

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Celsius Resources Limited (Company)ACN/ARSN 009 162 949**1. Details of substantial holder (1)**Name The Requisitioning Shareholders as detailed in Annexure AACN/ARSN (if applicable) N/AThe holder became a substantial holder on 25/10/2019**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	51,138,794	51,138,794	6.75%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Requisitioning Shareholders	Relevant interest under section 608(1)(a) of the Corporations Act as the holders of the shares	See Annexure A

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Requisitioning Shareholders	Requisitioning Shareholders	Requisitioning Shareholders	See Annexure A

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Requisitioning Shareholders	See Annexure B	See Annexure B	See Annexure B	See Annexure B

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

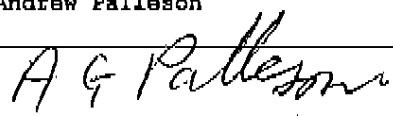
Name and ACN/ARSN (if applicable)	Nature of association
Requisitioning Shareholders	Association pursuant to sections 12(2)(b) or (c) of the Corporations Act by reason of notices issued under sections 203D and 249D of the Corporations Act requiring the Company to call and arrange to hold a general meeting to consider resolutions to remove as directors of the Company, Mr Bill Oliver and Mr Brendan Borg and any other persons appointed as directors of the Company prior the requisitioned meeting, and to elect Mr John Westdorp, Ms Hui (Michelle) Palleson and Mr Carl Swansson as directors of the Company (See Annexure C)

**7. Addresses**

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

Name	Address
Requisitioning Shareholders	See Annexure C

**Signature**

print name	Andrew Palleson	capacity	in his own right and for and on behalf of the Requisitioning Shareholders
sign here		date	25/10/2019

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write


"unknown".

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

**Annexure 'A'**

This is Annexure A of 1 page referred to In Form 603 Notice of initial substantial holder signed by me and dated 25 October 2019.

Date: 25.10.2019

Signature: 

**Andrew Graham Palleson**

No.	Holder of relevant interest	No. of Shares
1	Robert David Lurie (The RDL A/C)	3,000,000
2	Christopher Flood	1,047,696
3	Gregory George Davls	2,040,933
4	Dean Andrew Kent (Wattle A/C)	5,000,000
5	Mathew Benjamin Emy	1,986,790
6	Mbemy Pty Ltd	1,032,000
7	Andrew Graham Palleson	1,053,000
8	Kerry Michelle Jiali Palleson	231,000
9	Amanda Elizabeth Zhao Palleson	578,000
10	Andrew Graham Palleson and Hui Palleson (Palleson Superfund A/C)	12,341,000
11	John Stuart McGowan	1,550,000
12	JSMIndustries Super Pty Ltd (JSMINDUSTRIES Super S/F A/C)	1,800,000
13	Peter Paul Kozlowski	1,599,796
14	Kozlowski Nominees Pty Ltd (Kozlowski Family Super Fund)	994,281
15	Guarino Holdings Pty Ltd	300,000
16	Simon Michael Guarino	1,600,000
17	Warren John Quinn	4,000,000
18	Daniel Peter Washburn	1,000,000
19	Natalie McPherson	4,000,000
20	Kurt Josef Lingohr and Lucy Lingohr (Lingo Superfund A/C)	1,930,298
21	KJLA Pty Ltd	4,054,000
	<b>Total</b>	<b>51,138,794</b>

## Annexure 'B'

This is Annexure B of 1 page referred to in Form 603 Notice of Initial substantial holder signed by me and dated 25 October 2019.

Date:

Signature:



