CELSIUS ANNOUNCES GENERAL OFFER NOW OPEN

Celsius Coal Limited (ASX Code: CLA) (**Celsius** or the **Company**) previously announced that it had lodged a prospectus for a Share Purchase Plan (SPP) with ASIC on July 9th, 2014 with the intention of issuing up to 603,441,250 shares to existing shareholders to raise up to $482,753. Any shares not issued under the SPP may be issued under a General Offer to the general public. The issue price of $0.0008 per share represents a 20% discount to the 5-day volume weighted average price (VWAP).

The net proceeds of the raising will be applied towards the following:

- To conduct further reviews of coking properties, blending opportunities and other options for the Uzgen Basin Coking Coal Project
- Assessment of the Company's Nickel Assets and searches for complimentary assets
- Working Capital

The SPP is not subject to shareholder approval, nor is the General Offer.

Celsius Coal Limited can now announce that the General Offer in relation to the above is now open and applications can be made under the general offer in accordance with the attached Application Form.

An outline of the timing of the offer is as follows:

Event	Date (WST)
Record Date	5.00pm (WST) on 8 July 2014
Prospectus lodged with ASIC and Prospectus and Appendix 3B with ASX	9 July 2014
SPP Offer opens	9 July 2014
Prospectus dispatched to Eligible Shareholders	9 July 2014
Closing Date for SPP Offer**	30 July 2014
General Offer Notification Date	31 July 2014
Issue of Shares pursuant to the SPP Offer and General Offer	8 August 2014
Trading commences for Shares pursuant to the SPP Offer and General Offer	11 August 2014

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www.celsiuscoal.com.au

ABOUT CELSIUS COAL

Celsius Coal Ltd is an Australian-based exploration company focused on exploring and developing coking and thermal coal deposits in the Kyrgyz Republic.

Celsius has a 90% interest in the Sary Mogol coal license located in the Alai Range region in the south of the Kyrgyz Republic and also has an 80% interest in the Kargasha, Kokkia and Min Teke licences in the Uzgen Basin. Celsius' main focus is on its Uzgen Basin Coking Coal Project. In addition to its existing assets, the Company continues to actively pursue new projects in the resources sector, not only in Australia and the Kyrgyz Republic, but elsewhere in the world, with the hope of subsequently developing mining operations on those projects.

For more information, please visit www.celsiuscoal.com.au or contact Mr Ranko Matic, Company Secretary on +61 (08) 9226 4500.

All Registry Communications to:
Automic Registry Services
PO Box 223, West Perth, Western Australia 6872
P +61 (0)8 9324 2099 |F +61 (0)8 9321 2337
E info@automic.com.au

CELSIUS COAL LIMITED

ACN 009 162 949

GENERAL OFFER APPLICATION FORM

1 Name and Address

Existing SRN/HIN

(insert your existing holder number above)

IMPORTANT: This Offer is being made under the Share Purchase Plan Prospectus dated 9 July 2014. The Prospectus contains information about investing in the New Shares and you should carefully read the Prospectus before applying for New Shares. If you do not understand it or you are in doubt as to how you should deal with it, you should seek professional advice.
The company reserves the right to reject any general offer application for New Shares.

2 Insert the number of New Shares applied for

☐☐☐ , ☐☐☐ , ☐☐☐

3 Payment Amount (multiply the number in section 1 by A$[0.0008]

A$ ☐☐ , ☐☐☐ , ☐☐☐ . ☐☐

4 PLEASE INSERT CHEQUE DETAILS

Cheques must be drawn on an Australian branch of a financial institutional in Australian currency, made payable to **Celsius Coal Limited – SPP Entitlement Issue Account** crossed "Not Negotiable" and forwarded to Automic Registry Services.

Cheque Number ☐☐☐☐☐☐☐☐☐

BSB ☐☐☐ - ☐☐☐

Account Number ☐☐☐☐☐☐☐☐☐

5 CONTACT DETAILS

Please use details where we can contact you between the hours of 9:00am and 5:00pm should we need to speak to you about your application.

Telephone Number	Contact Name (PRINT)
( )	

6 SIGNATURE OF HOLDERS

Individual or Shareholder 1	**Shareholder 2**	**Shareholder 3**
Sole Director / Company Secretary	Director	Director / Company Secretary

INSTRUCTIONS TO COMPLETION OF THIS GENERAL APPLICATION FORM

The Share Purchase Plan to which this General Offer Application Form relates to is not being made to investors located or resident outside of Australia or New Zealand. In particular, this Share Purchase Plan is not being made to any person in the U.S. or to a U.S. person. The Prospectus and Share Purchase Plan Application Form do not constitute an offer or invitation to acquire Shares in any place in which, or to any person to whom, it would be unlawful to make such an offer or invitation.
The company reserves the right to reject any general application of New Shares.

GENERAL OFFER APPLICATION FORM

By returning the General Offer Application Form with payment to the Registry:

- you represent and warrant that you have read and understood the Prospectus and that you acknowledge the matters, and make the warranties and representations;
- you provide authorisation to be registered as the holder of New Shares acquired by you and agree to be bound by the Constitution of the Company.

1 Registration Details

Enter your registered name and address and existing SRN or HIN as it appears on the register of members – if applicable.

2 New Shares

Enter into section 2 the number of New Shares for which you are applying.

3 Payment Amount

Enter into section 3 the total amount payable for the number of New Shares for which you are applying.

4 Cheque Details

Enter your cheque details in section 4. Cheques must be drawn on an Australian branch of a financial institution in Australian currency, made payable to **Celsius Coal Limited – SPP Entitlement Issue Account** and crossed "Not Negotiable". Please ensure sufficient funds are held in your account.

5 Contact Details

Please enter a contact number we may reach you on between the hours of 9:00am and 5:00pm. We may use this number to contact you regarding your acceptance of the New Shares, if necessary.

6 Signing Instructions

- **Individual**: Where the holding is in one name, the Shareholder must sign.
- **Joint holding**: Where the holding is in more than one name, all of the Shareholders should sign.
- **Power of attorney**: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Form when you return it.
- **Companies**: Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

HOW TO LODGE YOUR SHORTFALL APPLICATION FORM

Your Shortfall Application Form can be mailed or delivered with your payment for Additional New Shares to either of the below addresses.

Mailing Address

Celsius Coal Limited
C/- Automic Registry Services
PO Box 223
WEST PERTH WA 6872

Hand Delivery
(Please do not use this address for mailing purposes)
Celsius Coal Limited
C/- Automic Registry Services
Level 1, 7 Ventnor Avenue
WEST PERTH WA 6005

If you require further information on how to complete this General Offer Application Form, please contact Ranko Matic, Company Secretary, Celsius Coal Limited on +61 8 9226 4500.