



8 July 2025

**GENERAL MEETING
NOTICE AND PROXY FORM**

A General Meeting (**Meeting**) of Celsius Resources Limited (**Celsius** or the **Company**) will be held on Thursday, 7 August 2025 at 3:00pm (WST) at Level 5, 191 St Georges Terrace, Perth WA 6000.

The Notice of Meeting (**Notice**) can be viewed and downloaded at <https://celsiusresources.com/announcements/>. The Notice includes information on participating in the Meeting and the business to be considered at the Meeting.

In accordance with section 110E of the Corporations Amendment (Meetings and Documents) Act 2022 (Cth), the Company will not be sending hard copies of the Notice unless a Shareholder has elected to receive documents in hard copy. If you have not elected to receive documents in hard copy, you can still request a hard copy of the Notice by contacting the Company Secretary by telephone on +61 8 6245 9438 or via email at info@celsiusresources.com.au.

If you are unable to attend the Meeting, the Company strongly encourages shareholders to lodge a proxy form prior to the Meeting. Shareholders can lodge their proxy by going to <https://investor.automic.com.au/#loginsah> and logging in with your holder number (HIN/SRN), which you can find on your enclosed personalised proxy form. Your proxy form must be received by 3:00pm (WST) 5 August 2025, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant, or other professional adviser.

If you have any difficulties obtaining a copy of the Notice, please contact the Company's share registry, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Yours faithfully



Julito Sarmiento
Executive Chairman
Celsius Resources Limited



Celsius Resources Limited
ACN 009 162 949

Notice of General Meeting

A General Meeting of the Company will be held as follows:

Time and date: Thursday 7 August 2025 at 3pm (AWST)

Location: Level 5, 191 St Georges Terrace, Perth WA 6000

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 (8) 9324 4516.

Shareholders are urged to vote by lodging the Proxy Form

Celsius Resources Limited
ACN 009 162 949
(Company)

Notice of General Meeting

Notice is hereby given that a general meeting of Shareholders of Celsius Resources Limited (**Company**) will be held at Level 5, 191 St Georges Terrace, Perth WA 6000, at 3pm (AWST) on Thursday, 7 August 2025 (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Tuesday, 5 August 2025 at 3pm (AWST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Resolutions

Resolution 1 – Approval to issue Additional Options to Unrelated Parties

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

‘That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 112,700,070 Additional Options, on the terms and conditions in the Explanatory Memorandum.’

Resolution 2 – Approval to issue Additional Options to Related Parties

To consider and, if thought fit, to pass with or without amendment, each as a **separate** ordinary resolution the following:

‘That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 9,375,000 Additional Options as follows:

(a) up to 4,687,500 Additional Options to Mark van Kerkwijk; and

(b) up to 4,687,500 Additional Options to Paul Dudley,

(or their respective nominee/s), on the terms and conditions in the Explanatory Memorandum.’

2 Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 1:** by or on behalf of any person who will obtain a material benefit as a result of the proposed issue of those Additional Options (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any of their respective associates.
- (b) **Resolution 2(a):** by or on behalf of Mark van Kerkwijk and any other person who will obtain a material benefit as a result of the proposed issue of those Additional Options (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any of their respective associates.
- (c) **Resolution 2(b):** by or on behalf of Paul Dudley and any other person who will obtain a material benefit as a result of the proposed issue of those Additional Options (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD



Julio Sarmiento
Executive Chairman
Celsius Resources Limited
Dated: 8 July 2025

Celsius Resources Limited
ACN 009 162 949
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 5, 191 St Georges Terrace, Perth WA 6000 on Thursday, 7 August 2025 at 3pm (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted and includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Approval to issue Additional Options to Unrelated Parties
Section 4	Resolution 2 – Approval to issue Additional Options to Related Parties
Schedule 1	Definitions
Schedule 2	Terms and conditions of Additional Options

A Proxy Form is made available with the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice, including the Explanatory Memorandum, carefully before deciding how to vote on the Resolutions.

