

ABN 95 009 162 949

HALF-YEAR FINANCIAL REPORT

31 DECEMBER 2020

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CELSIUS RESOURCES LIMITED
CORPORATE DIRECTORY

DIRECTORS

William Oliver – Non-Executive Director
Brendan Borg – Non-Executive Director
Pine van Wyk – Non-Executive Director *(resigned 4 February 2021)*
Ashley Hood – Non-Executive Director *(resigned 25 January 2021)*
Attilenore Austria – Non-Executive Director *(appointed 4 February 2021)*
Martin Buckingham – Non-Executive Chairman *(appointed 4 February 2021)*

COMPANY SECRETARY

Melanie Ross

AUDITORS

RSM Australia Partners
Level 32 Exchange Tower
2 The Esplanade
PERTH WA 6000

SOLICITORS

Steinepreis Paganin
Level 4
The Read Buildings
16 Milligan Street
PERTH WA 6000
Ph: +61 8 9321 4000
Fax: +61 8 9321 4333

SHARE REGISTRY

Automic Registry Services
Level 2
267 St Georges Terrace
PERTH WA 6000
+61 8 9324 2099

STOCK EXCHANGE LISTING

Australian Securities Exchange Limited
(Home Branch - Perth)
ASX Code: CLA

REGISTERED OFFICE

Level 2
22 Mount Street
PERTH WA 6000

CONTACTS

Telephone: +61 8 6188 8181
Facsimile: +61 8 6188 8182
E-mail: info@celsiusresources.com.au
Website: www.celsiusresources.com.au

Your Directors present their report together with the half-year financial report on the consolidated entity, consisting of Celsius Resources Limited and the entities it controlled at the end of, or during the half-year ended 31 December 2020.

Directors

The Directors in office at the date of this report and at any time during the half-year are as follows.

William Oliver	Non-Executive Director
Brendan Borg	Non-Executive Director
Pine van Wyk	Non-Executive Director *(resigned 4 February 2021)*
Ashley Hood	Non-Executive Director *(resigned 25 January 2021)*
Attilenore Austria	Non-Executive Director *(appointed 4 February 2021)*
Martin Buckingham	Non-Executive Chairman *(appointed 4 February 2021)*

Principal Activities

During the year, the principal activities of the consolidated entity consisted of mineral exploration in Australia, Namibia and the Philippines.

There were no significant changes in the nature of the activities of the consolidated entity during the half-year.

Significant Changes in the State of Affairs

There were no significant changes in the state of affairs of the consolidated entity during the financial half-year.

Review of Operations

Corporate

The consolidated net loss of the consolidated entity after income tax for the six months ended 31 December 2020 amounted to $639,491 (31 December 2019: $339,219).

On 18 August 2020 16,000,000 unlisted options exercisable at $0.05 expired.

On 7 December 2020, the 10,000,000 ordinary shares issued as part of the acquisition of the Cullarin West Project completed in June 2020 were released from voluntary escrow.

On 8 December 2020, the following unlisted options expired:

- 2,000,000 unlisted options exercisable at $0.175
- 2,000,000 unlisted options exercisable at $0.205
- 2,000,000 unlisted options exercisable at $0.225

Maalinao-Caigutan-Biyog Copper Gold Project, Philippines (Celsius acquired 100%)

On 4 February 2021, the acquisition of 100% of the issued capital of Anleck Limited (Anleck), a private UK company that owns, through various subsidiaries, a suite of copper-gold projects in the Philippines, has successfully settled.

The renewal of the Exploration Permit (EP) necessitated the Makilala Mining Philippine team to commence mobilization in preparation for drilling to commence.

On 26 February 2021, Celsius Philippine subsidiary Makilala Mining has commenced drilling operations in accordance with its approved Exploration Permit No. 003-2006-CAR for the Maalinano Caigutan-Biyog (MCB) copper-gold project.

