CELSIUS COAL LIMITED

ABN 95 009 162 949

NOTICE OF ANNUAL GENERAL MEETING

TIME: 12:00pm WST

DATE: Friday, 28 November, 2014

PLACE: Bentleys, Level 1, 12 Kings Park Road, West Perth

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+ 61 8) 9226 4500.

Celsius Coal Limited. ABN 95 009 162 949

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE AND TIME OF MEETING

The Annual General Meeting of the Shareholders of Celsius Coal Limited which this Notice of Annual General Meeting relates to will be held at Bentleys, Level 1, 12 Kings Park Road, West Perth on Friday 28 November, 2014 at 12:00pm WST.

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5.00 pm WST on 26 November 2014.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

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**:

- 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); and
- 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; and
- 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
- 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).

Transfer of non-chair proxy to chair in certain circumstances

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

- 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; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
    - the proxy is not recorded as attending the meeting;
    - 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.

Celsius Coal Limited. ABN 95 009 162 949

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Celsius Coal Limited (ABN 95 009 162 949) (**Company**) will be held at Bentleys, Level 1, 12 Kings Park Road, West Perth on Friday 28 November 2014 at 12.00pm WST. The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 5.00pm WST on 26 November 2014.

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered at the Meeting.

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial report of the Company for the year ended 30 June 2014 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

> *"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2014."*

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

(b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the voter is the Chair and the appointment of the Chair as proxy:

  (i) does not specify the way the proxy is to vote on this Resolution; and

  (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR RANKO MATIC

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

> *"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Ranko Matic, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

4. RESOLUTION 3 – RATIFICATION OF SHARE PLACEMENT

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

> *"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 18,750,000 Shares on the terms and conditions set out in the Explanatory Statement".*

ASX Voting Exclusion:

The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. RESOLUTION 4 – APPROVAL OF ISSUE OF SHARES TO DIRECTOR IN LIEU OF PAYMENT OF DIRECTORS' FEES - ALEXANDER MOLYNEUX

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

> *"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to the equivalent of $50,000 in ordinary fully paid shares, in lieu of Directors' Fees for the period of 1 May 2014 to 31 December 2014, to Mr Alexander Molyneux, Non-Executive Chairman of the Company or his nominee(s) on the terms and conditions set out in the Explanatory Statement".*

ASX Voting Exclusion:

The Company will disregard any votes cast on this Resolution by Alexander Molyneux (or his nominee) and any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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6. RESOLUTION 5 – APPROVAL OF ISSUE OF SHARES TO DIRECTOR IN LIEU OF PAYMENT OF DIRECTORS' FEES – BILL OLIVER

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

> *"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to the equivalent of $44,000 in ordinary fully paid shares, in lieu of Directors' Fees for the period of 1 May 2014 to 31 December 2014, to Mr Bill Oliver, Non-Executive Director of the Company or his nominee(s) on the terms and conditions set out in the Explanatory Statement".*

ASX Voting Exclusion:

The Company will disregard any votes cast on this Resolution by Bill Oliver (or his nominee) and any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

7. RESOLUTION 6 – APPROVAL OF ISSUE OF SHARES TO DIRECTOR IN LIEU OF PAYMENT OF DIRECTORS' FEES – RANKO MATIC

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

> *"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to the equivalent of $30,800 in ordinary fully paid shares, in lieu of Directors' Fees for the period of 1 May 2014 to 31 December 2014, to Mr Ranko Matic, Non-Executive Director of the Company or his nominee(s) on the terms and conditions set out in the Explanatory Statement".*

ASX Voting Exclusion:

The Company will disregard any votes cast on this Resolution by Ranko Matic (or his nominee) and any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

  (i) a member of the Key Management Personnel; or

  (ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

8. RESOLUTION 7 – APPROVAL OF ISSUE OF SHARES TO DIRECTOR IN LIEU OF PART PAYMENT OF SALARY – ALISTAIR MUIR

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

> *"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to the equivalent of $100,146 in ordinary fully paid shares, in lieu of part payment of Salary for the period of 1 May 2014 to 31 December 2014, to Mr Alistair Muir, Managing Director of the Company or his nominee(s) on the terms and conditions set out in the Explanatory Statement".*

ASX Voting Exclusion:

The Company will disregard any votes cast on this Resolution by Alistair Muir (or his nominee) and any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

9. RESOLUTION 8 – APPROVAL OF 10% PLACEMENT FACILITY

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

"That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company (at time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement ."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

DATED: 21 OCTOBER 2014
BY ORDER OF THE BOARD



MR RANKO MATIC
NON-EXECUTIVE DIRECTOR
COMPANY SECRETARY
CELSIUS COAL LIMITED

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at Bentleys, Level 1, 12 Kings Park Road, West Perth on 28 November 2014 at 12.00pm WST.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2014 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.celsiuscoal.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the previous financial year was approved, other than the managing director of the company, will cease to hold

office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member).

