CELSIUS RESOURCES LTD

ABN 95 009 162 949

ANNUAL REPORT

2020

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CORPORATE DIRECTORY

DIRECTORS

Mr William Oliver	Non-Executive Chairman
Mr Brendan Borg	Non-Executive Director
Mr Pine van Wyk	Non-Executive Director
Mr Ashley Hood	Non-Executive Director

COMPANY SECRETARY

Melanie Ross

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Your directors present their report, together with the financial statements on the consolidated entity, consisting of Celsius Resources Limited and the entities it controlled at the end of, or during, the year ended 30 June 2020.

DIRECTORS

The names of directors in office at any time during or since the end of the year are listed below. Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

NAME OF PERSON	POSITION
Mr William Oliver	Non-Executive Chairman
Mr Pine van Wyk	Non-Executive Director
Mr Brendan Borg	Non-Executive Director
Mr Ashley Hood	Non-Executive Director (appointed 29 November 2019)

COMPANY SECRETARY

Ms Melanie Ross

OPERATING RESULTS

The loss of the consolidated entity amounted to $664,488 (2019: $979,676) after providing for income tax.

DIVIDENDS

No dividends were paid or declared since the start of the financial year. No dividend has been recommended.

PRINCIPAL ACTIVITIES

During the year, the principal activities of the consolidated entity consisted of mineral exploration and mineral extraction.

REVIEW OF OPERATIONS

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

Subsequent to the end of the reporting period the Company entered into a Binding Sale Agreement to acquire 100% of Anleck Limited, a UK entity that, through various subsidiaries, a suite of copper-gold projects in the Philippines. The key asset in the portfolio is the Maalinao-Caigutan-Biyog (MCB) Project, a copper gold project situated within the Central Cordillera Region in the Island of Luzon, Philippines, approximately 320 km north of Manila. The MCB Project contains a large, high grade copper-gold porphyry deposit that has seen historical drilling conducted by Makilala Mining Co. Inc. (a wholly owned subsidiary of Freeport-McMoRan Inc., at the time), between 2006 and 2013 (detailed in the ASX Announcement of 16 September 2020). The other assets in the Anleck portfolio include the Nabiga-a Prospect (granted exploration permit for extension) and the Malangsa Prospect (Exploration Permit Application).

Surface exploration on the MCB Project commenced in 2006 and a drilling program was between December 2006 and 2012. Exploration activity included geological mapping, soil sampling, ground magnetics and limited IP geophysical surveys; and 46 diamond drill holes (25,547 m), completed by 2013. A total of approximately US$10 million has been spent on the MCB Project on historical exploration and associated costs. No Mineral Resource has been declared for the MCB Project however a maiden resource estimate is in progress and will be completed and is expected to be reported once the current COVID quarantine restrictions have been reduced. Significant drilling results from this work included: (Figures 2 and 3)

- **767.00 m @ 0.77% copper and 0.27 g/t gold,** from 30 m, including
  384.00 m @ 1.25% copper and 0.46 g/t gold, from 384 m (MCB-030)
- **630.50 m @ 0.81% copper and 0.32 g/t gold,** from 11.5 m, including
  177.00 m @ 1.98 % copper and 0.95 g/t gold, from 349 m (MCB-018)
- **612.00 m @ 0.82% copper and 0.31 g/t gold,** from 18 m, including
  186.85 m @ 1.84% copper and 0.86 g/t gold, from 363 m (MCB-009)
- **505.00 m @ 0.87% copper and 0.38 g/t gold,** from 29 m, including
  243.30 m @ 1.38% copper and 0.75 g/t gold, from 103 m (MCB-002)
- **680.00 m @ 0.54% copper and 0.20 g/t gold,** from 34 m, including
  92.00 m @ 1.80% copper and 1.12 g/t gold, from 382 m (MCB-029)
- **325.00 m @ 0.86% copper and 0.13 g/t gold,** from 18 m (MCB-011)
- **548.80 m @ 0.51% copper and 0.03 g/t gold,** from 8 m (MCB-010/10A)
- **438.70 m @ 0.45% copper and 0.16 g/t gold,** from 4 m (MCB-019)
- **452.50 m @ 0.48% copper and 0.06 g/t gold,** from 31.5 m, including
  41.25 m @ 0.81% copper and 0.08 g/t gold, from 109.50 m and
  54.00 m @ 0.63% copper and 0.06 g/t gold, from 280.00 m (MCB-003)
- **222.65 m @ 0.62% copper and 0.60 g/t gold,** from 11.35 m, including
  142.90 m @ 0.81% copper and 0.85 g/t gold, from 11.35 m (MCB-025)
- **384.00 m @ 0.40% copper and 0.26 g/t gold,** from 8 m, including
  28.00 m @ 0.63% copper and 0.26 g/t gold, from 354 m (MCB-020)
- **540.60 m @ 0.37% copper and 0.06 g/t gold,** from 18 m, including
  12.00 m @ 0.80% copper and 0.06 g/t gold, from 146 m and
  14.90 m @ 0.58% copper and 0.65 g/t gold, from 276 m (MCB-008)