Andrew Graham Palleson

No	Holder of relevant Interest	Date	Consideration	Shares
1	JSMIndustries Super Pty Ltd (JSMINDUSTRIES Super S/F A/C)	14/10/2019	3,019.95	200,000
2	JSMIndustries Super Pty Ltd (JSMINDUSTRIES Super S/F A/C)	1/08/2019	2,419.95	100,000
3	JSMIndustries Super Pty Ltd (JSMINDUSTRIES Super S/F A/C)	30/07/2019	2,269.95	90,000
4	JSMIndustries Super Pty Ltd (JSMINDUSTRIES Super S/F A/C)	23/07/2019	6,109.95	210,000
5	JSMIndustries Super Pty Ltd (JSMINDUSTRIES Super S/F A/C)	5/07/2019	7,019.95	200,000
6	John Stuart McGowan	7/10/2019	2,567.99	150,000
7	John Stuart McGowan	22/08/2019	2,506.77	131,000
8	John Stuart McGowan	22/08/2019	1,328.99	69,000
9	John Stuart McGowan	20/08/2019	7,580.1	400,000.0
10	John Stuart McGowan	19/08/2019	2,017.99	100,000
11	John Stuart McGowan	19/08/2019	3,817.99	200,000
12	John Stuart McGowan	16/08/2019	3,817.99	200,000
14	John Stuart McGowan	5/08/2019	2,117.99	100,000
14	John Stuart McGowan	31/07/2019	5,219.95	200,000
14	John Stuart McGowan	30/07/2019	2,567.99	102,000
16	John Stuart McGowan	16/07/2019	6,157.95	198,000
17	Kozlowski Nominees Pty Ltd (Kozlowski Family Super Fund)	29/07/2019	2,376.98	94,281
18	Peter Paul Kozlowski	22/10/2019	1,614.95	100,000
19	Peter Paul Kozlowski	4/10/2019	4,264.95	250,000
20	Peter Paul Kozlowski	30/08/2019	7,487.31	395,119
21	Peter Paul Kozlowski	29/07/2019	2,387.83	94,915
22	Peter Paul Kozlowski	25/07/2019	2,620.25	100,204
23	Peter Paul Kozlowski	16/07/2019	3,214.95	100,000
24	Peter Paul Kozlowski	2/07/2019	3,314.95	100,000
25	Robert David Lurie (The RDL A/C)	4/10/2019	18,122.05	1,134,500
26	Guarino Holdings Pty Ltd	19/07/2019	2,919.95	100,000
27	Simon Michael Guarino	7/10/2019	6,419.95	400,000
28	Simon Michael Guarino	7/10/2019	6,419.95	400,000
29	Simon Michael Guarino	19/08/2019	9,880.05	550,000
30	Simon Michael Guarino	16/08/2019	2,680.05	150,000
31	Simon Michael Guarino	1/08/2019	887.28	40,331
32	Simon Michael Guarino	31/07/2019	3,852.01	159,669
33	Simon Michael Guarino	25/07/2019	2,619.95	100,000
34	Simon Michael Guarino	25/07/2019	2,819.95	100,000
35	Simon Michael Guarino	24/07/2019	2,819.95	100,000
36	Simon Michael Guarino	22/07/2019	287.80	9,284
37	Simon Michael Guarino	19/07/2019	5,932.15	190,716
38	Kerry Michelle Jiali Palleson	4/09/2019	4,255.05	237,500
39	Amanda Elizabeth Zhao Palleson	6/09/2019	1,292.72	72,926
40	Amanda Elizabeth Zhao Palleson	10/09/2019	9,039.03	502,724
41	Andrew Graham Palleson	16/09/2019	19,364.46	1,077,467
42	Kerry Michelle Jiali Palleson	9/10/2019	3,946.95	231,000
43	Amanda Elizabeth Zhao Palleson	9/10/2019	9,845.05	578,000
44	Andrew Graham Palleson	9/10/2019	9,420.95	553,000
45	Andrew Graham Palleson	8/10/2019	8,519.95	500,000

**Annexure 'C'**

This is Annexure C of 44 pages referred to in Form 603 Notice of Initial substantial holder signed by me and dated 25 October 2019,

Date:



Signature:

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Andrew Graham Palleson

**CELSIUS RESOURCES LIMITED ACN 009 162 949  
(Company)**

**Notice Requesting Directors to Convene Meeting of Members**

**TO:** The Proper Officer  
Celsius Resources Limited  
Level 2, 22 Mount Street  
PERTH WA 6000

TAKE NOTICE THAT pursuant to section 249D of the *Corporations Act 2001 (Cth)* the shareholders named below of the Company being shareholders with more than 5% of the votes that may be cast at the general meeting request the directors of the Company to convene a general meeting.

The resolutions to be proposed at the meeting are as follows:

**1. APPOINTMENT OF John Westdorp**

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

*That John Westdorp is hereby appointed as a director of Celsius Resources Limited in accordance with the Company's Constitution."*

**2. APPOINTMENT OF Hui (Michelle) Palleson**

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

*That Hui (Michelle) Palleson is hereby appointed as a director of Celsius Resources Limited in accordance with the Company's Constitution."*

**3. APPOINTMENT OF Carl Gerald Swensson**

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

*That Carl Gerald Swensson is hereby appointed as a director of Celsius Resources Limited in accordance with the Company's Constitution."*

**4. REMOVAL OF MR BILL OLIVER**

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

*That Mr Bill Oliver be and is hereby removed as a director of Celsius Resources Limited.*