Prior to mobilization, tenders were submitted by suitably qualified contractors to carry-out drilling and supply of early critical technical work programs which would be incorporated as part of the drilling program to support the Scoping Study. On 15 December 2020 Makilala Mining entered into a contract with Mega Philippines for the supply of drilling at the MCB site. Purchase orders were also placed with PSM for technical design and development of a conceptual hydrological model, while the vibrating wire piezometer equipment was purchased through Durham Geo Slope Indicator (DGSI) in advance of drilling commencing. Community engagements where also carried out with the community and relevant stakeholders to seek support for the continuation of the drilling program which resulted to a strong support for Makilala Mining resuming drilling at the MCB site.

The MCB Project is one of the key portfolio projects of Makilala along with six other prospects in the pipeline for permit renewal/extension.

Lachlan Fold Belt Projects, Australia (Celsius – 100%)

During the prior financial year the Company acquired 100% of the Cullarin West and Yass Gold Projects (comprising ELA5928) located in the highly sought-after Lachlan Fold Belt region of NSW, Australia. The Company completed an initial site visit as part of its due diligence and recently completed a detailed review of available geological, geochemical and geophysical data sourced from historical exploration and open file regional surveys.

The Cullarin West prospect is located adjacent to and along strike of Sky Metals' (ASX:SKY) Cullarin discovery (93 m at 4.24 g/t gold from 56 m, refer ASX.SKY Announcement 10 February 2020) (See Figure 4 for Location Map). An initial review, including a site visit, indicates the project is underlain by similar geological and structural features which host mineralisation at Cullarin. Only limited historical exploration has been undertaken in the tenement area due to widespread recent cover obscuring bedrock geology.

A historical diamond drillhole at Cullarin West (DDH W-1 drilled in 1978) showed elevated levels of silver and base metals in "drill sludges" (refer ASX Announcement 4 June 2020). Sludge samples were not analysed for gold due to the focus being on base metals. The drill core was not cut or sampled and is stored at the NSW core library in Londonderry. Celsius has accessed this core and sampled it with assay results undergoing compilation and assessment at the date of this report. Initial exploration at the project is planned to be a significant program of low detection limit geochemical sampling designed to define further drilling targets. With the recent grant of the tenement the Company is now in the process of identifying and contacting landowners within the areas of interest to enable access agreements to be completed.

Opuwo Cobalt Project, Namibia (Celsius – 95%)

Celsius is aiming to define a long life, reliable source of cobalt at Opuwo. The Company considers the Project to have the following advantages:

- Large scale.
- Favourable mineralogy: cobalt and copper sulphide minerals.
- Low in deleterious elements: notably arsenic, cadmium and uranium.

- Mining friendly, politically stable and safe location with excellent infrastructure.
- Cobalt: best exposure to lithium ion battery demand.

Work on the Opuwo Cobalt Project has been limited during the period due to the low current and short term forecast cobalt price. The Company has continued with work programs aimed at keeping the Opuwo Project in good standing, in terms of in country expenditure and reporting, Corporate Social Responsibility (CSR) programs, and community and government consultation regarding the current status of the Project. Desktop exploration programs have been developed for gold and base metals targets in the broader Opuwo Project.

The Opuwo Cobalt Project is located in northwestern Namibia, approximately 800 km by road from the capital, Windhoek, and approximately 750 km from the port at Walvis Bay. The Project has excellent infrastructure, with the regional capital of Opuwo approximately 30 km to the south, where services such as accommodation, fuel, supplies, and an airport and hospital are available. Good quality bitumen roads connect Opuwo to Windhoek and Walvis Bay. The Ruacana hydro power station (320 MW), which supplies the majority of Namibia's power, is located nearby, and a 66 kV transmission line passes through the eastern boundary of the Project.