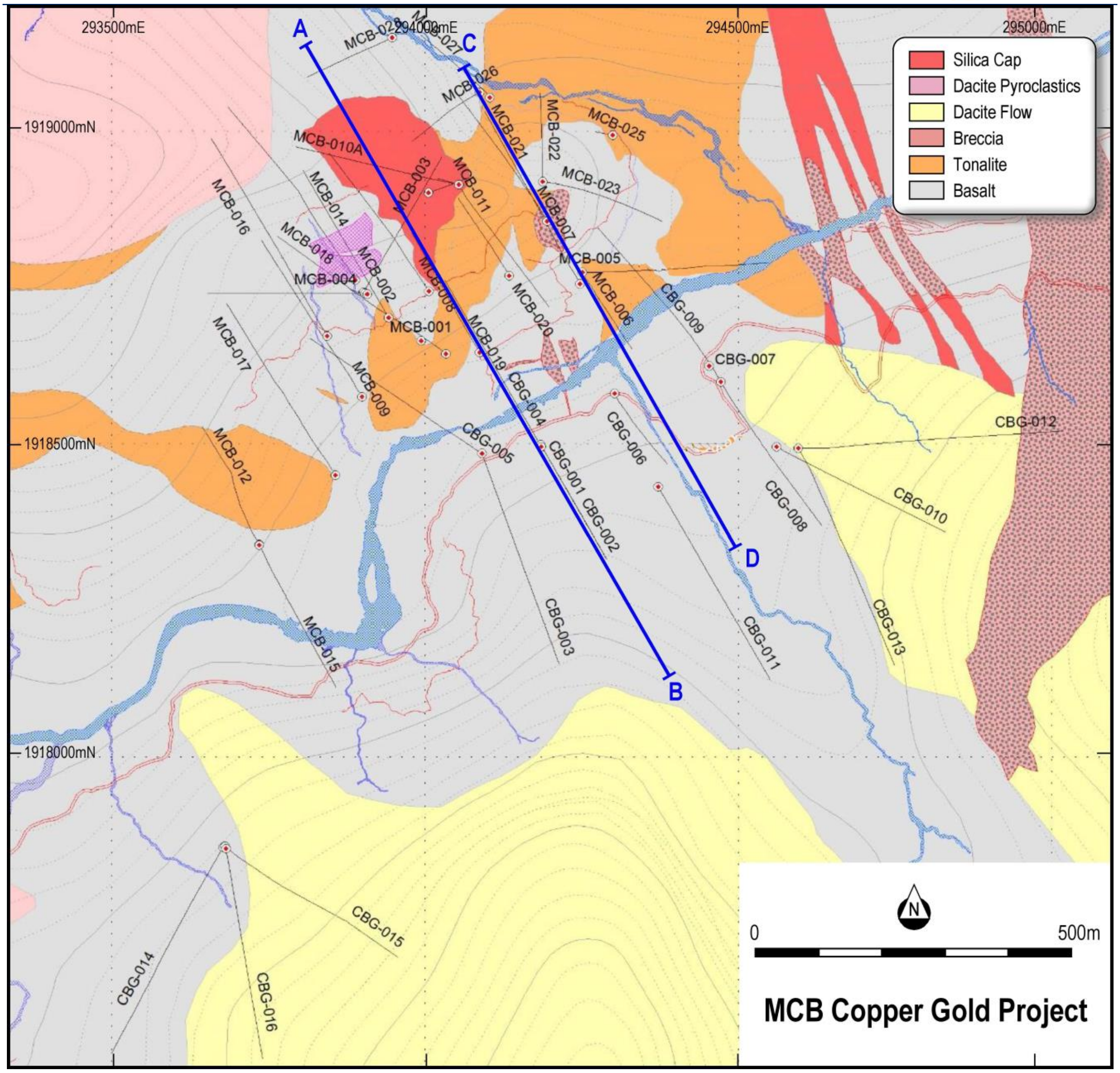

Figure 2: Makilala drill hole locations and interpreted surface geological plan view diagram

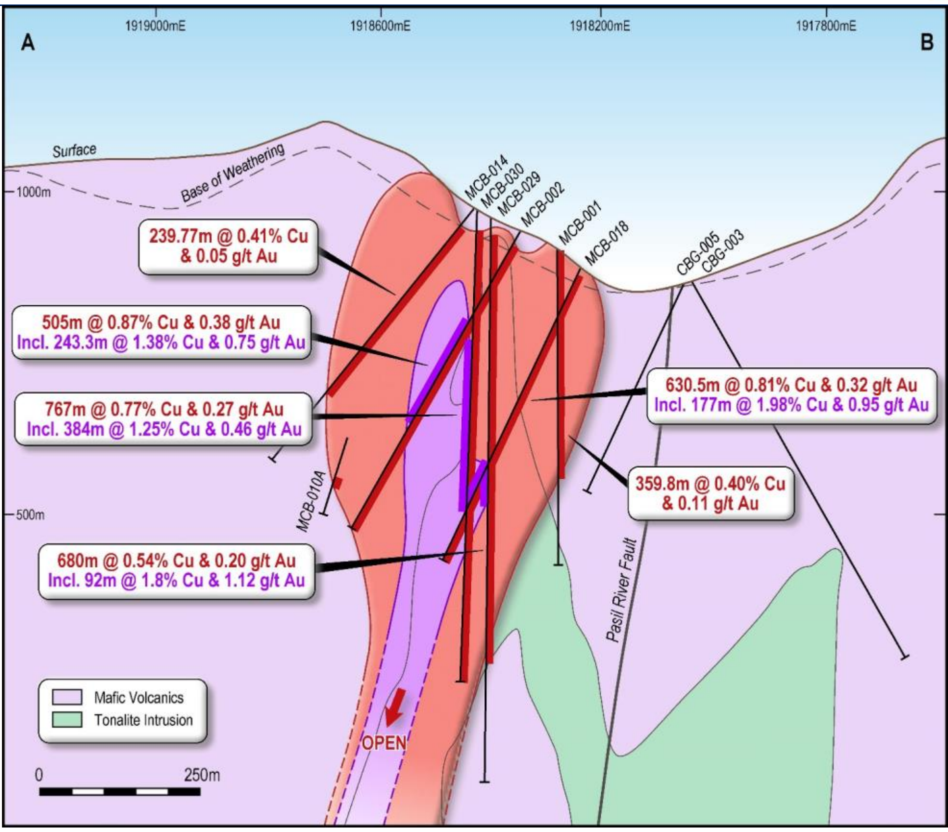

Figure 3: Cross Section A-B (see Figure 2) with highlighted drill hole intercepts and interpreted geology

Celsius has entered into a Binding Share Sale Agreement (**Anleck Acquisition Agreement**) to acquire 100% of the issued capital of Anleck Limited, a private UK company that owns, through various subsidiaries, a suite of copper-gold projects in the Philippines. Anleck owns a number of copper-gold projects through its acquisition of Makilala Holding Limited (an entity incorporated in the British Virgin Islands) (**Makilala Acquisition**). The Makilala Acquisition completed prior to the execution of the Anleck Acquisition Agreement under the terms of a separate agreement between Anleck and the owner of Makilala Holding Limited (**MHL Acquisition Agreement**). Further details on the Anleck Acquisition Agreement and the MHL Acquisition Agreement are set out later in this announcement.