You <u>do not</u> need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, *you <u>must</u> mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel*.

If you appoint any other person as your proxy

You <u>do not</u> need to direct your proxy how to vote on this Resolution, and you <u>do not</u> need to mark any further acknowledgement on the Proxy Form.

3. RESOLUTION 2 – RE-ELECTION OF RANKO MATIC

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election. The Company currently has four Directors and accordingly one must retire.

Mr Ranko Matic, the Director longest in office since his last election, will retire by rotation at the Annual General Meeting and, being eligible, offers himself for re-election.

Mr Matic was appointed to this role on 5 November 2012 and is considered to be an independent director by the Board.

Mr Matic is a Chartered Accountant with over 25 years experience in the areas of financial and executive management, accounting, audit, business and corporate advisory. Mr Matic has considerable experience in a range of industries with particular exposure to publicly listed companies and large private enterprises.

Mr Matic is a director of a chartered accounting firm and a corporate advisory company based in West Perth, and has specialist expertise and exposure in areas of audit, corporate services, due diligence, mergers and acquisitions, and valuations. Through these positions Mr Matic has been involved in an advisory capacity to over 35 initial public offerings on the ASX in the last ten years.

Mr Matic has also acted as chief financial officer and company secretary for companies in the public and private sector and currently holds company secretarial roles with publically listed companies, including Aleator Energy Ltd East Energy Resources Ltd, Antilles Oil and Gas NL, Discovery Africa Ltd, Argosy Resources Ltd and Valmec Ltd. Mr Matic is also a director of Argosy Minerals Ltd, East Energy Resources Ltd and Valmec Limited.

The other Directors of the Company unanimously recommend the re-election of Mr Matic.

4. RESOLUTION 3 – RATIFICATION OF PLACEMENT

4.1 General

On 29 August 2014, the Company issued 18,750,000 Shares. The Company had recently completed a Share Purchase Plan and General Offer on 15th August 2014 with shares being allotted at the issue price of $0.0008. A late application was received by the Company after the closure of the offer and the Company agreed to issue the 18,750,000 Shares at the issue price of $0.0008, utilising its placement capacity under ASX Listing Rule 7.1.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Shares.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights of conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue under ASX Listing Rule 7.4, the Company will retain the flexibility to issue equity securities in the future up to the 15% threshold set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the proposed ratification of the Shares:

(a) 18,750,000 Shares were issued to Quindanning (BVI)Ltd;

(b) the Shares were issued for $15,000 cash consideration at an issue price of $0.0008 each;

(c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(d) the applicant was not a related party of the Company; and

(e) the funds raised from the issue of the Shares contributed to purpose of the funds raised under the Share Purchase Plan as detailed in the Prospectus dated 10 July 2014 and included review of coking properties of the Uzgen Basin Coking Coal Project, assessment of Nickel projects, expenses of the SPP offer and working capital of the Company.

5. RESOLUTIONS 4 TO 7 – APPROVAL OF ISSUE OF SHARES IN LIEU OF PAYMENT OF SALARY OR DIRECTORS' FEES

5.1 Background

As announced to the market on 26 May 2014, the Directors of the Company have agreed to accept all or part payment of their current remuneration in the form or shares, in order to conserve the Company's working capital, as follows:

Celsius Coal Director and Executive Compensation Details			
Name and title	**Total Annual Compensation**	**Cash Portion**	**Non Cash Portion (Shares)**
Alex Molyneux Non-Executive Chairman	A$75,000	A$0	A$75,000
Bill Oliver Non-Executive Director	A$60,000	A$0	A$60,000
Ranko Matic Non-Executive Director	A$42,000	A$0	A$42,000
Alistair Muir Managing Director	A$300,440	A$150,220	A$150,220

