ASX/AIM RELEASE

11 August 2023

Update on transaction with Silvercorp Metals, Inc.

Celsius Resources Limited ("**CLA**", "**Celsius**" or the "**Company**") (ASX, AIM: CLA) wishes to provide an update in respect of its proposed transaction with Silvercorp Metals Inc. (**Silvercorp**) as first announced on 15 May 2023.

As announced on 2 August 2023, the parties had substantially completed the negotiations for the agreements for the proposed transaction as initially contemplated. However, following the receipt of feedback from Celsius shareholders, the Board of Celsius formed the view that the proposed transaction did not have reasonable prospects of being approved by the requisite majorities of shareholders at the initial proposed price.

Accordingly, Celsius sought to advance discussions with Silvercorp regarding a revision to the price to a level it considered reasonably likely to be supported by Celsius shareholders. Silvercorp has not engaged with Celsius in such discussions.

As at the time of this announcement, Celsius has not received formal notice from Silvercorp terminating the proposed transaction. However, Silvercorp has separately announced that no negotiations are ongoing, and in light of the recent sales of Celsius shares by Silvercorp, the Celsius Board has formed the view that Silvercorp does not intend on progressing with the transaction at this time.

As with any potential acquirer, it remains open to Silvercorp to make a takeover offer to Celsius shareholders pursuant to Chapter 6 of the *Corporations Act 2001* (Cth). The Celsius Board considers that unless such a bid was undertaken at a premium to the price initially proposed, among other key terms subject of pending negotiations, such an offer would be unlikely to have substantial support from Celsius shareholders.

Celsius had been restricted from evaluating alternative corporate, asset level and funding opportunities due to the exclusivity clauses contained in the initial agreement with Silvercorp. Those exclusivity obligations have now expired, allowing the Celsius Board to openly and immediately consider previously received and new approaches from third parties. Celsius will work with its advisors to develop a path forward that best achieves value for its shareholders as a whole and will provide updates to the market as appropriate.

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

The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulations (EU) No. 596/2014 as it forms part of UK Domestic Law by virtue of the European Union (Withdrawal) Act 2018.

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