Anleck Acquisition Agreement

The material terms of the Anleck Acquisition Agreement are as follows:

- Celsius to issue 100,000,000 fully paid ordinary shares to the shareholders in Anleck (or nominees) (**Consideration Shares**). 50,000,000 of these shares will be subject to a buy-back and cancellation right in favour of Celsius (**Buyback Right**). Celsius may only exercise the Buyback Right and conduct the selective share buyback and cancellation if, on the date falling one (1) year following settlement, Celsius has failed to announce to the ASX that Celsius and/or its related bodies corporate have completed an economically viable Scoping Study on the MCB Project, and that the report has been prepared in accordance with the requirements of the JORC Code.
- Celsius has also agreed to issue an additional 100,000,000 shares in two equal tranches of 50,000,000 each to the Anleck shareholders (**Deferred Consideration Shares**), subject to the following events occurring:
  - 50,000,000 shares upon securing and entering into a financial and technical assistance agreement (FTAA) or a mineral production sharing agreement (MPSA) with the Philippines Government in relation to the MCB Project, that 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 (DFS) in relation to the MCB Project, provided this occurs within 36 months of settlement.
- At settlement of the acquisition of Anleck, Celsius has also agreed to reimburse the Anleck shareholders for up to US$150,000 they have incurred in finalising the transaction with Makilala Holding Limited.
- The acquisition of Anleck is subject to and conditional upon satisfaction of the following conditions precedent:

- **Due Diligence**: Completion by Celsius of due diligence on Makilala Holding Limited, its subsidiaries and assets.
- **Celsius approvals:** Celsius obtaining any required approval or waivers from ASX and its shareholders to give effect to the acquisition (including but not limited to shareholder approval for the issue of the Consideration Shares and the Deferred Consideration Shares); and
- **Permit Renewal:** permit renewal for tenement number EP-003-2006-CAR. held by Makilala Mining Co Inc, by the Mines and Geo-sciences Bureau in the Philippines (**MGB**) (the **Permit Renewal**, see below); and

Celsius confirms that it is satisfied with its technical due diligence on the MCB Project and there are only relatively minor legal and financial due diligence items that still need to be addressed. The above conditions precedent must be satisfied within six (6) months of execution of the Anleck Acquisition Agreement and may be waived at Celsius' election.

- Between the date of the Anleck Acquisition Agreement and settlement, CLA will lend Anleck up to US$130,000 for purposes of completing all necessary work programs and in-country approval processes for the Permit Renewal.

MHL Acquisition Agreement

The material terms of the MHL Acquisition Agreement are as follows:

- Anleck has agreed to pay the vendor of Makilala Holding Limited a total of up to US$3,000,000 in cash, payable as follows:
  - US$250,000 on settlement of the Makilala Acquisition (this has already been paid) (**Settlement Payment**);
  - US$550,000 upon the Permit Renewal occurring;
  - US$1,100,000 on the first anniversary of the Permit Renewal;
  - US$1,100,000 on the second anniversary of the Permit Renewal; and
  - a 1% net smelter return royalty (capped at US$3m over 10 years), with minimum pre-payments of US$100,000 per annum (up to a cap of US$1m) commencing on the third anniversary of the Permit Renewal.
- The vendor has also been granted a lien over some of the shares owned by Anleck Limited in Makilala Holding Limited as security for the deferred payments set out above.
- As part of the Anleck Acquisition Agreement, Celsius has:
  - advanced the Settlement Payment to the vendor of Makilala Holding Limited; and
  - transferred US$550,000 to a trust account to be held in trust pending the occurrence of the Permit Renewal (and to be released to the vendor of Makilala Holding Limited when this occurs).
- The advances referred to above have been made to Anleck by Celsius under a separate loan agreement on arm's length terms, which is secured by both a general security deed over Anleck and a share mortgage over the shares that Anleck owns in Makilala Holding Limited.

Permit Renewal

An Exploration Permit over the tenement EP-003-2006-CAR was first issued to Makilala Mining in 2006, it was then amended in 2007 consolidating the tenement from 5 parcels of land to only 1 with a total area of 2,719.5748 Hectares. Since then, two exploration permit renewals have been issued in 2008 and 2010 while the application for 3rd renewal has already been submitted to the Philippine Mines and Geosciences Bureau (MGB) and due for release subject to the submission and evaluation of the updated Exploration and Environmental Work programs, proof of financial, technical capability and an updated company general information sheet (GIS). Once the renewal of exploration permit is granted, it will be valid for a period of two years, within which the company will be required to implement the approved work programs, ensuring that all permit conditions are duly complied with in accordance with the Philippine Mining Act.

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

During the reporting period 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 pending as 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. The Company's exploration activities were limited during April to June 2020 whilst the New South Wales lockdown was temporarily in place, but has since resumed normal operating activities.