2.1 Voting by proxy

A Proxy Form is made available with this Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise,

but where the proportion or number is not specified, each proxy may exercise half of the votes.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Your proxy voting instruction must be received by Tuesday, 5 August 2025 at 3pm (AWST), being not later than 48 hours before the commencement of the Meeting.

2.2 Voting online via virtual meeting

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "register" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting
3. After logging in, a banner will be displayed at the top once the meeting is open for registration, click on "View" when this appears
4. Click on "Register" and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting

6. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen

7. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

You may still vote at the virtual Meeting even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance at the Meeting will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

2.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.4 Depositary Interest holders

Persons entitled to vote

The Form of Instruction (accompanying this Notice of Meeting) must be signed by the depositary interest holder or an attorney duly authorised in writing and deposited at the office of the Depositary, Computershare Investor Services PLC, located at The Pavilions, Bridgewater Road, Page 8 Bristol BS99 6ZY by 5pm (UK Time) on Friday, 1 August 2025. Any Form of Instruction received after that time will not be valid for the Meeting.

CREST Voting

Holders of Depositary Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf.

In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Voting Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com).

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 5pm (UK Time) on Friday, 1 August 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.

Holders of Depositary Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depositary Interest holder concerned to take (or, if the Depositary Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depositary Interest holders and, where applicable,

their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

3. Resolution 1 – Approval to issue Additional Options to Unrelated Parties

3.1 Background

On 10 March 2025, the Company announced that it had secured firm commitments for a placement raising approximately \$3.3 million (before costs) (**2025 Placement**).

The 2025 Placement comprised the following tranches:

- (a) **Tranche 1:** 238,332,748 Shares issued to unrelated parties under Listing Rule 7.1 without prior Shareholder approval;
- (b) **Tranche 2:** 209,167,252 Shares and 223,750,000 free-attaching Options, on the basis of one (1) Option for every two (2) Shares subscribed for and issued under the 2025 Placement to unrelated parties and Silvercorp; and
- (c) **Tranche 3:** 18,750,000 Shares and 9,375,000 free-attaching Options, on the basis of one (1) Option for every two (2) Shares subscribed for and issued to Mark van Kerkwijk and Paul Dudley,

all of which have been issued as at the date of this Notice.

On 9 May 2025, the Company announced that it would issue up to an additional 122,075,070 Options on the same terms as the free-attaching Options issued under the 2025 Placement, as follows:

- (a) the issue of up to:
 - (i) 100,083,233 Options to Tranche 2 2025 Placement participants, on the basis of one (1) Option for every two (2) Shares subscribed for and issued under Tranche 2 of the 2025 Placement; and
 - (ii) 12,616,838 Options to Silvercorp pursuant to its participation right (refer to ASX announcement of 15 May 2023 for further information regarding Silvercorp's participation right),(together, the **Unrelated Party Additional Options**); and
- (b) the issue of up to 9,375,000 Options to Directors Mark van Kerkwijk and Paul Dudley (given their participation in Tranche 2 of the Placement), on the basis of one (1) Option for every two (2) Shares subscribed for and issued under Tranche 2 of the 2025 Placement (**Related Party Additional Options**),

(collectively, the **Additional Options**). The issue of the Additional Options is subject to the prior receipt of Shareholder approval.

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to approve the issue of the Unrelated Party Additional Options.

3.2 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Unrelated Party Additional Options does not fall within any of the exceptions to Listing Rule 7.1 and, as they have not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Unrelated Party Additional Options.

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity, without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Unrelated Party Additional Options.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the Unrelated Party Additional Options.