5. REMOVAL OF MR BRENDAN BORG

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

*That Mr Brendan Borg be and is hereby removed as a director of Celsius Resources Limited.*


Yours Sincerely,



Robert David Lurie

Date: *21/10/2019*

Witnessed by:

  
Signature of Witness

Naomi Jackson  
Name of Witness

Personal Assistant  
Occupation of Witness

33C York St, Tuart Hill WA 6060  
Address of Witness



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Yours Sincerely,



CHRISTOPHER FLOOD

~~Insert shareholding name~~

Date: 21/10/2019

Witnessed by:



Signature of Witness

ROBERT LURIE

Name of Witness

FINANCIAL ADVISER

Occupation of Witness

1/43 CEDRIC ST.  
STIRLING WA 6021

Address of Witness

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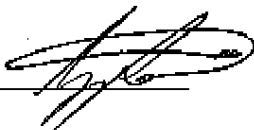
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5. REMOVAL OF MR BRENDAN BORG

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

*That Mr Brendan Borg be and is hereby removed as a director of Celsius Resources Limited.*


Yours Sincerely,



Gregory George Davis

Date: 03/10/2019

Witnessed by:

  
Signature of Witness

Scott Cameron  
Name of Witness

Electrician  
Occupation of Witness

16 Tyneside Grove  
Address of Witness  
Currambine, 6028

**CELSIUS RESOURCES LIMITED ACN 009 162 949**  
**(Company)**

**Notice Requesting Directors to Convene Meeting of Members**

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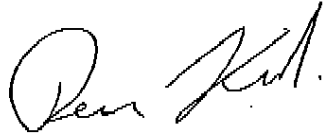
*That Mr Bill Oliver be and is hereby removed as a director of Celsius Resources Limited.*

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*That Mr Brendan Borg be and is hereby removed as a director of Celsius Resources Limited.*

Yours Sincerely,



Dean Andrew Kent (Wattle A/C)

Date: 27.9.2019

Witnessed by:

Emily  
Signature of Witness

EMILY KENT  
Name of Witness

STUDENT  
Occupation of Witness

8 WATTLE CIVE, WAVERN EAST, VIC  
Address of Witness

**CELSIUS RESOURCES LIMITED ACN 009 162 949**  
**(Company)**

**Notice Requesting Directors to Convene Meeting of Members**

**TO:**       The Proper Officer  
          Celsius Resources Limited  
          Level 2, 22 Mount Street  
          PERTH WA 6000

TAKE NOTICE THAT pursuant to section 249D of the *Corporations Act 2001* (Cth) the shareholders named below of the Company being shareholders with more than 5% of the votes that may be cast at the general meeting request the directors of the Company to convene a general meeting.

The resolutions to be proposed at the meeting are as follows:

**1.       APPOINTMENT OF John Westdorp**

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

*That John Westdorp is hereby appointed as a director of Celsius Resources Limited in accordance with the Company's Constitution.”*

**2.       APPOINTMENT OF Hui (Michelle) Palleson**

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

*That Hui (Michelle) Palleson is hereby appointed as a director of Celsius Resources Limited in accordance with the Company's Constitution.”*

**3.       APPOINTMENT OF Carl Gerald Swensson**

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

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5. REMOVAL OF MR BRENDAN BORG

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

*That Mr Brendan Borg be and is hereby removed as a director of Celsius Resources Limited.*

Yours Sincerely,

Mat Borg (Mr Matthew Benjamin Borg)  
Insert shareholding name

Date: 15/10/19

Witnessed by: Marisa Tan  
Signature of Witness

MARISA TAN  
Name of Witness

HOME DUTIES  
Occupation of Witness

26 CHURINGA AVE, MITCHAM  
Address of Witness



**CELSIUS RESOURCES LIMITED ACN 009 162 949**  
(Company)

**Notice Requesting Directors to Convene Meeting of Members**

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Yours Sincerely,

Marisa Tan Sole director whemg Pty Ltd

Insert shareholding name

Date: 15/10/19

Witnessed by:

Marisa Tan  
Signature of Witness

MARISA TAN  
Name of Witness

HOME DUTIES  
Occupation of Witness

26 CHURINGA AVENUE  
Address of Witness

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*That Mr Brendan Borg be and is hereby removed as a director of Celsius Resources Limited.*

Yours Sincerely,

*A G Palleson*

Andrew Graham Palleson

Date: 12.10.2019.