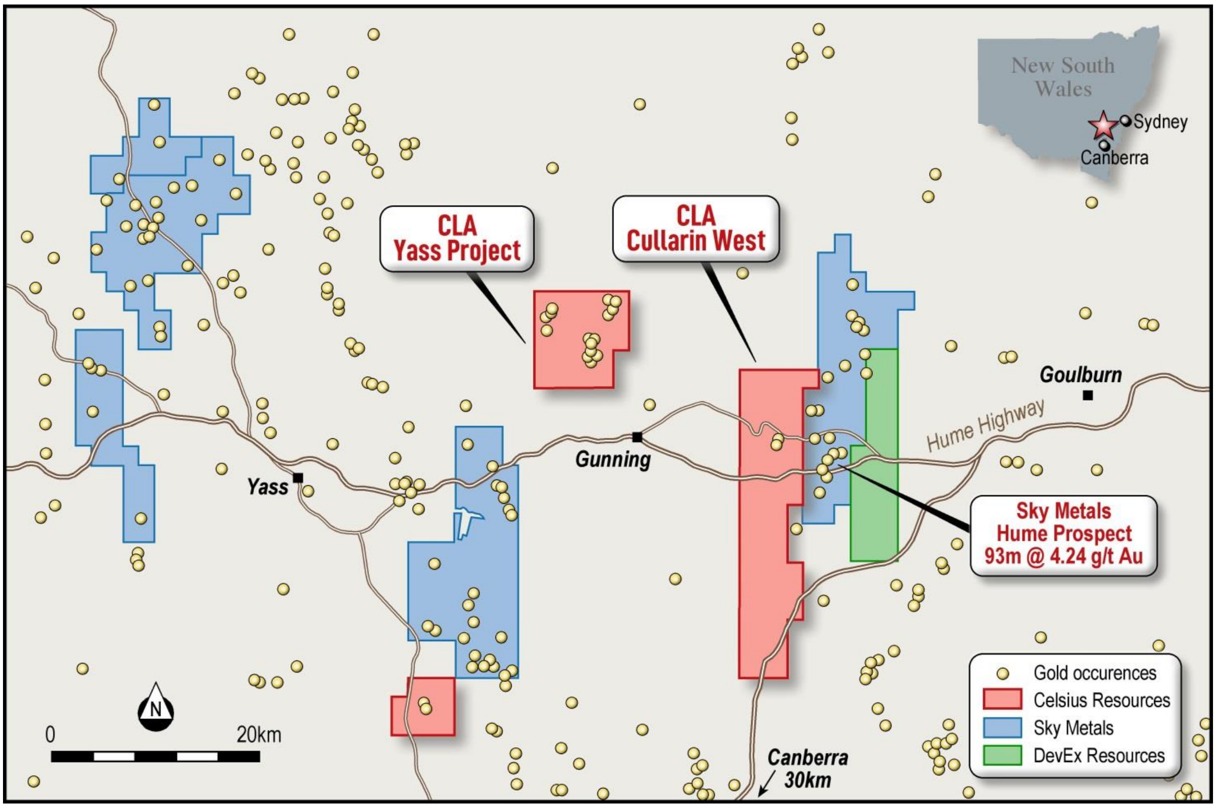

Figure 4: Cullarin West Project Map

The tenement also includes the historical Gooda Creek and Daltons Goldfields which together form the Yass Gold Project (for further details refer ASX Announcement 4 June 2020):

- Gooda Creek: A high grade, small scale gold mine that averaged 6 oz/t (180 g/t) pre-1900 (government records). Limited shallow drilling at Gooda Creek in the 1987 returned 1.95 m at 23.1 g/t gold and 1.0% copper.
- The Daltons Goldfield: Hosts multiple gold occurrences that have seen small scale, high grade production recorded (+10g/t Au) with little modern exploration conducted. A limited drill program conducted in 2012 returned a best result of 1 m @ 27.1 g/t gold.

A desktop review of publically available geological and geophysical information was undertaken by consultants to the Company during the Quarter. At the Cullarin West Project seven targets were identified, including seven priority targets (Figure 5). Targets 1, 2 and 3 were interpreted to be McPhillamy's style gold-copper-zinc-lead targets hosted in Silurian volcanics along the extension to the Hume Trend, geologically similar to the Hume Target within Sky Metals' Cullarin project. Targets 1, 4, 5, 6 and 7 are interpreted to be Cadia style porphyry style copper-gold targets that occur close to the Ordovician Silurian contact, including circular magnetic high features on the license similar to those at the Boda prospect, a discovery by Alkane Resources (refer to ASX:ALK announcement 9 September 2019). Further details on the Cullarin West targets are contained in the ASX Announcement of 8 July 2020.