3.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the approval for the issue of the Unrelated Party Additional Options:

- (a) The Unrelated Party Additional Options will be issued to the Tranche 2 2025 Placement participants and Silvercorp, none of whom are a related party or Material Investor of the Company. The participants in the 2025 Placement were identified through a bookbuild process, which involved Pac Partners (as lead manager and bookrunner to the 2025 Placement) seeking expressions of interest to participate in the 2025 Placement from new and existing contacts of the Company and clients of Pac Partners.
- (b) A maximum of 112,700,070 Unrelated Party Additional Options will be issued.
- (c) The Unrelated Party Additional Options will be exercisable at \$0.01 and will expire three (3) years from the date of issue and will otherwise subject to the terms and conditions in Schedule 2.
- (d) The Unrelated Party Additional Options will be issued no later than three (3) months after the date of the Meeting.
- (e) The Unrelated Party Additional Options will be issued for nil cash consideration. Given current market conditions and escalating geopolitical and macroeconomic uncertainty, the Company is proposing to issue the Unrelated Party Additional Options as a good faith measure for investors' continued support of the Company's business and ongoing operations. Accordingly, no funds will be raised from the issue of the Unrelated Party Additional Options.
- (f) There are no other material terms to the agreement for the subscription of the Unrelated Party Additional Options.
- (g) A voting exclusion statement is included in the Notice.

3.4 Additional information

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

4. Resolution 2 – Approval to issue Additional Options to Related Parties

4.1 General

The background to the proposed issue of the Related Party Additional Options is in Section 3.1 above.

Resolution 2(a) and (b) (inclusive) seeks the approval of Shareholders pursuant to Listing Rule 10.11 to approve the issue of up to 9,375,000 Related Party Additional Options in the proportions below:

- (a) up to 4,687,500 Related Party Additional Options to Mark van Kerkwijk; and
 - (b) up to 4,687,500 Related Party Additional Options to Paul Dudley,
- (or their respective nominee/s).

4.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

Messrs van Kerkwijk and Dudley are related parties of the Company by virtue of being Directors. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board (with Messrs van Kerkwijk and Dudley abstaining) that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Related Party Additional Options as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of these Related Party Additional Options will not be included in the Company's 15% placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 2(a) and (b) (inclusive) will be to allow the Company to issue the Related Party Additional Options.

If Resolution 2(a) and (b) (inclusive) are not passed, the Company will not be able to proceed with the issue of the Related Party Additional Options.

4.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Related Party Additional Options:

- (a) The Related Party Additional Options will be issued to Messrs van Kerkwijk and Dudley (or their respective nominee/s), in the proportions in Section 4.1.
- (b) Messrs van Kerkwijk and Dudley fall into the category stipulated by Listing Rule 10.11.1. In the event the Related Party Additional Options are issued to a nominee of Messrs van Kerkwijk and Dudley, that nominee will fall into the category stipulated by Listing Rule 10.11.4.
- (c) A maximum of 9,375,000 Related Party Additional Options will be issued to Messrs van Kerkwijk and Dudley (or their respective nominee/s), in the proportions in Section 4.1.
- (d) The Related Party Additional Options will be issued no later than three (3) months after the date of the Meeting.
- (e) The Related Party Additional Options will be issued for nil cash consideration. Given current market conditions and escalating geopolitical and macroeconomic uncertainty, the Company is proposing to issue the Related Party Additional Options as a good faith measure for investors' continued support of the Company's business and ongoing operations. Accordingly, no funds will be raised from the issue of the Related Party Additional Options.
- (f) The Related Party Additional Options will be exercisable at \$0.01 each and expire 3 years from the date of issue and will otherwise be issued on the terms and conditions in Schedule 2.
- (g) The proposed issue of the Related Party Additional Options is not intended to remunerate or incentivise Mr van Kerkwijk. As a matter of completeness, and as previously advised, Mr Dudley and the Company agreed that his participation in the 2025 Placement and the securities issued to him are in satisfaction of \$75,000 worth of accrued and unpaid fees. As at the date of this Notice, Mr Dudley's current total annual remuneration package is A\$60,000 (excluding GST).
- (h) There are no other material terms to the proposed issue of the Related Party Additional Options.
- (i) A voting exclusion statement is included in the Notice.