The amounts owed to the Directors for the period of 1 May 2014 to 31 December 2014 is as follows:

Director	**Amount owed in shares**
Alexander Molyneux	$50,000
Bill Oliver	$44,000
Ranko Matic	$30,800
Alistair Muir	$100,146

The Company seeks shareholder approval for the issue of:

(a) up to that number of Shares, when multiplied by the issue price, will pay $50,000 to Alexander Molyneux in lieu of Directors' Fees from 1 May 2014 to 31 December 2014;

(b) up to that number of Shares, when multiplied by the issue price, will pay $44,000 to Bill Oliver in lieu of Directors' Fees from 1 May 2014 to 31 December 2014;

(c) up to that number of Shares, when multiplied by the issue price, will pay $30,800 to Ranko Matic in lieu of Directors' Fees from 1 May 2014 to 31 December 2014;

(d) up to that number of Shares, when multiplied by the issue price, will pay $100,146 to Alistair Muir in lieu of part payment for Salary from 1 May 2014 to 31 December 2014;

Therefore, the Company has agreed, subject to obtaining Shareholder approval, to issue Shares (**Related Party Shares**), to the Directors as detailed above, who are related parties of the Company by virtue of being Directors of the Company (together, the **Related Parties**).

5.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(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 issue and allotment of the Related Party Shares constitutes the giving a financial benefit and as described above, Mr Alexander Molyneux, Mr Bill Oliver, Mr Ranko Matic and Mr Alistair Muir are all related parties of the Company.

The Directors (other than the director of which each individual resolution applies, who has a material personal interest in that Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue and allotment of Related Party Shares because the Related Party Shares being issued to each of the Directors are considered reasonable remuneration in the circumstances, were negotiated on an arm's length basis and the issue price of the Shares is a discount that is considered to be reasonable in the circumstances.

5.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also required shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's option, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly Shareholder approval is being sought under ASX Listing Rule 10.11 for the issue and allotment of these Related Party Shares to the Related Parties.

5.4 Shareholder Approval and technical information required by ASX Listing Rule 10.13

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

(a) the Related Parties are:

(i) Mr Alexander Molyneux, who is a related party of the Company by virtue of being a Director of the Company; and

(ii) Mr Bill Oliver, who is a related party of the Company by virtue of being a Director of the Company; and

(iii) Mr Ranko Matic, who is a related party of the Company by virtue of being a Director of the Company; and

(iv) Mr Alistair Muir, who is a related party of the Company by virtue of being a Director of the Company; and

(b) the maximum number of Related Party Shares (being the nature of the financial benefit being provided) to be granted to the Related Parties is:

(i) up to that number of Shares, when multiplied by the issue price, will equal $50,000 to Alexander Molyneux;

(ii) up to that number of Shares, when multiplied by the issue price, will equal $44,000 to Bill Oliver;

(iii) up to that number of Shares, when multiplied by the issue price, will equal $30,800 to Ranko Matic;

(iv) up to that number of Shares, when multiplied by the issue price, will equal $100,146 to Alistair Muir; and

(c) the Related Party Shares will be issued and allotted Related Parties no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Shares will be issued on one date;

(d) the Related Party Shares will be issued in lieu of director fees and salary, therefore shares will be granted for nil cash consideration, and no funds will be raised;

(e) the Related Party Shares will be issued at $0.0009 each;

(f) the Related Party Shares will be issued for payment of Directors' Fees and Salary owing for the period of 1 May 2014 to 31 December 2014 and therefore, accordingly no funds will be raised;

(g) should a Director's employment terminate prior to share issue, they will only be paid up to and including their last date of employment; and

(h) the Shares issued will rank equally and have the same terms and conditions of existing fully paid ordinary shares on issue.

5.5 Directors Recommendation:

The Directors, excluding Mr Molyneux, recommend that members vote in favour of resolution 4.

The Directors, excluding Mr Oliver, recommend that members vote in favour of resolution 5.

The Directors, excluding Mr Matic, recommend that members vote in favour of resolution 6.

The Directors, excluding Mr Muir, recommend that members vote in favour of resolution 7.

5.6 ASX Listing Rule 7.1

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Shares to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Related Party Shares to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

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6. RESOLUTION 8 – APPROVAL OF 10% PLACEMENT FACILITY

6.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Facility**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 8, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in section 6.2 below).