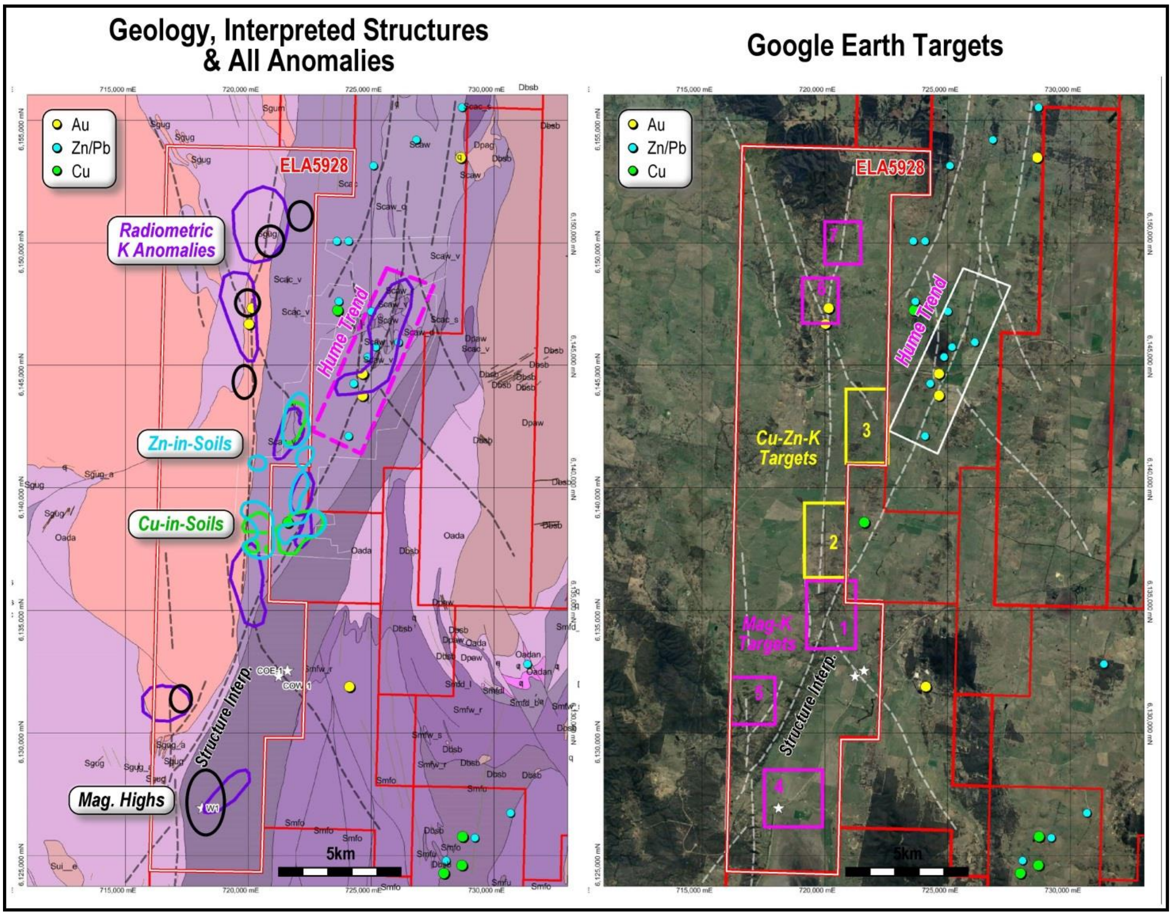

Figure 5: All anomalies and structures at Cullarin West over interpreted geology and priority targets identified from review.

At the Yass Gold Project 10 high priority targets were identified for reconnaissance field work, 4 of which are McPhillamy's-style Au-Cu-Zn-Pb targets hosted in Silurian or Ordovician volcanics (Figure 6). These targets demonstrate multiple geological similarities to the Calledonian Mines area located 8 km along strike to the north where 81 m at 0.9 g/t Au was returned from trenching and 6 m at 8 g/t Au from historic drilling. Further details on the targets at the Yass Gold Project can be found in the ASX Announcement of 30 July 2020.

The high grade gold intersections in historic drilling at the Yass Project referred to above are typical of high grade shoots at McPhillamys style gold deposits (refer ASX Announcement 4 June 2020). At Gooda, the dacitic volcaniclastic host rocks and quartz-pyrite-chalcopyrite veining is very similar to the host rocks and mineralisation style at McPhillamys while at Daltons, XRF soil data indicates 8 km strike of elevated arsenic-zinc-lead-copper-in-soil partly coincident with high grade drill intercepts and rock samples up to 29.3 g/t Au.

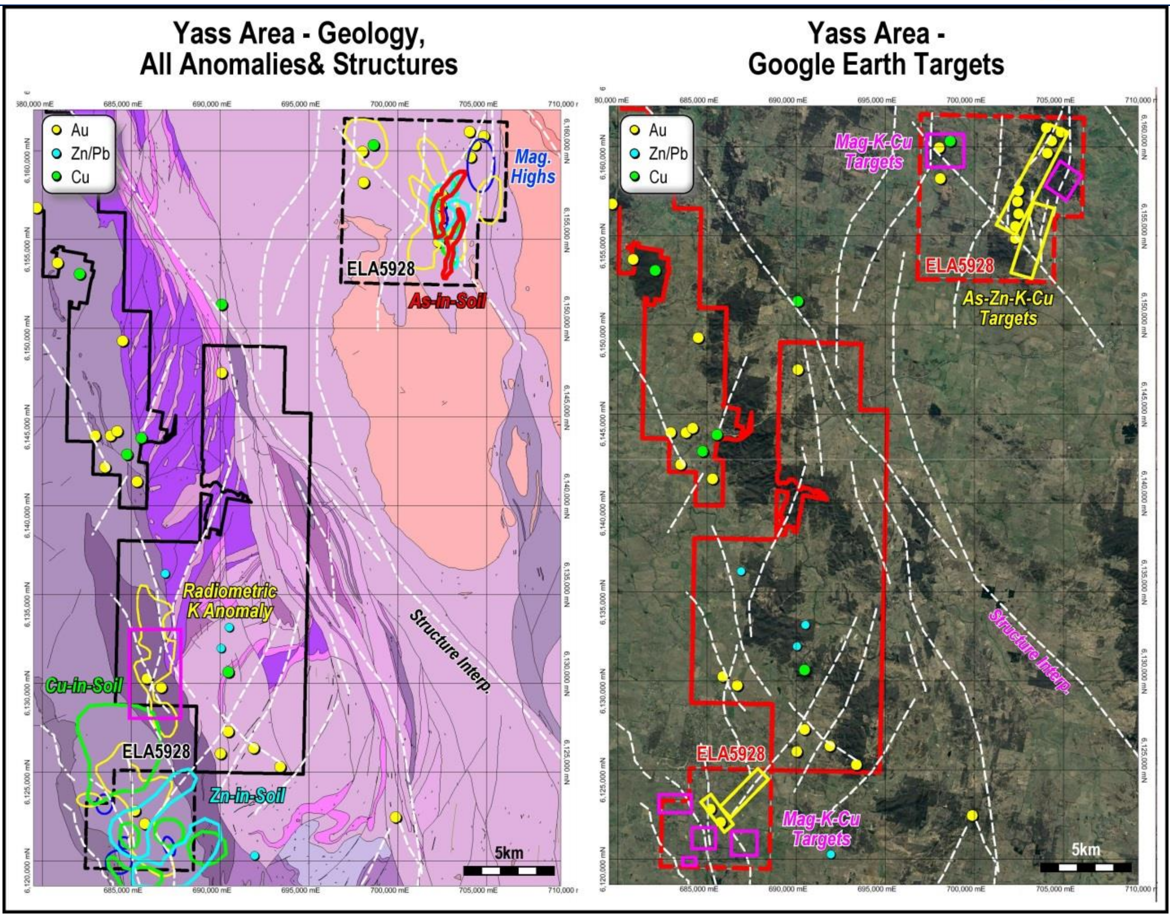

Figure 6: All anomalies and structures at the Yass Gold Project over interpreted geology and priority targets identified from review.

