

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To: Company Name/Scheme

Celsius Resources Ltd

ACN/ARSN

1. Details of substantial holder(1)

Name

Andrew Graham Palleon

ACN/ARSN (if applicable)

The holder ceased to be a substantial holder on

2/10/2019

The previous notice was given to the company on

16/09/2019

The previous notice was dated

16/09/2019

2. Changes in relevant interests

The details of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change(s)	Class (6) and number of securities affected	Person's votes affected
<u>2/10/2019</u>	<u>See Annexure 1</u>	<u>Cease to be associates of</u>	<u>N/A</u>	<u>97,925,775</u>	<u>12.93%</u>

association of like-minded holders acting in concert

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
<u>See Annexure 1</u>	<u>Association of like-minded holders acting in concert</u>

4. Addresses

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

Name	Address
<u>Andrew Graham Palleon</u>	<u>18 Rawson Road, Berowra, NSW 2081</u>

Signature

print name

Andrew G. Palleon

capacity

Group Co-ordinator

sign here

AG Palleon

date

2/10/2019

Annexure 1

	No. of Shares
1 ALARP SERVICES PTY LTD	3,500,000
2 Andrew Graham Palleson and Hul Palleson (Palleson Superfund A/C)	12,341,000
3 Ashwini Nikhil Shende	788,714
4 Beverley Joy Halfhide	180,933
5 BRENJE DISCRETIONARY TRUST	500,000
6 C&D Coughlan Super A/C	200,000
7 Charles Malcolm Baird	590,000
8 CRYPTIC DEPOSITS PTY LTD (Cryptic Superfund A/C)	1,252,380
9 Daniel Gelberg	1,094,848
10 Darcy James Johnson	182,266
11 Gary Robert Marshall	4,286,817
12 Gerard Peter Bates	500,000
13 Gregory George Davis	2,040,933
14 GUARINO HOLDING PTY LTD	300,000
15 Henry Anthony Chripps	325,000
16 JSMINDUSTRIES SUPER PTY LTD (JSMINDUSTRIES Super S/F A/C)	1,600,000
17 Kaye Ellen Crole	20,000
18 Kevin Dinh	249,500
19 KILA PTY LTD (Lingo Family A/C)	4,054,000
20 KOZLOWSKI NOMINESS PTY LTD (KOZLOWSKI S/F/N)	994,281
21 Larissa Nicole Brady	500,000
22 Levi Yeung	3,370,000
23 Levon Johnson	375,000
24 LOCKSMITH TRADER PTY LTD	540,000
25 Lukasz Krawczynski	100,000
26 Lukasz Krawczynski & Ms Zhe Zhou	203,000
27 Lynne Angela Jones	313,978
28 Marisa Ley-Kheng Tan	705,226
29 Marley Hayward	99,000
30 Martin Francis O'Donnell	140,000
31 Mathew Steven Fordham	117,549
32 MAYWELL PTY LTD (The Lurie SMSF)	700,000
33 MAYWELL PTY LTD (The Lurie SMSF)	400,000
34 MBEMY PTY LTD (MEMY Superfund A/C)	1,032,000
35 Michael Ross Latham	312,990
36 Monica Savage	312,650
37 Mr Aaron Heath Thamm	1,935,433
38 Mr Christopher Flood	1,047,696
39 Mr Daniel Peter Washburn	1,000,000
40 Mr Jabin Geoffery Mullane	9,500,000
41 Mr John Stuart McGowan	1,400,000
42 Mr Kurt Josef Lingohr and Mrs Lucy Lingohr (Lingo Superfund A/C)	1,930,298
43 Mr Liam Owen Daley	1,190,260
44 Mr Mathew Benjamin Emy	1,986,790
45 Mr Nicholas Epstein	186,000

This is Annexure 1 of 2 page referred to in Form 605 Notice of change of interests of substantial holder

Annexure 1	No. of Shares
46 Mr Nicholas Graetz	838,000
47 Mr Paul Joseph Coombe	1,730,100
48 Mr Paul Venda Divin	3,692,096
49 Mr Peter Paul Kozlowski	1,249,796
50 Mr Peter Vidotto	1,020,000
51 Mr Robert David Lurie (The RDL A/C)	4,134,500
52 Mr Simon Guarino	800,000
53 Mr Steven Paul Loveless	5,100,000
54 Mr Warren John Quinn	4,327,885
55 Mrs Natalie McPherson	4,000,000
56 Mrs Robyn Esmae Schofield	350,000
57 Nathan Moffat	795,550
58 Patrick James North	540,000
59 PAUL HAYWARD INVESTMENTS PTY LTD (Hayward SF A/C)	1,000,000
60 Paul Venda Divin	150,001
61 Phillip Clive Jones + Lynne Angela Shearer <Demeine s/fa/c>	635,000
62 RL3 Pty ATF Home Free Super Fund	129,941
63 Scott Johnson	300,000
64 Scott Johnson (Oliver Johnson A/C)	250,000
65 Sokhon Family Super Fund A/C	200,000
66 Shane Irwin	460,000
67 Simon Christopher Wood	672,792
68 Tooroug Pty Ltd	773,865
69 Trevor George Morrin	377,707
	97,925,775

This is Annexure 1 of 2 page referred to in Form 605 Notice of change of interests of substantial holder

Andrew Graham Palleon

A G Palleon

Signature

Date

2.10.2019.