Form604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme: Celsius Resources Ltd

ACN/ARSN:

1. Details of substantial holder(1)

Name: Andrew Graham Palleson

ACN/ARSN (if applicable):

There was a change in the interests of the substantial holder on: 16/ 09/2019

The previous notice was given to the company on: 16/09/2019

The previous notice was dated: 16/09/2019

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities(4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	95,552,761	12.62%	78,154,876	10.32%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
16/09/2019	See Annexure 2	Cease to be associates of association of like-minded holders acting in concert	N/A	17,397,885	2.30%

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Each entity individually (Annexure 1)	Annexure 1	Annexure 1	Association of like-minded holders acting in concert	78,154,876	10.32%

5. **Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (3) with the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
	Association of like-minded holders acting in concert (Annexure 2)

6. **Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Andrew Graham Palleson	18 Rowson Road, Berowra SYDNEY NSW 2081

Signature

print name ANDREW GRAHAM PALLESON capacity Group Co-ordinator

sign here A G Palleson date 16 / 9 / 2019

DIRECTIONS

1. If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are substantially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.

2. See the definition of "associate" in section 9 of the Corporations Act 2001.

3. See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

4. The voting shares of a company constitute one class unless divided into separate classes.

5. The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

6. Include details of:

   (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

   (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

   See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

7. Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

8. If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

9. Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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Annexure 1	No. of Shares
1 ALARP SERVICES PTY LTD	3,500,000
2 Andrew Graham Palleson and Hui Palleson (Palleson Superfund A/C)	12,341,000
3 Ashwini Nikhil Shende	788,714
4 BRENJE DISCRETIONARY TRUST	500,000
5 CRYPTIC DEPOSITS PTY LTD (Cryptic Superfund A/C)	1,252,380
6 Gary Robert Marshall	4,286,817
7 GUARINO HOLDING PTY LTD	300,000
8 JSMINDUSTRIES SUPER PTY LTD (JSMINDUSTRIES Super S/F A/C)	1,600,000
9 KILA PTY LTD (Lingo Family A/C)	4,054,000
10 KOZLOWSKI NOMINESS PTY LTD (KOZLOWSKI S/F/N)	994,281
11 LOCKSMITH TRADER PTY LTD	540,000
12 MAYWELL PTY LTD (The Lurie SMSF)	700,000
13 MAYWELL PTY LTD (The Lurie SMSF)	400,000
14 MEMY PTY LTD (MEMY Superfund A/C)	1,032,000
15 Mr Aaron Heath Thamm	1,935,433
16 Mr Christopher Flood	1,047,696
17 Mr Daniel Peter Washburn	1,000,000
18 Mr Jabin Geoffery Mullane	8,000,000
19 Mr John Stuart McGowan	1,400,000
20 Mr Kurt Josef Lingohr and Mrs Lucy Lingohr (Lingo Superfund A/C)	1,930,298
21 Mr Liam Owen Daley	1,000,975
22 Mr Mathew Benjamin Emy	1,986,790
23 Mr Nicholas Graetz	838,000
24 Mr Paul Joseph Coombe	1,730,100
25 Mr Paul Venda Divin	3,692,096
26 Mr Peter Paul Kozlowski	1,249,796
27 Mr Peter Vidotto	1,020,000
28 Mr Robert David Lurie (The RDL A/C)	4,134,500
29 Mr Simon Guarino	800,000
30 Mr Steven Paul Loveless	5,100,000
31 Mr Warren John Quinn	4,000,000
32 Mrs Natalie McPherson	4,000,000
33 PAUL HAYWARD INVESTMENTS PTY LTD (Hayward SF A/C)	1,000,000
	78,154,876

This is Annexure 1 of 1 page referred to in Form 604 Notice of change of interests of substantial holder

Andrew Graham Palleson

A G Palleson.

Signature

Date 16 . 9 . 2019

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Annexure 2	No. of Shares
1 Yuqi Zhang Goeree	15,000,000
2 Swannies Pty Ltd	470,000
3 Mr Warren John Quinn	327,885
4 GOEREE SUPER PTY LTD (Goeree Superfund A/C)	1,600,000
	17,397,885

This is Annexure 2 of 1 page referred to in Form 604 Notice of change of interests of substantial holder

Andrew Graham Palleson

A G Palleson

Signature

Date 16 . 9. 2019