The effect of Resolution 8 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Facility during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement Facility granted under Listing Rule 7.1.

Resolution 8 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 8 for it to be passed.

6.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

(a) is not included in the S&P/ASX 300 Index; and

(b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of $300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of $2,257,283 based on the amount of Shares on issue and closing price of Shares on 15 October 2014.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: CLA).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement:

(A) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;

(B) plus the number of partly paid shares that became fully paid in the previous 12 months;

(C) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and

(D) less the number of Shares cancelled in the previous 12 months.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

6.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 8:

(a) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section 6.3(a)(i), the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Facility commencing on the date of the Meeting and expiring on the first to occur of the following:

(i) 12 months after the date of this Meeting; and

(ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(**10% Placement Facility Period**).

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Facility will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 8 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Facility, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Facility.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	**Dilution**			
	Issue Price (per Share)	**0.0005 50% decrease in Issue Price**	**0.001 Issue Price**	**0.0015 50% increase in Issue Price**
2,257,283,747 **(Current Variable A)**	**Shares issued – 10% voting dilution**	225,728,375 Shares	225,728,375 Shares	225,728,375 Shares
	Funds raised	$112,864	$225,728	$338,592
3,385,925,620 **(50% increase in Variable A)**	**Shares issued – 10% voting dilution**	338,592,562 Shares	338,592,562 Shares	338,592,562 Shares
	Funds raised	$169,296	$338,592	$507,889
4,514,567,494 **(100% increase in Variable A)**	**Shares issued – 10% voting dilution**	451,456,749 Shares	451,456,749 Shares	451,456,749 Shares
	Funds raised	$225,728	$451,457	$677,155

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 2,257,283,747 Shares on issue;
2. The issue price set out above is the closing price of the Shares on the ASX on 15 October 2014.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Facility.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.

5. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility , based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

(i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and

(ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) **Purpose of Issue under 10% Placement Facility**

The Company may issue Equity Securities under the 10% Placement Facility for the following purposes:

(i) as cash consideration in which case the Company intends to use funds raised for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current assets (funds would then be used for project, feasibility studies and ongoing project administration), general working capital; or

(ii) as non-cash consideration for the acquisition of new resources assets and investments including previously announced acquisitions, in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation under the 10% Placement Facility**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Facility will be dependent on the prevailing market conditions at the time of any proposed placement(s).

The recipients of Equity Securities to be issued under the 10% Placement Facility have not been determined. However, the recipients of Equity Securities could consist of existing Shareholders or new investors (or both) none of whom are related parties of the Company.

The Company will determine the recipients at the time of issue under the 10% Placement Facility, having regard to the following factors:

(i) the purpose of the issue;

(ii) alternative methods of raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;

(iii) the effect of the issue of the Equity Securities on the control of the Company;

(iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; and

(v) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new assets or investments, it is likely that the recipients under the 10% Placement Facility will be the vendors of the new assets or investments.

(f) **Previous Approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 13 November 2013 (**Previous Approval**).

The Company has not issued any Equity Securities pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 28 November 2014, the Company otherwise issued a total of 262,307,350 Shares and 12,500,000 Options which represents approximately 13.15% of the total diluted number of Equity Securities on issue in the Company on 28 November 2013, which was 1,994,976,397.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule A.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Facility , it will give to ASX:

(i) a list of the allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and

(ii) the information required by Listing Rule 3.10.5A for release to the market.

6.4 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 8.

7. ENQUIRIES

Shareholders may contact the Company Secretary on (+ 61 8) 9226 4500 if they have any queries in respect of the matters set out in these documents.

SCHEDULE A – ISSUES OF EQUITY SECURITIES SINCE 28 NOVEMBER 2013

Below is a list of all Equity Securities issued by the Company in the past 12 months:

