a wholly-owned subsidiary of Celsius) by the Regional Trial Court of Makati City ("**Court**"), subject to the posting of a counterbond;
- Planned arbitration with respect to the Omnibus Loan and Security Agreement ("**OLSA**") between MMCI and Equinaire;
- A Special Stockholder's Meeting of Makilala Mining Company Inc. ("**MMCI**"), which sought to materially expand the company's authorised capital stock; and
- A potential copper offtake agreement between Kiri Industries and MMCI.

Temporary Order of Protection

As previously announced, following the purported assignment of the OLSA from Maharlika Investment Corporation ("**MIC**") to Equinaire, Equinaire issued the following notices:

- *Notice of Event of Default* – which claims that the Notice of Relinquishment issued to Sodor, Inc. ("**Sodor**") constituted an Event of Default under the OLSA;
- *Notice of Commencement of Foreclosure Proceedings* – which on the basis of Equinaire's claimed Event of Default, is seeking to initiate a foreclosure process and the enforcement of security with respect to MHL's 40% interest in MMCI; and
- *Notice of Disposition* – which is seeking to initiate a public auction for MHL's 40% interest in MMCI.[1]

As announced on 12 August 2026, a TOP was granted by the Court preventing Equinaire from proceeding with foreclosure or the disposition and auction of MHL's interest in MMCI.[2] In support of the TOP, MHL was required to post a bond of PHP10 million (~A$231,000).

Equinaire then applied to the Court to lift the TOP to enable it to proceed with an auction and sale of MHL's interest in MMCI.

The Court has subsequently granted Equinaire's motion to lift the TOP, subject to Equinaire posting a counterbond of PHP201 million (~A$4.6 million). The Court ruled that under the

[1] See *12 August 2026 ASX/AIM Announcement – Further MMCI OLSA Update* and *20 July 2026 ASX/AIM Announcement – MMCI OLSA Update.*
[2] See *12 August 2026 ASX/AIM Announcement – Further MMCI OLSA Update.*

Celsius Resources Ltd ACN 009 162 949 Suite 8, 110 Hay Street, Subiaco WA 6008
P: +61 8 9324 4516 **E**: info@celsiusresources.com.au **W**: celsiusresources.com

Special Rules of Court on Alternative Dispute Resolution, Equinaire has the right to post a counterbond and that the Court's discretion is limited to the determination of the appropriate amount of the counterbond.

Celsius has filed a Motion of Reconsideration with the Court outlining its objections to the lifting of the TOP.

Kiri arbitration

As previously announced, Celsius refutes the occurrence and continuance of an Event of Default under the OLSA and the capacity of Equinaire to initiate a foreclosure process and sell MHL's interest in MMCI.[3] Celsius' position is that the alleged default does not arise on the facts and, in any event, does not satisfy the contractual conditions required before enforcement rights may be exercised.

In accordance with the dispute resolution provisions of the OLSA, Celsius intends to progress arbitration to protect its interests. The arbitration is intended as a means of obtaining clarity and stability for the MCB Project. Celsius will seek confirmation of the parties' respective rights and obligations, the withdrawal or neutralisation of contested enforcement steps, and relief for the disruption and uncertainty caused by those steps.

MMCI Stockholders Meeting

The MMCI Board, chaired by Attorney Julito "Sarge" Sarmiento, called a Special Stockholders Meeting last week. At the meeting it was proposed to increase the authorised capital stock of MMCI by PHP6 billion (~A$138.5 million). MMCI extended an invitation to Equinaire to attend the meeting.

Celsius requested that Equinaire's representatives be excluded from the meeting. However, Attorney Sarmiento, who presided over the meeting, overruled these objections.

Under the Philippine Revised Corporation Code, an increase in its capital stock requires the approval of two-thirds of stockholders. This typically would have allowed MHL to use its voting rights over its 40% interest in MMCI to block the resolution.

However, Attorney Sarmiento, determined that MHL was unable to vote and that Equinaire held a power of attorney over its 40% shareholding in MMCI. It is presumed that Attorney Sarmiento made this determination on the basis of an assumed occurrence and continuance of an Event of Default under the OLSA. As outlined above, Celsius strongly refutes this proposition.

