

**Announcement Summary**

Entity name

CELSIUS RESOURCES LIMITED.

Date of this announcement

Thursday December 02, 2021

The +securities the subject of this notification are:☒ +Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX**Total number of +securities to be issued/transferred**

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
New class - code to be confirmed	Director Performance Rights: Milestone 1	2,500,000	02/12/2021
New class - code to be confirmed	Director Performance Rights: Milestone 2	2,500,000	02/12/2021
New class - code to be confirmed	Director Performance Rights: Milestone 3	2,500,000	02/12/2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

CELSIUS RESOURCES LIMITED.

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type

ABN

Registration number

95009162949

1.3 ASX issuer code

CLA

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

2/12/2021



Part 2 - Issue details

2.1 The +securities the subject of this notification are:

☒ +Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

☒ does not have an existing ASX security code ("new class")



Part 3C - number and type of +securities the subject of this notification (new class) where issue has not previously been notified to ASX in an Appendix 3B

ASX +security code

New class - code to be confirmed

+Security description

Director Performance Rights: Milestone 1

+Security type

Other

ISIN code**Date the +securities the subject of this notification were issued**

2/12/2021

Will all the +securities issued in this class rank equally in all respects from their issue date?☒ Yes**Were any of the +securities issued to +key management personnel (KMP) or an +associate?**☒ Yes**Provide details of the KMP or +associates being issued +securities.****Name of KMP**

Mr. Blair Sergeant

Name of registered holder

Rio Super Pty Ltd

Number of +securities

2,500,000

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02437953-6A1056870?access_token=83ff96335c2d45a094df02a206a39ff4**Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms**https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02437953-6A1056870?access_token=83ff96335c2d45a094df02a206a39ff4**Any other information the entity wishes to provide about the +securities the subject of this notification**

Milestone 1: Which will vest after the Company announces completion of a positive Scoping Study in relation to its MGB Copper/Gold Project and a successful capital or equity raise both by 17 March 2022



Issue details

Number of +securities

2,500,000

ASX +security code

New class - code to be confirmed

+Security description

Director Performance Rights: Milestone 2

+Security type

Other

ISIN code

Date the +securities the subject of this notification were issued

2/12/2021

Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ Yes

Were any of the +securities issued to +key management personnel (KMP) or an +associate?

☒ Yes

Provide details of the KMP or +associates being issued +securities.

Name of KMP	Name of registered holder	Number of +securities
Mr. Blair Sergeant	Rio Super Pty Ltd	2,500,000

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.

https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02437953-6A1056870?access_token=83ff96335c2d45a094df02a206a39ff4

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02437953-6A1056870?access_token=83ff96335c2d45a094df02a206a39ff4

Any other information the entity wishes to provide about the +securities the subject of this notification

Tranche 2: Which will vest when the Company's share price, as quoted on the ASX, achieves a 20-day consecutive VWAP of \$0.11 per share, by 17 March 2022



Issue details

Number of +securities

2,500,000

ASX +security code

New class - code to be confirmed

+Security description

Director Performance Rights: Milestone 3

+Security type

Other

ISIN code

Date the +securities the subject of this notification were issued

2/12/2021

Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ Yes

Were any of the +securities issued to +key management personnel (KMP) or an +associate?

☒ Yes

Provide details of the KMP or +associates being issued +securities.

Name of KMP

Mr. Blair Sergeant

Name of registered holder

Rio Super Pty Ltd

Number of +securities

2,500,000

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.

https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02437953-6A1056870?access_token=83ff96335c2d45a094df02a206a39ff4

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Any other information the entity wishes to provide about the +securities the subject of this notification

Tranche 3: Which will vest after the Company announces completion of a Definitive Feasibility Study, as defined under the JORC Code, at its MCB Copper/Gold Project, by 17 March 2024



Issue details

Number of +securities
2,500,000

Part 4 - +Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:
(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)

4.1 Quoted +Securities (Total number of each +class of +securities quoted)

ASX +security code and description	Total number of +securities on issue
CLA : ORDINARY FULLY PAID	1,047,228,081

4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
CLAAC : OPTION EXPIRING 04-AUG-2023 EX \$0.012	50,000,000
CLAAF : PERFORMANCE RIGHTS MILESTONE 1	4,250,000
CLAAD : PERFORMANCE RIGHTS MILESTONE 4	4,400,000
CLAAG : PERFORMANCE RIGHTS MILESTONE 2	3,600,000
CLAAH : PERFORMANCE RIGHTS MILESTONE 3	5,400,000
New class - code to be confirmed : Director Performance Rights: Milestone 1	2,500,000
New class - code to be confirmed : Director Performance Rights: Milestone 2	2,500,000
New class - code to be confirmed : Director Performance Rights: Milestone 3	2,500,000



Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

☒ No

5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

☒ Yes

5.2a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

18/11/2021