The Opuwo Project consists of four Exclusive Prospecting Licences covering approximately 1,470 km^2. (Figure 1)

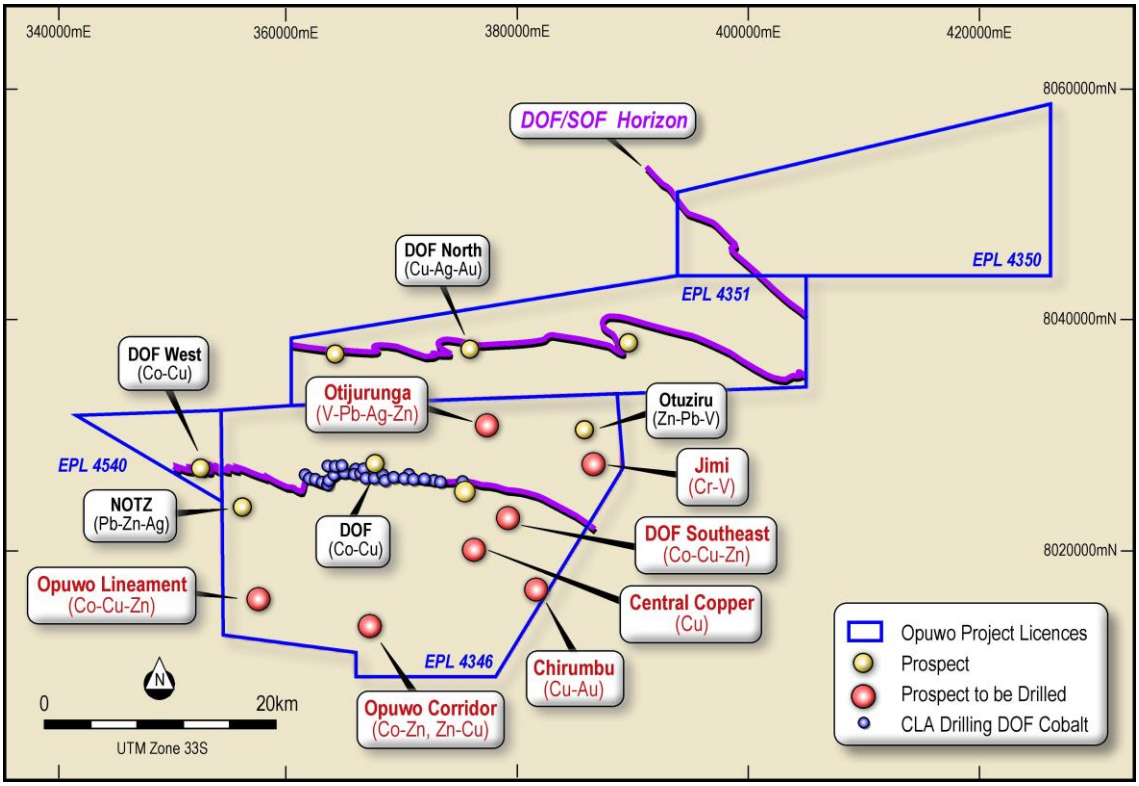


Figure 1: Opuwo Licence and Prospect Map

The Company continues to carry out regular monitoring and stakeholder engagement at the Opuwo Project as per its commitments under the independent Environmental Impact Assessment (EIA) completed for the Scoping Study, save for period where travel within Namibia has been restricted due to COVID-19. The Company is awaiting feedback from the Ministry of Environment and Tourism on the EIA Scoping Report submitted (along with any public submissions). Once the Scoping Report is approved specialist environmental and social studies would be able to commence, readying the Project to ramp up the PFS to meet forthcoming demand for cobalt and copper.

Independent 3rd party review was done relating to metallurgical testwork and process design, specifically the roasting process, leaching process and flotation optimisation testwork. A number of areas where further testwork would be beneficial have been identified from this third party review of all work completed to date on the Opuwo Cobalt Project. During the next period the company will finalize the next phase of optimization test work after engaging and obtaining proposals from various metallurgical testing laboratories. This will include potential drilling of fresh metallurgical core samples to be used for test work.

Exploration activities at the Opuwo Cobalt Project were largely desktop focused involving review of data from the Company's SkyTEM aerial survey and downhole EM surveys, geochemical data as well as statutory reporting. Work commenced on a Mineral Resource update which is expected to be completed shortly.