4.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act;
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of the Related Party Additional Options constitutes giving a financial benefit to related parties of the Company.

The Board (with Messrs van Kerkwijk and Dudley abstaining) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Related Party Additional Options because the Related Party Additional Options will be issued on the same terms as those Additional Options issued to non-related parties and, as such, the giving of the financial benefit is on arm's length terms.

4.5 Additional information

Resolution 2(a) and (b) (inclusive) are separate ordinary resolutions.

The Board (with Messrs van Kerkwijk and Dudley abstaining) recommends that Shareholders vote in favour of Resolution 2(a) and (b) (inclusive).

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$	means Australian Dollars.
2025 Placement	has the meaning given to that term in Section 3.1.
Additional Options	has the meaning given to that term in Section 3.1.
ASX	means the ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
AWST	means Australian Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Celsius Resources Limited (ACN 009 162 949).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended or modified from time to time.
Director	means a director of the Company.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
Material Investor	<p>means, in relation to the Company:</p> <ul style="list-style-type: none">(a) a related party;(b) Key Management Personnel;(c) a substantial Shareholder;(d) an advisor; or(e) an associate of the above, <p>who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.</p>
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of general meeting.

Proxy Form	means the proxy form made available with this Notice.
Related Party Additional Options	has the meaning given to that term in Section 3.1.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a Section of this Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Silvercorp	means Silvercorp Metals Inc.
Unrelated Party Additional Options	has the meaning given to that term in Section 3.1.

Schedule 2 Terms and conditions of Additional Options

- (a) **(Entitlement):** Subject to the terms and conditions set out below, each Additional Option (referred to as “**Options**” for the purpose of this Schedule) entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
- (b) **(Issue Price):** The Options will be issued for nil cash consideration.
- (c) **(Exercise Price):** The Options are exercisable at \$0.01 each.
- (d) **(Expiry Date):** Each Option will expire 3 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (e) **(Exercise Period):** The Options are exercisable at any time and from time to time on or prior to the Expiry Date.
- (f) **(Notice of Exercise):** The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (g) **(Issue of Shares):** Within 5 business days after the valid exercise of an Option, the Company will:
- (i) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (ii) issue a substitute Certificate for any remaining unexercised Options held by the holder;
 - (iii) if required, and subject to paragraph (h), give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (iv) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
- (h) **(Ranking):** All Shares issued upon the exercise of Options will upon issue rank equally in all respects with other Shares.
- (i) **(Transferability of the Options):** The Options are freely transferable once admitted to Official Quotation.
- (j) **(Dividend rights):** An Option does not entitle the holder to any dividends.
- (k) **(Voting rights):** An Option does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
- (l) **(Quotation of the Options):** The Company will apply for quotation of the Options on the ASX subject to compliance with the requirements of ASX and the Listing Rules.
- (m) **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
- (n) **(Entitlements and bonus issues):** Subject to the rights under paragraph (p), holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
- (o) **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and

- (ii) no change will be made to the Exercise Price.
- (p) **(Return of capital rights):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (q) **(Rights on winding up):** The Options have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
- (r) **(Takeovers prohibition):**
 - (i) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (ii) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
- (s) **(No other rights)** An Option does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (t) **(Amendments required by ASX)** The terms of the Options may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
- (u) **(Constitution)** Upon the issue of the Shares on exercise of the Options, the holder will be bound by the Company's Constitution.

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **3.00pm (AWST) on Tuesday, 05 August 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

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 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

For personal use only



STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Celsius Resources Limited, to be held at **3.00pm (AWST) on Thursday, 07 August 2025 at Level 5, 191 St Georges Terrace, Perth, WA 6000** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 Approval to issue Additional Options to Unrelated Parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2a Approval to issue up to 4,687,500 Additional Options to Mark van Kerkwijk	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2b Approval to issue up to 4,687,500 Additional Options to Paul Dudley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).