Witnessed by:

*[Signature]*  
Signature of Witness

*Stephen Ng*  
Name of Witness

*Accountant*  
Occupation of Witness

*37 Callina Rd Northridge*  
Address of Witness

**CELSIUS RESOURCES LIMITED ACN 009 162 949**  
**(Company)**

**Notice Requesting Directors to Convene Meeting of Members**

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Yours Sincerely,

  
\_\_\_\_\_

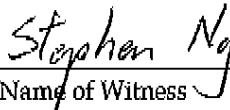
Kerry Michelle Jiali Palleson

Date: 12/10/19

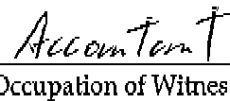
Witnessed by:

  
\_\_\_\_\_

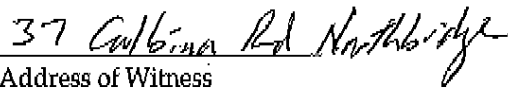
Signature of Witness

  
\_\_\_\_\_

Name of Witness

  
\_\_\_\_\_

Occupation of Witness

  
\_\_\_\_\_

Address of Witness

**CELSIUS RESOURCES LIMITED ACN 009 162 949**  
**(Company)**

**Notice Requesting Directors to Convene Meeting of Members**

**TO:** The Proper Officer  
Celsius Resources Limited  
Level 2, 22 Mount Street  
PERTH WA 6000

TAKE NOTICE THAT pursuant to section 249D of the *Corporations Act 2001* (Cth) the shareholders named below of the Company being shareholders with more than 5% of the votes that may be cast at the general meeting request the directors of the Company to convene a general meeting.

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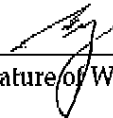
Yours Sincerely,

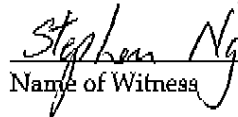


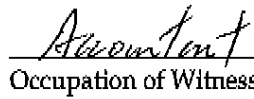
Amanda Elizabeth Zhao Palleson

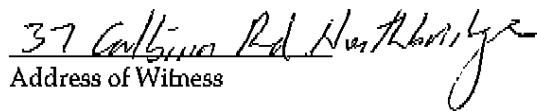
Date: 12/10/19

Witnessed by:

  
Signature of Witness

  
Name of Witness

  
Occupation of Witness

  
Address of Witness



**CELSIUS RESOURCES LIMITED ACN 009 162 949**  
**(Company)**

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Yours Sincerely,

*AG Palleson*

Andrew Graham Palleson  
Trustee of Palleson Superfund

Date: *2/10/2019*

Witnessed by:

*[Signature]*

Signature of Witness

*Karin M. M.*

Name of Witness

*IT*

Occupation of Witness

*2A Alan Road  
Berourra 2082 NSW*

Address of Witness

*2/10/2019*

*[Signature]*

Hui Palleson  
Trustee of Palleson Superfund

Date: *2/10/2019*

Witnessed by:

*[Signature]*

Signature of Witness

*Karin M. M.*

Name of Witness

*IT*

Occupation of Witness

*2A Alan Road  
Berourra 2082 NSW*

Address of Witness

*2/10/2019*

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**(Company)**

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          **PERTH WA 6000**

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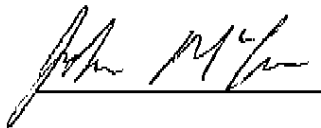
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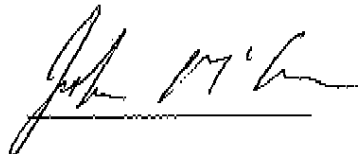
*That Mr Brendan Borg be and is hereby removed as a director of Celsius Resources Limited.*

Yours Sincerely,



John Stuart McGowan

Date: 27/9/19



John Stuart McGowan  
Sole Director, JSMINDUSTRIES SUPER PTY LTD

Date: 27/9/19

Witnessed by:

Jason Nurse  
Signature of Witness

Jason Nurse  
Name of Witness

Electrician  
Occupation of Witness

12 Peake Court Ascot 3551  
Address of Witness

CELSIUS RESOURCES LIMITED ACN 009 162 949  
(Company)

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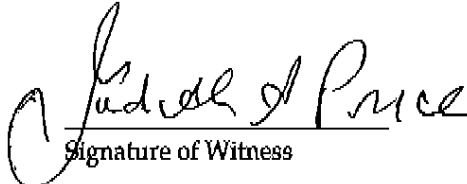
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Yours Sincerely,