Western Australian Nickel Assets

Celsius holds an interest in two nickel assets in Western Australia.

Celsius (through View Nickel Pty Ltd) has a 100% interest in the Abednegno Hill Nickel Project to the west of Minara Resources' Murrin Murrin nickel mine and the NiWest operation currently under development by GME Resources Ltd. Only desktop work was completed during the year due to restrictions on travel in Western Australia.

Additionally the Company owns a 30% joint venture interest in the Carnilya Hill Joint Venture in Western Australia with Mincor Resources NL (Joint Venture). Mincor Resources NL (Mincor, ASX:MCR) is the operator of the Carnilya Hill JV. The tenements covered by the Carnilya Hill Joint Venture (JV) include Mining Licences M26/47, M26/48, M26/49 and M26/453. Mincor has not advised the Company of any material results from exploration at the Carnilya Hill Project during the year. During the period Mincor and the Company discussed future activities at the Joint Venture and options to progress it given the extensive work completed to date.

Events Subsequent to Reporting Date

On 5 January 2021 1,000,000 unlisted options exercisable at $0.175 expired and 1,500,000 unlisted options exercisable at $0.225 expired.

On 12 January 2021 6,000,000 unlisted options exercisable at $0.075 expired.

On 25 January 2021 Mr. Ashley Hood tendered his resignation as Non-Executive Director of the Company with immediate effect.

On 4 February 2021 the acquisition of 100% of the issued capital of Anleck Limited (Anleck), a private UK company that owns, through various subsidiaries, a suite of copper-gold projects in the Philippines, has successfully settled. Consideration of the acquisition consists of 100,000,000 fully paid ordinary shares to the shareholders of Anleck (50,000,000 of these will be subject to a buy-back and cancellation right in favour of Celsius) and 100,000,000 deferred consideration shares, in two equal tranches subject to the following:

- 50,000,000 share upon securing and entering into a financial and technical assistance agreement or a mineral production sharing agreement with the Philippines Government in relation to the project, provided this occurs within 36 months of settlement; and

Events Subsequent to Reporting Date (continued)

- 50,000,000 shares upon Celsius announcing to ASX that it has completed an economically viable Definitive Feasibility Study (DFA) in relation to the project, provided this occurs within 36 months of settlement.

At settlement of the acquisition of Anleck Limited, Celsius has also agreed to reimburse the Anleck shareholders for up to USD $150,000 they have incurred in finalising the transaction.

As part of the settlement of the Anleck transaction, Mr. Martin Buckingham has been appointed as the Celsius Non-Executive Chairman, Ms. Attilenore Austria has been appointed as a Non-Executive Director and Mr. Peter Hume has been appointed as Company's Country Operations Director – Philippines. Mr Bill Oliver and Mr Brendan Borg will remain as Non-Executive Directors of the Company. Mr Pine van Wyk has resigned as Non-Executive Director, but will remain as the Country Operations Director – Namibia.

On 12 February 2021 entered into a sale and purchase agreement with Mincor Resources NL to sell its 30% Joint Venture interest.

Whilst exploration activities have been able to continue, the impact of the Coronavirus (COVID-19) pandemic is ongoing. It is not practical to estimate the potential impact, positive or negative, after the reporting date. The situation is continually developing and is dependent on measures imposed by Australian and Namibian Governments, and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and economic stimulus that may be provided.

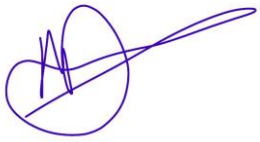
Other than the above, no matters or circumstances have arisen since the end of the half-year which significantly affected or may significantly affect the operations of the consolidated entity, the results of those operations or the state of affairs of the consolidated entity in subsequent financial years.

Auditor's Independence Declaration

The lead auditor's independence declaration under section 307C of the *Corporations Act 2001* is included within this half-year financial report.