Opuwo Cobalt Project, Namibia (Celsius – 95%)

The Opuwo Cobalt Project is a globally significant deposit of cobalt-copper mineralisation containing over 126,000 tonnes of cobalt. The current Mineral Resource is 122 million tonnes in the Indicated and Inferred categories at grades of 0.11% Co, 0.41% Cu and 0.43% Zn (refer statement below) with a resource update currently in progress based on further drilling completed in 2019.

The 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 Project consists of 3 Exclusive Prospecting Licences covering approximately 1,106 km^2 (Figure 7). Active licences as at the date of this report are EPLs 4346, 4351 and 4550.

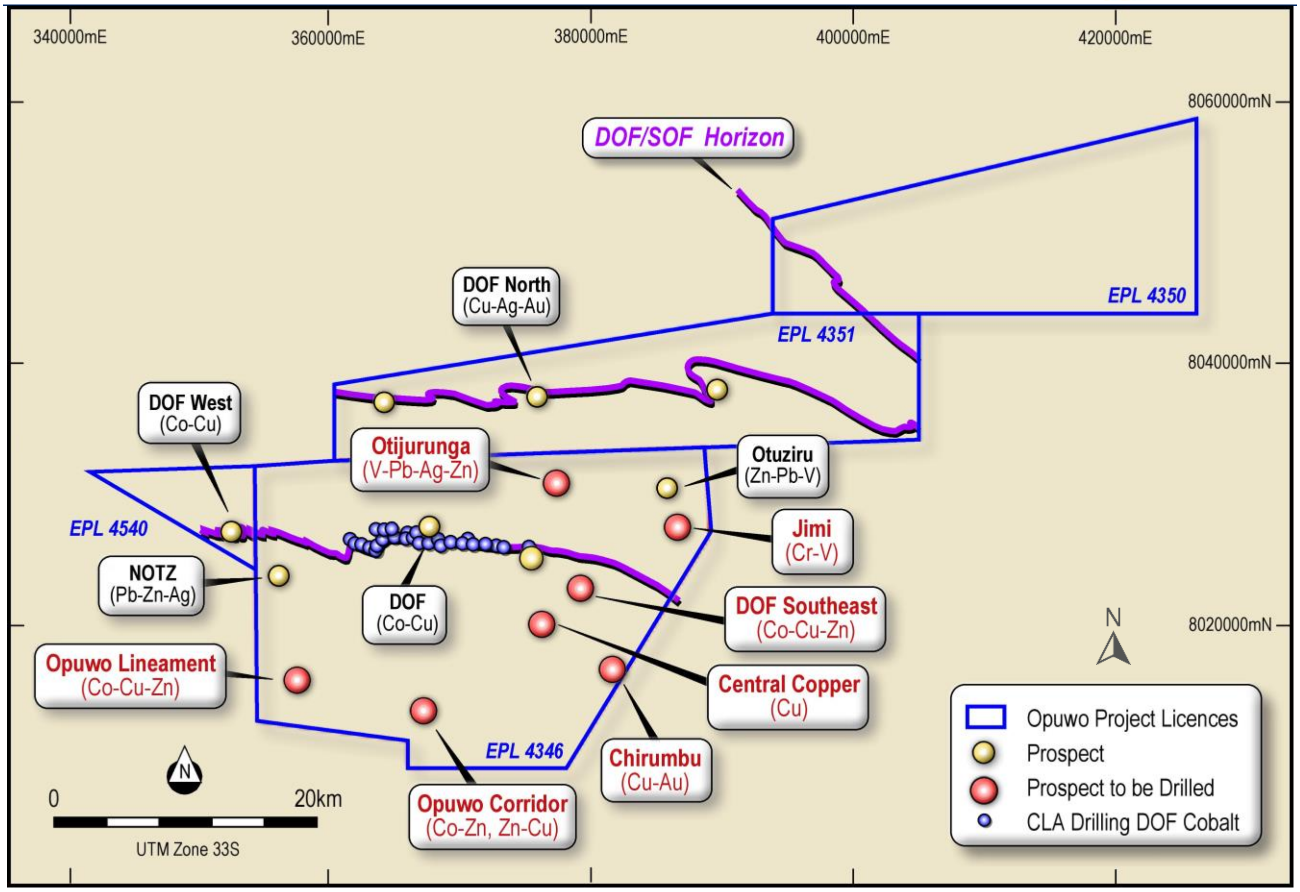

Figure 7: Opuwo Licence and Prospect Map

Statement of Mineral Resources

Table 1: JORC Compliant Indicated and Inferred Mineral Resources (April 16, 2018)

Category	Ore Type	Cobalt Cut-off (ppm)	Tonnage (Mt)	Cobalt (%)	Copper (%)	Zinc (%)	Contained Cobalt (t)
Indicated	Oxide	600	3.8	0.10	0.39	0.36	**3,900**
	Transition - Sulphide	600	1.6	0.10	0.42	0.38	**1,700**
	Fresh - Sulphide	600	66.5	0.11	0.42	0.41	**73,700**
TOTAL INDICATED		***600***	***72.0***	***0.11***	***0.42***	***0.41***	***79,300***
Inferred	Fresh - Sulphide	600	40.5	0.12	0.41	0.46	**46,900**
TOTAL		**600**	**112.4**	**0.11**	**0.41**	**0.43**	**126,100**

** Note that minor rounding errors occur in this table.*

Celsius confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements dated April 16 2018 and, in the case of the Mineral Resource,that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. Celsius confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement. Work programmes aimed at updating the Mineral Resource based on drilling completed subsequent to April 2018 are incomplete as at the date of this report.