  
\_\_\_\_\_  
Peter Paul Kozlowski

Date: 27<sup>th</sup> September 2019

Witnessed by:   
Signature of Witness

JUDITH ANNE PRICE  
Name of Witness

RETIRED  
Occupation of Witness

365 ILKLEY RD ILKLEY  
Address of Witness

**CELSIUS RESOURCES LIMITED ACN 009 162 949**  
**(Company)**

**Notice Requesting Directors to Convene Meeting of Members**

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Yours Sincerely,



Peter Paul Kozlowski  
Director, KOZLOWSKI NOMINEES PTY LTD as trustee Kozlowski Family Super Fund

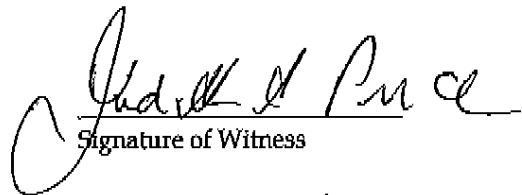
Date: 27/9/2019



Lisa Annette Kozlowski  
Director, KOZLOWSKI NOMINEES PTY LTD as trustee Kozlowski Family Super Fund

27/9/2019

Witnessed by:



Signature of Witness

JUDITH ANNE PRICE

Name of Witness

RETIRED

Occupation of Witness

365 LITTLE RD LITTLE

Address of Witness



**CELSIUS RESOURCES LIMITED ACN 009 162 949  
(Company)**

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**TO:** The Proper Officer  
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Yours Sincerely,

Sole Director GUARIND HOLDINGS PTY LTD

Insert shareholding name

Date: 13/10/2019

Witnessed by:

Signature of Witness

Anerine Balduino  
Name of Witness

Digital Marketing  
Occupation of Witness

112/91 Ann St, Port Melbourne, 3207  
Address of Witness

**CELSIUS RESOURCES LIMITED ACN 009 162 949  
(Company)**

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Yours Sincerely,




MR SIMON MICHAEL GUARINO

Insert shareholding name

Date: 13/10/2019

Witnessed by:

  
Signature of Witness

Alexine Baldao  
Name of Witness

Digital Marketing  
Occupation of Witness

112/91 Dow St, Port Melbourne, 3207  
Address of Witness

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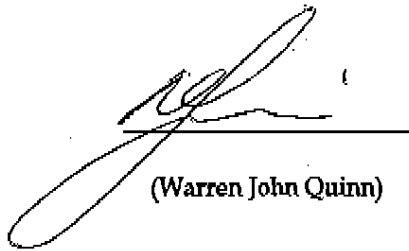
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Yours Sincerely,

  
(Warren John Quinn)

Date:

Witnessed by:

  
Signature of Witness

TERENCE BARRETT  
Name of Witness

IN-SERVICE INSPECTOR  
Occupation of Witness

3A PIPER ST  
QUINNS ROCKS PERTH WA 6030  
Address of Witness

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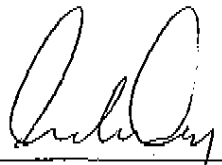
Yours Sincerely,



Mr Daniel Peter Washburn

Date: 21/10/19

Witnessed by:

  
Signature of Witness

ANDREW. J. R. DAY

Name of Witness

ELECTRICAL ENGINEER

Occupation of Witness

2/188 PACIFIC HWY, NORTH SYDNEY 2060

Address of Witness



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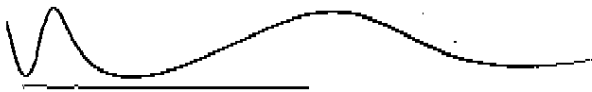
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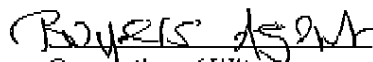


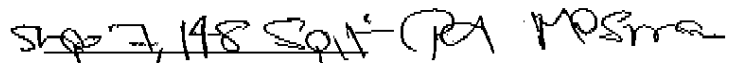
Natalie McPherson

Date: 30 September 2019

Witnessed by:   
Signature of Witness

  
Name of Witness

  
Occupation of Witness

  
Address of Witness

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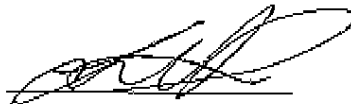
Yours Sincerely,



Kurt Josef Lingohr  
Trustee of Lingo Superfund

Date: 02/10/2019

Witnessed by:



Lucy Lingohr  
Trustee of Lingo Superfund

Date: 02/10/2019

Witnessed by:



Lucy Lingohr  
Sole director, KJLA Pty Ltd

Date: 02/10/2019

Witnessed by:

David Norton  
Signature of Witness

DAVID NORTON  
Name of Witness

I.T PROFESSIONAL  
Occupation of Witness

5/334 STATION ST CHELSEA 3196  
Address of Witness

David Norton  
Signature of Witness

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