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the directors



Martin Buckingham
Chairman
Dated this 15th day of March 2021

CELSIUS RESOURCES LIMITED
STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME
FOR THE HALF-YEAR ENDED 31 DECEMBER 2020

	Consolidated	
	31 December 2020 $	**31 December 2019 $**
Other income	60,205	35,174
Director fees	(107,700)	(76,267)
Legal and other professional fees	(366,120)	(165,946)
Share based payments	-	-
Travel and accommodation	-	(1,032)
Other expenses	(131,485)	(131,148)
Foreign exchange loss	(94,391)	-
Loss before income tax	**(639,491)**	**(339,219)**
Income tax expense	-	-
Loss for the period	**(639,491)**	**(339,219)**
Other comprehensive income		
Items that may be reclassified subsequently to profit or loss		
Exchange differences on translating foreign operations	498,861	(1,542)
Total other comprehensive income	**498,861**	**(1,542)**
Total comprehensive loss for the period	**(140,630)**	**(340,761)**
Loss for the period attributable to:		
Non-controlling interests	(1,435)	(2,163)
Members of the parent	(638,056)	(337,056)
	(639,491)	(339,219)
Total comprehensive loss attributable to:		
Non-controlling interests	25,012	(2,240)
Members of the parent	(165,642)	(338,521)
	(140,630)	(340,761)
Loss per share:	Cents	Cents
Basic loss per share	(0.08)	(0.04)
Diluted loss per share	(0.08)	(0.04)

The accompanying notes form part of this interim financial report.

CELSIUS RESOURCES LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2020

	Note	Consolidated 31 December 2020 $	Consolidated 30 June 2020 $
ASSETS			
Current Assets			
Cash and cash equivalents		2,966,446	5,674,226
Trade and other receivables		38,787	50,669
Other assets		25,989	11,212
Total Current Assets		**3,031,222**	**5,736,107**
Non-Current Assets			
Exploration and evaluation expenditure	3	15,144,441	14,337,088
Loan receivable	4	1,673,334	-
Total Non-Current Assets		**16,817,775**	**14,337,088**
Total Assets		**19,848,997**	**20,073,195**
LIABILITIES			
Current Liabilities			
Trade and other payables		110,360	193,928
Total Current Liabilities		**110,360**	**193,928**
Non-Current Liabilities			
Provision for rehabilitation		232,753	232,753
Total Non-Current Liabilities		**232,753**	**232,753**
Total Liabilities		**343,113**	**426,681**
Net Assets		**19,505,884**	**19,646,514**
EQUITY			
Issued capital		55,067,568	55,067,568
Reserves		(673,521)	(834,738)
Accumulated losses		(34,939,538)	(34,612,679)
Equity attributable to the owners of Celsius Resources Limited		19,454,509	19,620,151
Non-controlling interest		51,375	26,363
Total Equity		**19,505,884**	**19,646,514**

The accompanying notes form part of this interim financial report.

CELSIUS RESOURCES LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE HALF YEAR ENDED 31 DECEMBER 2020

Consolidated	Issued Capital	Accumulated Losses	Share Based Payments Reserve	Foreign Currency Translation Reserve	Non Controlling Interest	Total
	$	$	$	$	$	$
Balance at 1 July 2019	**54,840,709**	**(34,368,879)**	**1,304,951**	**132,938**	**126,633**	**22,036,352**
Loss for the period	-	(337,056)	-	-	(2,163)	(339,219)
Other comprehensive income	-	-	-	(1,465)	(77)	(1,542)
Total comprehensive loss for the period	**-**	**(337,056)**	**-**	**(1,465)**	**(2,240)**	**(340,761)**
Balance at 31 December 2019	**54,840,709**	**(34,705,935)**	**1,304,951**	**131,473**	**124,393**	**21,695,591**
Balance at 1 July 2020	**55,067,568**	**(34,612,679)**	**886,923**	**(1,721,661)**	**26,363**	**19,646,514**
Loss for the period	-	(638,056)	-	-	(1,435)	(639,491)
Other comprehensive income	-	-	-	472,414	26,447	498,861
Total comprehensive loss for the period	**-**	**(638,056)**	**-**	**472,414**	**25,012**	**(140,630)**
Expiry of options	-	311,197	(311,197)	-	-	-
Balance at 31 December 2020	**55,067,568**	**(34,939,538)**	**575,726**	**(1,249,247)**	**51,375**	**19,505,884**

The accompanying notes form part of this interim financial report.