Pre-Feasibility Study

Celsius completed a Scoping Study on the Opuwo Cobalt Project in November 2018, with the following key outcomes:

- Confirmed potential for a large scale and long-life operation.
- Preliminary mine planning completed, examining various open pit and underground mining scenarios.
- Sulphide concentrate produced from standard flotation methods.
- Project to produce refined products including cobalt sulphate (or hydroxide/metal), copper metal and zinc sulphate by either autoclave or roasting methods, with the roasting method used as the base case for the purpose of completing the Scoping Study.
- No deleterious elements identified that would affect the saleability or price of products.
- Infrastructure components to leverage off existing regional infrastructure, including hydroelectric power and network of sealed roads.

As a result the Company commenced work on a Pre-Feasibility Study in November 2018. A positive economic outcome from the Pre-Feasibility Study is highly dependent on both a robust cobalt price and successful results from the metallurgical test work. Initial results from the recent metallurgical program demonstrated that further test work is required to optimise the process for recovery of the value metals (including cobalt) from the mineralisation, using the roasting flowsheet that was assumed in the Scoping Study. Further work is also required on the alternative processing flowsheet, autoclave leaching, to optimise power and reagent consumption, and therefore operating costs. During the reporting period the Company commissioned and received a third party review of the metallurgical test work to date with recommendations around the procedures and protocols for further testwork.

On March 1, 2019, the Company took the decision to significantly slow work on the evaluation of the Opuwo Project, until such time as the cobalt price improves markedly from current levels. Studies with long lead times, such as environmental studies as part of the Environmental Impact Assessment required for the PFS have been continued, as was relatively low cost metallurgical process and mine planning work required to confirm the optimum mining and processing scenarios for the project.

The Environmental Impact Assessment Scoping Report for the Opuwo Cobalt Project was lodged for public comment in June 2019. This report is a key document in the Company's stakeholder relations and will be an important component of the Pre Feasbility Study should the Company decide to re-accelerate the evaluation and development of the Project. The Company is awaiting feedback from the Ministry of Environment and Tourism on the 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.

Baseline monitoring at the project continued until March 2020, when travel was suspended due to COVID-19.

Opuwo Regional Exploration

In addition to work on the Opuwo Cobalt Project the Company continued to work on other targets within its landholdings in Namibia.

Excellent results were returned from sampling at Chirumbu with 13 samples above 1g/t gold and 37 samples > 1.0% copper (refer ASX Announcement 23 December 2019). These included peak values of 56.9g/t gold in sample AR022 and 36.9% copper in AR112. Mineralised samples (> 1.g/t gold or > 1.0% copper) fall into two NNW-trending zones named the Eastern and Western Vein Zones. These zones are between 10m and 30m wide and include evidence of brecciation and hydrothermal stockworking as well as an increase in density of quartz-carbonate veining. These zones are at a high angle to the regional stratigraphy (which is an anticlinal structure dipping to the north-west). Historical drilling was oriented perpendicular to stratigraphy (geological layering) rather than perpendicular to the veining and is therefore believed to not have adequately tested these targets.

The Company commissioned HiSeis Pty Ltd to ascertain the potential for hard rock seismic to assist in exploration for the feeder zone for the Opuwo Cobalt Deposit. The initial step was to complete a series of measurements on existing drill core securely stored at the project core shed in Opuwo to ascertain if the DOF horizon represents a seismic reflector, as well as complete a reconnaissance of the project area to determine its suitability for future surveys. HiSeis Pty Ltd completed field trials at the Opuwo Cobalt Project in February 2020 including over 600 measurements of specific gravity and sonic velocity on existing drill core samples and reconnaissance of the project area. Initial findings indicate potential for hard rock seismic to assist in exploration for feeder zones and other structures at depth as well as mapping the DOF stratigraphy between and below existing drilling.

Western Australian Nickel Assets

Celsius holds an interest in a nickel asset 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. The Abednegno Hill tenement is believed to have potential for both nickel laterite and nickel sulphide mineralisation.

Celsius completed a ground EM survey over the Abednegno Hill during October – November 2017. A broad bedrock conductor was delineated in the centre of E39/1684, parallel to a known ultramafic unit. The area is covered by recent cover including a creek system and therefore the geological setting for this conductor is unknown. A smaller, local anomaly was identified in the west of the tenement area, in the centre of the Corkscrew Anticline, where thickening of the known ultramafic units may have occurred. Follow up work programmes at these prospects will include further geophysical surveys with the aim of delineating targets for drilling.

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 Carniilya 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. While the Carnilya Hill Project has several areas which could be of interest at higher nickel prices, the prices making these prospects viable are above the prevailing price therefore Celsius has elected not to contribute to cash calls for the current period and dilute accordingly.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

The consolidated entity continued its activities of mineral exploration and mineral extraction.

The directors are not aware of any other significant change in the state of affairs of the consolidated entity that occurred during the financial year other than as reported elsewhere in the Annual Report.

FINANCIAL POSITION

The net assets of the consolidated entity has decreased to $19,646,514 as at 30 June 2020, a decrease of $2,389,838 from net assets of $22,036,352 at 30 June 2019.

The consolidated entity's net working capital, being current assets less current liabilities is net current assets of $5,542,179 (2019: $6,834,403).

EVENTS AFTER THE REPORTING PERIOD

On 16 September 2020 the Company announced that it had entered into a binding Share Sale Agreement to acquire 100% of Anleck Limited, a UK company that owns, through various subsidiaries, a suite of copper-gold projects in the Philippines. The acquisition is subject to the completion by Celsius of due diligence work, Celsius obtaining shareholder and regulatory approvals, and the renewal of the permit for tenement number EP-003-2006-CAR, held by a Philippines subsidiary. Consideration of the acquisition consists of 100,000,000 fully paid ordinary shares to the shareholders of Anleck (50,000,000 of these shares 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.

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

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.

The directors are not aware of any other matters or circumstances that have arisen since the end of the financial 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 future financial years.