Date	Quantity and Class of Equity Securities Issued	Recipients	Issue price and discount to Market Price (if applicable)[1]	Form of consideration
5/12/2013 Appendix 3B 5/12/2013	5 Convertible Notes with a face value of $100,000 each convertible at the 20 day VWAP.	Blumont Group Limited	$100,000 per note	Cash Consideration. Amount raised = $500,000 Amount spent = $500,000 Use of funds: - Working capital - Assay and exploration expenses Amount remaining: Nil
12/12/2013	16,000,000 Shares	Alexander Molyneux	Nil cash consideration.	The Shares were issued upon conversion of existing Performance Rights. Current value[7]: $16,000
12/12/2013	25,000,000 Class A Performance Rights	Alexander Molyneux	Nil cash consideration	The Performance Rights were issued as part of Alexander Molyneux remuneration package under his executive services contract. Current value[7]: Nil
12/12/2013	Options 2,500,000 ($0.02 on or before 12/12/2016)	Ranko Matic	Nil cash consideration	The unlisted Options were issued upon shareholder approval obtained 13/11/13 Current value[7]: $1,000
12/12/2013	Options 10,000,000 (0.02 on or before 12/12/2016)	Alistair Muir	Nil cash consideration	The unlisted Options were issued upon shareholder approval obtained 13/11/13 Current value[7]: $4,000
27/02/2014 Appendix 3B 28/02/2014	10 Convertible Notes with a face value of $100,000 each convertible at the 20 day VWAP	Blumont Group Limited	$100,000 per note	Cash Consideration. Amount raised = $1,000,000 Amount spent = $1,000,000 Use of funds: - Working capital - Assay and exploration expenses Amount remaining: Nil
5/03/2014	494,850 Shares	Alexander Molyneux	Nil cash consideration.	The Shares were issued to Mr Alexander Molyneux upon conversion of existing Performance Rights after a shortfall was discovered from the 12/12/13 conversion. Current value[7]: $495
15/8/2014 Appendix 3B 17/07/2014	227,062,500 Shares	Issued to shareholders under Share Purchase Plan	Issue price $0.0008 per share (discount of 20%)	Issued under the Share Purchase Plan Prospectus dated 10 July 2014. Amount Raised: $181.650 Amount spent: $153,650 Use of funds: - Working capital - Assay and exploration Amount remaining: $28,000

				- Proposed use of remaining funds: Review of coking properties of Uzgen Basin Coking Coal Project - assessment of nickel projects; and - working capital. Current value[7]: $227,063
29/08/2014 Appendix 3B 29/08/2014	18,750,000 Shares	Issued under 7.1 placement capacity for late SPP application	Issue price $0.0008 per share (discount of 20%)	Issued under the 7.1 Placement Capacity. Amount raised: $15,000 Amount spent: Nil Amount remaining: $15,000 Proposed use of remaining funds: - Review of coking properties of Uzgen Basin Coking Coal Project - assessment of nickel projects; and - working capital. Current value[7]: $18,750

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the trading day prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: CLA (terms are set out in the Constitution).
3. The Convertible notes are convertible into <x> shares each at <price> per convertible notes with a maturity date of <date>.
4. The Class A Performance Rights are subject to the following vesting conditions:

Number of Performance Rights	Vesting Condition	Length of Service
1,250,000	No Environmental breaches.	12 months
1,250,000	Safety: 'world class' lost time injury frequency rate (ie, <1.5 LTIFR per 100,000 man hours)	12 months
1,250,000	Strategy: (i) review business plans and budgets for board review and approval; (ii) implement marketing plan; (iii) review plan for transporting coal from the Kyrgyz project to end markets.	12 months
1,250,000	Complete an equity raising of at least $5 million at a price satisfactory to the Board.	12 months
1,500,000	Complete an equity raising of at least $5 million at a price equal to or greater than 150% above the last capital raising price (i.e. 3 cents).	12 months
2,750,000	Initiate relationships with key potential partners and execute at least one MOU (or equivalent) that is announced to ASX.	12 months
1,437,500	During the first three (3) months following the Commencement Date, the VWAP for the Company's shares as traded on ASX being equal to or exceeds $0.04.	12 months
1,437,500	During the second three (3) months following the Commencement Date, the VWAP for the Company's shares as traded on ASX being equal to or exceeds $0.04.	12 months
1,437,500	During the third three (3) months following the Commencement Date, the VWAP for the Company's shares as traded on ASX being equal to or exceeds $0.04.	12 months
1,437,500	During the fourth three (3) months following the Commencement Date, the VWAP for the Company's shares	12 months

	as traded on ASX being equal to or exceeds $0.04.	
5,000,000	Enterprise value/resource as at 12 month anniversary exceeding the average across the "Basket".	12 months
5,000,000	Share price performance of CLA as at the 12 month anniversary exceeding the average across the "Basket".	12 months
25,000,000		