CELSIUS RESOURCES LIMITED
STATEMENT OF CASH FLOWS
FOR THE HALF YEAR ENDED 31 DECEMBER 2020

	Consolidated	
	31 December 2020 $	31 December 2019 $
CASH FLOWS FROM OPERATING ACTIVITIES		
Payments to suppliers and employees	(647,343)	(393,054)
Payments for exploration and evaluation	(367,525)	(125,955)
Interest received	14,587	40,928
Other receipts	49,771	-
Net cash outflow from operating activities	**(950,510)**	**(478,081)**
CASH FLOWS FROM INVESTING ACTIVITIES		
Loan to other entities	(1,754,785)	-
Net cash outflow from investing activities	**(1,754,785)**	**-**
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from share issue	-	-
Proceeds from share funds held in trust	-	-
Share issue costs	(3,141)	-
Net cash outflow from financing activities	**(3,141)**	**-**
Net decrease in cash held	(2,708,436)	(478,081)
Effect of exchange rate changes on the balance of cash held in foreign currencies	656	(11)
Cash at the beginning of the financial period	5,674,226	6,655,181
Cash at the end of the financial period	**2,966,446**	**6,177,089**

The accompanying notes form part of this interim financial report.

1. BASIS OF PREPARATION

The half-year financial report is a general purpose financial report prepared in accordance with the *Corporations Act 2001* and AASB 134 'Interim Financial Reporting'. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

The half-year financial report does not include full disclosures of the type normally included in an annual financial report. It is recommended that this half-year financial report be read in conjunction with the annual financial report for the year ended 30 June 2020 and any public announcements made by Celsius Resources Limited during the half-year in accordance with continuous disclosure requirements arising under the *Corporations Act 2001*.

The half-year financial report has also been prepared on an accruals basis and is based on historical costs, modified, where applicable by the measurement at fair value for certain classes of assets and liabilities. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise indicated.

The accounting policies and methods of computation adopted in the preparation of the half-year financial report are consistent with those adopted in the annual financial report for the year ended 30 June 2020.

New and Revised Accounting Standards and Interpretations

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Going Concern

The financial statements have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business.

As disclosed in the financial statements, the consolidated entity incurred a loss of $639,491 and had net cash outflows from operating and investing activities of $950,510 and $1,754,785 respectively for the half-year ended 31 December 2020.

The Directors believe that it is reasonably foreseeable that the consolidated entity will continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report due to:

- The consolidated entity has the ability to scale down its operations in order to curtail expenditure, in the event capital raisings are delayed or insufficient cash is available to meet projected expenditure; and

- The Directors are confident the consolidated entity will be successful in sourcing further capital from the issue of additional equity securities under the Corporations Act 2001 to fund the ongoing operations and projects.

2. SEGMENT INFORMATION

The consolidated entity operates within two geographical segments within mineral exploration and extraction being Australia and Namibia. The segment information provided to the chief operating decision maker is as follows:

Six months ended 31 December 2020	Exploration activities AUSTRALIA $	Exploration Activities NAMIBIA $	Consolidated $
Segment revenue	60,205	-	60,205
Total revenue			60,205
Segment result before income tax	(610,797)	(28,694)	(639,491)
Loss before income tax			(639,491)
At 31 December 2020			
Segment assets	5,295,950	14,553,047	19,848,997
Total assets			19,848,997
Segment liabilities	341,173	1,940	343,113
Total liabilities			343,113