Accordingly, with the support of Equinaire, the resolution to expand the authorised capital stock of MMCI was approved at the meeting.

Subsequent to the meeting, Celsius has successfully sought an interim arbitration order that:

- Prevents any action that would increase MMCI's authorised capital stock; and

---

[3] See *12 August 2026 ASX/AIM Announcement – Further MMCI OLSA Update* and *20 July 2026 ASX/AIM Announcement – MMCI OLSA Update*.

For personal use only

- Pending further arbitration orders, directing MMCI to maintain the existing capital and ownership structure of MMCI and to refrain from any action that would alter such structure.

Potential offtake agreement

During an Investor Conference Call on 13 August 2026, the Chairman and Managing Director of Kiri, Mr Manish Kiri appeared to confirm that Kiri and MMCI have executed an offtake agreement, when he made the following comments in relation to a question around offtake from the MCB Project:

"We have already structured 70% of the offtake to come to us. That was the key."[4]

Mr Kiri also proceeded to make the following comments:

"Yes, there are shareholders' disputes and litigations ongoing right now and Celsius is objecting Kiri's offtake. But I think based on the overall assessment of the situation and looking at Celsius' continuous attack on the other shareholders there, it seems that the matter has been now put to the court, and we should have some clarity on that as well. But as far as the majority shareholders are concerned and our earlier discussions are concerned, which still hold, and we are hopeful that Celsius who is trying to derail the development of the project doesn't put kind of barriers to stop the development. So, let's focus."[5]

Celsius' position with respect to these comments is as follows:

- Notwithstanding MHL's 40% equity interest in MMCI and its ~US$10.3 million intercompany loan to MMCI, it has not been provided any details of an offtake agreement between MMCI and Kiri;
- The MCB Project had previously received compelling offtake proposals from trading companies, refiners and financiers with substantially stronger balance sheets and greater credibility in the copper sector than Kiri;
- Celsius, as part of its arbitration application, is seeking to injunct any offtake agreement executed by Kiri and MMCI, without the written approval of Celsius, until the completion of a broader arbitration process between Sodor, Inc. ("**Sodor**"), PMR Holding Corp. ("**PMR**") and Celsius;
- Celsius has provided written notice to Kiri that it intends to rescind any transactions or arrangements agreed with MMCI that have not been approved by Celsius;
- The binding deeds and agreements between Celsius, Sodor and PMR, which expired on 16 February 2026, were predicated on PDEP Inc. ("**PDEP**"), currently a wholly owned subsidiary of Celsius, operating the MCB Project processing plant and producing and

[4] See Kiri Industries Limited FQ1 2027 Earnings Call August 13, 2026.

[5] See Kiri Industries Limited FQ1 2027 Earnings Call August 13, 2026.

For personal use only

marketing a copper-gold concentrate.[6] In other words, PDEP and not MMCI is the relevant entity for an offtake agreement; and

- Celsius remains focused on expediting the development of the MCB Project. It has received no responses to its numerous requests for meetings and calls with Mr Manish Kiri.

Celsius will provide further updates as and when appropriate in accordance with its continuous disclosure obligations.

This announcement has been authorised by the Board of Directors of Celsius Resources Limited.

Celsius Resources Limited
Bardin Davis – Managing Director
E: info@celsiusresources.com.au
W: www.celsiusresources.com

Purple Communications Pty Ltd
Andrew Edge
P: +61 410 276 744
E: aedge@purple.au

Zeus Capital Limited
Nominated Adviser -
James Joyce / James Bavister
Broking -
Harry Ansell
P: +44 (0) 20 3 829 5000

Forward-looking statements

This announcement contains forward-looking information and prospective financial material, which is predictive in nature and may be affected by inaccurate assumptions or by known or unknown risks and uncertainties and may differ materially from results ultimately achieved. Such forward-looking statements are expectations or beliefs of the Company based on information currently available to it.

[6] See 20 March 2023 ASX / AIM Announcement – CLA enters Binding Deed with local companies for MCB Project.

For personal use only