

Further update on alternative conflict process

Further to recent announcements, Celsius Resources Limited ("**Celsius**" or the "**Company**") (+**ASX, AIM: CLA**) wishes to provide an update in relation to the alternative conflict processes with respect to Makilala Mining Company, Inc ("**MMCI**").

Background:

As previously outlined in Celsius' recent corporate updates, the payment deadline for the following transactions expired on 16 February 2026:

- The acquisition by Sodor, Inc. ("**Sodor**") of a 60% legal ownership in Makilala Mining Company, Inc. ("**MMCI**") for consideration of PHP 300 million (~US\$5 million); and
- The subscription of PMR Holding Corp. ("**PMR**"), an affiliate of Sodor, of shares in PDEP Inc. ("**PDEP**"), the intended mineral processing company for the MCB Project, for an amount of ~US\$38 million (comprising of ~US\$43 million less the PHP 300 million subscription in MMCI by Sodor).¹

Following the expiry of this deadline, Celsius provided written notice to Sodor that the MMCI shares should be relinquished.

Notwithstanding the expiry of the payment deadline outlined above (and the provision of the notice to Sodor outlined above), Sodor subsequently attempted to pay the outstanding amount of PHP 300 million (~US\$5 million) and a notice was received from PMR stating that it had sufficient funding to complete its subscription of shares in PDEP.

Following these developments, Sodor, PMR and Celsius have been involved in a series of alternative conflict resolution processes.

Most recent alternative conflict resolution process:

To protect its interests, Celsius initiated an emergency alternative conflict resolution process and applied for the following interim orders:

- Prevention of Sodor from exercising any rights as a shareholder or as a director of MMCI;
- Maintenance of the status quo until the determination of a broader conflict resolution process; and
- In the event of Sodor requisitioning a shareholders meeting, Sodor and any of its nominees being restricted from implementing any actions or resolutions passed until the determination of a broader conflict resolution process has been completed.

¹ See 13 April 2026 ASX / AIM Announcement - Corporate Update, 24 April 2026 ASX / AIM Announcement - Corporate Update and 4 May 2026 ASX / AIM Announcement - Update on alternative conflict resolution process.

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Celsius also initiated a broader conflict resolution process focused on enforcing the relinquishment of the Sodor and PMR arrangements, which would enable it to progress the transfer of shares in MMCI to a new qualified Filipino partner.

Notwithstanding Celsius' emergency application to preserve the status quo until the finalisation of the broader resolution process, and in advance of its completion, the following actions were subsequently undertaken:

- Mr Julito "Sarge" Sarmiento² resigned his position as a Makaila Holding Limited ("MHL") representative to the MMCI Board as well his position as Chair and President of MMCI on 20 April 2026; and
- Sodor requisitioned a MMCI shareholder's meeting, which was held on 20 April 2026, during which a series of resolutions were passed including:
 - all five board seats being declared vacant;
 - Sodor appointing three representatives to the MMCI Board, including Mr Julito "Sarge" Sarmiento, who was also re-appointed as Chair and President;
 - the preventative suspension of several senior executives; and
 - appointment of a new company secretary and several executive officers.

On 5 May 2026, the interim orders sought by Celsius were denied. The basis for the decision was that the status quo, being that Sodor continues to hold its 60% interest in MMCI, should prevail until the broader arbitration process has concluded.

Implications and next steps:

As previously disclosed to the market, Celsius remains of the view that the right of Sodor and PMR to make payment on the shares has expired. Celsius intends to continue to pursue its rights and position under the broader alternative conflict resolution process and will keep the market updated in accordance with its continuous disclosure obligations.

This announcement has been authorised by the Non-Executive Chair and Managing Director of Celsius Resources Limited.

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² Julito "Sarge" Sarmiento resigned from the Celsius Board of Directors on 26 November 2025. See 26 November 2025 ASX / AIM Announcement – Results of Meeting.

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Forward-Looking Statements

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