Six months ended 31 December 2019	Exploration activities AUSTRALIA $	Exploration Activities NAMIBIA $	Consolidated $
Segment revenue	33,161	2,013	35,174
Total revenue			35,174
Segment result before income tax	(295,956)	(43,263)	(339,219)
Loss before income tax			(339,219)
At 30 June 2020			
Segment assets	6,250,863	13,822,332	20,073,195
Total assets			20,073,195
Segment liabilities	394,788	31,893	426,681
Total liabilities			426,681

3. EXPLORATION AND EVALUATION EXPENDITURE

	Consolidated	
	31 December 2020	30 June 2020
	$	$
Expenditure brought forward at the beginning of the period	14,337,088	15,434,702
Expenditure acquired during the period (1)	-	230,000
Expenditure incurred during the period	306,283	598,193
Foreign exchange movements	501,070	(1,925,807)
Expenditure carried forward at the end of the period	15,144,441	14,337,088

1. During the 2020 financial year, the company acquired the Cullarin West and Yass Gold Projects (comprising ELA5928) located in Lachlan Fold Belt region of NSW, Australia. The Company issued 23,000,000 fully paid ordinary shares as consideration for the project. Management has determined that the acquisition does not meet the definition of a business within AASB 3 Business Combinations. This transaction has been accounted for as an asset acquisition.

Recoverability of the carrying amount of exploration assets is dependent on the successful exploration and sale of the mineral resource.

4. LOAN RECEIVABLE

	Consolidated	
	31 December 2020	30 June 2020
	$	$
Loan receivable at the beginning of the period	-	-
Funds advanced during the period (1)	1,766,214	-
Foreign exchange movements	(92,880)	-
Loan receivable at the end of the period	1,673,334	-

1. During the period the company entered into a Share Sale Agreement **(Agreement)** with Anleck Limited **(Anleck)** to acquire 100% of the issued capital in Anleck. Anleck executed a binding share purchase agreement with the vendor of Makilala Holdings Limited **(MHL)** whereby Anleck will acquire 100% of the issued capital in MHL **(MHL Share Purchase Agreement)**. Within the Agreement there is a clause (Purchase Loan for Completion Payment) whereby, Celsius shall;

   (i) Advance to the vendor of MHL the sum of US$250,000 to satisfy Anleck's obligations under the MHL Share Purchase Agreement **(Early Advance)** ; and
   (ii) Transfer an initial payment of US$550,000 to a trust account in accordance with the MHL Share Purchase Agreement and Trust Agreement. These were released to the vendor during the period.

   As part of the Share Sale Agreement, Celsius entered into a secured loan agreement which has a total sum of up to US$1.5m, of which US$1.28m has been used. Celsius shall advance the loan, in one or more drawings, to the bank account nominated by Anleck Limited, and in accordance with terms of, a Drawdown Notice. The early advance shall be a loan from Celsius to Anleck, but will become an intercompany loan in the event settlement occurs and bear interest at a rate of 5% per annum. In the event that Settlement does not occur, the loan is to be repayable on that date which is 12 months after MHL settlement.

   For the purposes of MHL being able to complete all necessary work programs and in-country approval processes for the renewal of the tenements. Celsius acknowledges that MHL required additional funding, as such agrees to make a working capital loan available to Anleck up to a maximum of US$700,000 (Working Capital Loan), the Working Capital Loan will form part of the loan advanced to Anleck.

5. CONTINGENT LIABILITIES

The consolidated entity had no contingent liabilities as at 31 December 2020 and 30 June 2020.

6. DIVIDENDS

No dividends have been paid or provided for during the half-year (2019: nil).

7. EVENTS SUBSEQUENT TO REPORTING DATE

On 5 January 2021 1,000,000 unlisted options exercisable at $0.175 expired and 1,500,000 unlisted options exercisable at $0.225 expired.

On 12 January 2021 6,000,000 unlisted options exercisable at $0.075 expired.

On 25 January 2021 Mr. Ashley Hood tendered his resignation as Non-Executive Director of the Company with immediate effect.