The "Basket" of comparable companies for the purposes set out above will, in the first 12 months, be Aspire Mines (ASX: AKM), Guildford Coal (ASX: GUF), Mongolia Energy (HKEX: 276), Kaisun Energy (HKEX: 8203), Modun Resources (ASX: MOU), Draig Resources (ASX: DRG), Newera Resources (ASX: NRU), Tigers Realm Coal (ASX:TIG), Prairie Downs Metals (ASXS:PDZ).

and are otherwise issued on the terms and conditions under the Company's Employee Performance Rights Plan

5. Unlisted options are exercisable at $0.02 each, on or before 12 December 2016. A summary of the terms and conditions of the unlisted options issued were disclosed in the notice of meeting dated 3 October 2012.

6. In respect of quoted Equity Securities the value is based on the closing price of the Shares ($0.001) on the ASX on 15 October 2014. The Options were valued using the Black & Scholes option pricing model. . Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares).The Performance Rights were valued using a manual calculation utilising management assessment of the probability of the vesting conditions being achieved with a current share price of $0.001.

GLOSSARY

$ means Australian dollars.

10% Placement Facility has the meaning given in section 6.1 of this Notice.

Annual General Meeting means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the *Corporations Regulations 2001 (Cth*).

Commencement Date means the date on which the executive commenced their executive role with the Company.

Company means Celsius Coal Limited (ABN 95 009 162 949).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

(a) is not included in the S&P/ASX 300 Index; and

(b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of $300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

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.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Options means an option which enables the holder to subscribe for one Share.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Proxy Form means the proxy form accompanying the Notice.

Related Party Shares means an ordinary fully paid shares issued pursuant to Resolutions 4 – 7 and on terms and conditions attached to existing fully paid ordinary shares.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2014.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Variable A means "A" as set out in the calculation in section 6.2 of this Notice.

WST means Western Standard Time as observed in Perth, Western Australia.

Celsius Coal Limited. ABN 95 009 162 949

PROXY FORM

APPOINTMENT OF PROXY
CELSIUS COAL LIMITED
ACN 009 162 949

ANNUAL GENERAL MEETING

I/We _____

of _____

being a Shareholder entitled to attend and vote at the Meeting, hereby

appoint _____
Name of proxy

OR ☐ the Chair as my/our 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, at the Meeting to be held at 12:00pm, on Friday, 28 November 2014 at Bentleys, Level 1, 12 Kings Park Road, West Perth, and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 4, 5, 6, 7 and 8 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4, 5, 6, 7 and 8 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting	**FOR**	**AGAINST**	**ABSTAIN**
Resolution 1 – Adoption of Remuneration Report	☐	☐	☐
Resolution 2 – Re-Election of Director – Mr Ranko Matic	☐	☐	☐
Resolution 3 – Ratification of Prior issue	☐	☐	☐
Resolution 4 – Approval to issue shares to Alexander Molyneux	☐	☐	☐
Resolution 5 – Approval to issue shares to Bill Oliver	☐	☐	☐
Resolution 6 – Approval to issue shares to Ranko Matic	☐	☐	☐
Resolution 7 – Approval to issue shares to Alistair Muir	☐	☐	☐
Resolution 8 – Approval of 10% Placement Facility	☐	☐	☐

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.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signature of Shareholder(s): Date: _____

Individual or Shareholder 1	**Shareholder 2**	**Shareholder 3**
Sole Director/Company Secretary	**Director**	**Director/Company Secretary**

Contact Name: _____ **Contact Ph (daytime):** _____

Instructions for Completing 'Appointment of Proxy' Form

1. (**Appointing a proxy**): A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.

2. (**Direction to vote**): A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.

3. (**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 of the Shareholders should sign.
   - (**Power of attorney**): If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
   - (**Companies**): Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.

4. (**Attending the Meeting**): Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

5. (**Return of Proxy Form**): To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

   (a) post to Celsius Coal Limited, PO Box 44, West Perth 6872; or

   (b) facsimile to the Company on facsimile number +61 8 9226 4300; or

   (c) email to the Company at abetti@perth.bentleys.com.au

   so that it is received not less than 48 hours prior to commencement of the Meeting.

   Proxy Forms received later than this time will be invalid.