

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Celsius Coal Limited

ABN

95 009 162 949

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | (a) Ordinary Shares
(b) Performance Rights – Class A
(c) Options – Class C
(d) Options – Employee |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 5,750,000
(b) 25,000,000
(c) 20,000,000
(d) 2,000,000 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | (a) Fully Paid
(b) Refer to attached terms and conditions in Schedule 1
(c) Unlisted Class C options exercisable at 2 cents and expiring 21 February 2015
(d) Unlisted Employee Options exercisable at 2 cents and expiring 21 February 2016 |

+ See chapter 19 for defined terms.

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p>	<p>(a) Yes (b) n/a (c) n/a (d) n/a</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
<p>5 Issue price or consideration</p>	<p>(a) deemed issue price of 2 cents per share (b) nil (c) nil (d) nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a), (b), (c) Issued to Alexander Molyneux as approved by shareholders on the 23rd January 2013 (d) Issued to employees under Employee Option Plan approved by shareholders on 4th October 2012.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p>	<p>Yes</p>
<p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>28 November 2012</p>

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6c	Number of +securities issued without security holder approval under rule 7.1	nil	
6d	Number of +securities issued with security holder approval under rule 7.1A	nil	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	(a) 5,750,000 (b) 25,000,000 (c) 20,000,000 (d) 2,000,000	
6f	Number of securities issued under an exception in rule 7.2	nil	
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	n/a	
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	n/a	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	n/a	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	21 February 2013	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number 1,752,703,670	+Class Ordinary Fully Paid Shares

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	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	170,000,000	Unlisted Options exercisable at 1 cent each and expiring on 31 March 2014
		30,000,000	Unlisted Class A Options exercisable at 2 cents each and expiring on 31 October 2014
		20,000,000	Unlisted Class C Options exercisable at 2 cents each and expiring 21 February 2015
		2,000,000	Unlisted Employee Options exercisable at 2 cents each and expiring 21 February 2016
		205,400,000	Class A Performance Shares
		205,400,000	Class B Performance Shares
		205,400,000	Class C Performance Shares
		155,400,000	Class D Performance Shares
		155,400,00	Class E Performance Shares
		25,000,000	Class A Performance Rights
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No dividend policy established as the Company is still in exploration phase	

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

- | | | |
|----|---|----------------|
| 11 | Is security holder approval required? | Not Applicable |
| 12 | Is the issue renounceable or non-renounceable? | |
| 13 | Ratio in which the +securities will be offered | |
| 14 | +Class of +securities to which the offer relates | |
| 15 | +Record date to determine entitlements | |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 | Policy for deciding entitlements in relation to fractions | |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents

<small>Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.</small> | |
| 19 | Closing date for receipt of acceptances or renunciations | |
| 20 | Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 22 | Names of any brokers to the issue | |
| 23 | Fee or commission payable to the broker to the issue | |

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- | | | |
|----|---|--|
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders | |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting | |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled | |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | |
| 28 | Date rights trading will begin (if applicable) | |
| 29 | Date rights trading will end (if applicable) | |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker? | |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | |
| 32 | How do +security holders dispose of their entitlements (except by sale through a broker)? | |
| 33 | +Despatch date | |

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Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

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40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.

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- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Date: 25/02/2013
(Non-Executive Director & Company secretary)

Print name: Ranko Matic

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SCHEDULE 1– TERMS OF THE PERFORMANCE RIGHTS

1. The Performance Rights will be issued under the Company's Employee Performance Rights Plan.
2. Unless the Board determines otherwise, any unvested Performance Rights will immediately lapse if the Executive is no longer employed by the Company or one of its Related Bodies Corporate.
3. The Performance Rights will be split into 3 equal tranches of 25 million rights, with 25 million Performance Rights being issued immediately following shareholder approval by the Company's shareholders in general meeting and thereafter 25 million Performance Rights being issued on the next two anniversaries of the Executive's employment. Upon achievement of the vesting criteria, the Performance Rights will automatically convert into fully paid ordinary shares in the Company.
4. The KPIs for the first set out Performance Rights is below. This is year 1. In subsequent years, the KPIs will be set by the Remuneration Committee but will be largely consistent with the KPIs below (but with harder targets) and the length of service will be 24 months and 36 months respective for the next two tranches of 25 million Performance Rights.

Number of Performance Rights	Vesting Condition	Length of Service
1,250,000	Both: 1. Social responsibility: create and implement social strategy. 2. Environment: no breaches.	12 months
1,250,000	Safety: (i) implement safety policy; and (ii) 'world class' lost time injury frequency rate (ie, <1.5 LTIFR per 100,000 man hours)	12 months
1,250,000	Strategy: (i) prepare business plans and budgets for board review and approval; (ii) analyse the potential market for Celsius' coal and prepare marketing plan; (iii) complete a review of infrastructure options, together with a plan for transporting coal from the Kyrgyz project to end markets.	12 months
1,250,000	Complete an equity raising of at least \$5 million at a price satisfactory to the Board.	12 months

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1,500,000	Complete an equity raising of at least \$5 million at a price equal to or greater than 150% above the last capital raising price (i.e. 3 cents).	12 months
2,750,000	Initiate relationships with key potential partners and execute at least one MOU (or equivalent) that is announced to ASX.	12 months
1,250,000	During the first three (3) months following the Commencement Date, the VWAP for the Company's shares as traded on ASX being equal to or exceeds \$0.04.	12 months
1,250,000	During the second three (3) months following the Commencement Date, the VWAP for the Company's shares as traded on ASX being equal to or exceeds \$0.04.	12 months
1,250,000	During the third three (3) months following the Commencement Date, the VWAP for the Company's shares as traded on ASX being equal to or exceeds \$0.04.	12 months
1,250,000	During the fourth three (3) months following the Commencement Date, the VWAP for the Company's shares as traded on ASX being equal to or exceeds \$0.04.	12 months
5,000,000	Enterprise value/resource as at 12 month anniversary exceeding the average across the "Basket".	12 months
5,000,000	Share price performance of CLA as at the 12 month anniversary exceeding the average across the "Basket".	12 months
25,000,000		

The "Basket" of comparable companies for the purposes set out above will, in the first 12 months, be:

- * Aspire Mines (ASX: AKM)
- * Xanadu Mines (ASX: XAM)
- * Guildford Coal (ASX: GUF)
- * Mongolia Energy (HKEX: 276)
- * Kaisun Energy (HKEX: 8203)
- * Modun Resources (ASX: MOU)
- * Draig Resources (ASX: DRG)
- * Newera Resources (ASX: NRU)

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The “Basket” of companies will be reviewed annually by the Remuneration Committee.

In the event of a Change of Control, any unvested Performance Rights (which have not lapsed prior) shall immediately vest.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	
<i>Add</i> the following: <ul style="list-style-type: none"> • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of</i> 	

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<i>securities on different dates as separate line items</i>	
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	
“A”	

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“C”	
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.15] – “C”	 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	

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Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
$“A” \times 0.10$ <i>Note: number must be same as shown in Step 2</i>	
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	
Total $[“A” \times 0.10] - “E”$	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.