On 4 February 2021 the acquisition of 100% of the issued capital of Anleck Limited (Anleck), a private UK company that owns, through various subsidiaries, a suite of copper-gold projects in the Philippines, has successfully settled. Consideration of the acquisition consists of 100,000,000 fully paid ordinary shares to the shareholders of Anleck (50,000,000 of these will be subject to a buy-back and cancellation right in favour of Celsius) and 100,000,000 deferred consideration shares, in two equal tranches subject to the following:

- 50,000,000 share upon securing and entering into a financial and technical assistance agreement or a mineral production sharing agreement with the Philippines Government in relation to the project, provided this occurs within 36 months of settlement; and
- 50,000,000 shares upon Celsius announcing to ASX that it has completed an economically viable Definitive Feasibility Study (DFA) in relation to the project, provided this occurs within 36 months of settlement.

At settlement of the acquisition of Anleck Limited, Celsius has also agreed to reimburse the Anleck shareholders for up to USD $150,000 they have incurred in finalising the transaction.

As part of the settlement of the Anleck transaction, Mr. Martin Buckingham has been appointed as the Celsius Non-Executive Chairman, Ms. Attilenore Austria has been appointed as a Non-Executive Director and Mr. Peter Hume has been appointed as Company's Country Operations Director – Philippines. Mr Bill Oliver and Mr Brendan Borg will remain as Non-Executive Directors of the Company. Mr Pine van Wyk has resigned as Non-Executive Director, but will remain as the Country Operations Director – Namibia.

On 12 February 2021 entered into a sale and purchase agreement with Mincor Resources NL to sell its 30% Joint Venture interest.

Whilst exploration activities have been able to continue, the impact of the Coronavirus (COVID-19) pandemic is ongoing. It is not practical to estimate the potential impact, positive or negative, after the reporting date. The situation is continually developing and is dependent on measures imposed by Australian and Namibian Governments, and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and economic stimulus that may be provided.

7. EVENTS SUBSEQUENT TO REPORTING DATE (CONTINUED)

Other than the above, no matters or circumstances have arisen since the end of the half-year which significantly affected or may significantly affect the operations of the consolidated entity, the results of those operations or the state of affairs of the consolidated entity in subsequent financial years.

In the directors' opinion:

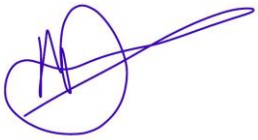
- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 31 December 2020 and of its performance for the financial half-year ended on that date; and

- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of the Board of Directors made pursuant to s303(5)(a) of the *Corporations Act 2001.*

On behalf of the directors



Martin Buckingham
Chairman
Dated this 15th day of March 2021

RSM Australia Partners

Level 32, Exchange Tower
2 The Esplanade Perth WA 6000
GPO Box R1253 Perth WA 6844

T +61 (0) 8 9261 9100
F +61 (0) 8 9261 9111

www.rsm.com.au

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the review of the financial report of Celsius Resources Limited for the half-year ended 31 December 2020, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and

(ii) any applicable code of professional conduct in relation to the review.

RSM AUSTRALIA PARTNERS

Perth, WA
Dated: 15 March 2021

TUTU PHONG
Partner

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Liability limited by a scheme approved under Professional Standards Legislation

RSM Australia Partners

Level 32, Exchange Tower
2 The Esplanade Perth WA 6000
GPO Box R1253 Perth WA 6844

T +61 (0) 8 9261 9100
F +61 (0) 8 9261 9111

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INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF CELSIUS RESOURCES LIMITED

Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of Celsius Resources Limited, which comprises the consolidated statement of financial position as at 31 December 2020, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the half-year end or from time to time during the half-year.

Directors' Responsibility for the Half-Year Financial Report

The directors of the Company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2020 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Celsius Resources Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

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Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Celsius Resources Limited, would be in the same terms if given to the directors as at the time of this auditor's review report.

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Celsius Resources Limited is not in accordance with the *Corporations Act 2001*, including:

(a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2020 and of its performance for the half-year ended on that date; and

(b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

RSM AUSTRALIA PARTNERS

TUTU PHONG
Partner

Perth, WA
Dated: 15 March 2021