LIKELY DEVELOPMENTS

The directors believe, on reasonable grounds, that to include in this report particular information regarding likely developments in the operations of the company and the expected results of those operations in future financial years would be speculative and likely to result in unreasonable prejudice to the company. Accordingly, this information has not been included in this report.

ENVIRONMENTAL REGULATION

The company's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a State or Territory. The directors have considered the enacted National Greenhouse and Energy Reporting Act 2007 (the "NGER Act") which introduces a single national reporting framework for the reporting and dissemination of information about the greenhouse gas emissions, greenhouse gas projects, and energy use and production of corporations. At the current stage of development, the directors have determined that the NGER Act will have no effect on the company for the current or subsequent financial year. The directors will reassess this position as and when the need arises.

INFORMATION ON DIRECTORS

Mr Pine van Wyk	Non-Executive Director
Qualifications	NHD Met. Eng., B.Com, MBA
Experience	Mr van Wyk is a Metallurgical Engineer by profession, with extensive experience in the mining industry, particularly in developing and operating mines in Namibia. He holds commercial qualifications (B.Com and MBA), with a focus on project management. He spent eight years at Rössing Uranium, where his roles included Superintendent Acid Plant and Metallurgical Services, Superintendent Strategic Projects and Engineering Manager. In 2005, he joined Paladin Energy Ltd at their Langer Heinrich Uranium project as Operations Manager, taking the project from feasibility to full production. In 2008, he joined Gecko Namibia as Director Projects and in 2014 became Managing Director of the Gecko Namibia group of companies. During 2018, Mr van Wyk also became the CEO and director of Namibia Critical Metals Inc.
Interest in Shares and Options	2,791,250 ordinary shares 4,000,000 unlisted options exercise price $0.175 expiring 16 April 2021
Directorships held in other listed entities	Nil
Mr William Oliver	Non-Executive Chairman
Qualifications	BSc (Hons), GDipAppFin (FINSA), MAIG, MAusIMM.
Experience	Mr Oliver was appointed to the position of director on 23 December 2011. Mr Oliver has 20 years' experience in the international resources industry working for both major and junior companies. He holds an honours degree in Geology from the University of Western Australia as well as a post-graduate diploma in finance and investment from FINSIA. Mr Oliver has led large scale resource definition projects for Rio Tinto and previously worked in near mine exploration/resource definition roles for New Hampton Goldfields and Harmony Gold. He managed exploration in Portugal for Iberian Resources Limited including target generation and grassroots exploration across a range of commodities. More recent roles include Bellamel Mining, BC Iron, Signature Metals and Orion Gold NL. He is currently Managing Director of Vanadium Resources Ltd (ASX: VR8) and Non-Executive Director of Minbos Resources Ltd (ASX: MNB). He has wide-ranging exploration experience including expertise in near-mine exploration/resource extension and resource definition as well as significant experience in the technical and economic evaluation of resources projects.
Interest in Shares and Options	699,501 ordinary shares Nil options
Directorships held in other listed entities	Non-Executive Director of Minbos Resources Ltd (since 2 September 2013) Managing Director of Vanadium Resources Ltd (since 31 March 2017) Non-Executive Director of Vulcan Energy Resources Ltd (5 February 2018 – 19 November 2019) Non-Executive Director of Aldoro Resources Ltd (21 November 2017 – 20 November 2019) Non-Executive Director of Orion Minerals Ltd (7 April 2014 – 17 April 2018)
Mr Brendan Borg	Non-Executive Director

Qualifications	BSc, MSc, MAusIMM
Experience	Mr. Borg is a consultant geologist who has specialised in the "battery materials" sector including lithium, graphite and cobalt mineralisation, participating in numerous successful projects, in an investment and/or operational capacity. Mr. Borg has 20 years' experience gained working in management, operational and project development roles in the Exploration and Mining industries, with companies including Rio Tinto Iron Ore, Magnis Resources Limited, IronClad Mining Limited, Lithex Resources Limited and Sibelco Australia Limited. Mr Borg is currently the Managing Director of Tempus Resources Ltd (ASX: TMR), a Non-Executive Director of Mali Lithium Limited (ASX:MLL) and is a Director of geological consultancy Borg Geoscience Pty Ltd.
Interest in Shares and Options	22,000,000 ordinary shares Nil options
Directorships held in other listed entities	Managing Director of Tempus Resources Ltd (since 18 April 2018) Non-Executive Director of Mali Lithium Limited (since 15 November 2018)
Mr Ashley Hood	Non-Executive Director (appointed 29 November 2019)
Experience	Mr Hood has more than 15 years' experience in the mining industry working in mine and exploration operations for junior and large mining companies based in Australia and throughout the Pacific including New Zealand. He has broad senior management experience having held a number of ASX appointed board positions while working on some of Australia's major JORC resources. Mr Hood predominantly specialises in project/people management, native title negotiations, logistics, project due diligence/acquisitions and personally holds and manages a number of his own exploration project developments.
Interest in Shares and Options	126,000 ordinary shares Nil options
Directorships held in other listed entities	Non-Executive Director of Rafaella Resources Limited (since 12 December 2017) Non-Executive Director of Zyber Holdings Limited (from 29 November 2019 to 18 August 2020)

COMPANY SECRETARY

Ms Melanie Ross is an accounting and corporate governance professional with over 20 years' experience in financial accounting and analysis, audit, business and corporate advisory services in public practice, commerce and state government. She has a Bachelor of Commerce and is a member of the Institute of Chartered Accountants in Australia and New Zealand and an associate member of the Governance Institute of Australia.

MEETING OF DIRECTORS

Name	Number of meetings	Number eligible to attend	Number attended
Bill Oliver	4	4	4
Pine van Wyk	4	4	4
Brendan Borg	4	4	4
Ashley Hood	4	4	4

There were four directors meetings held during the financial year, however many board matters were dealt with via circular resolutions. The company does not have a formally constituted audit committee or remuneration committee as the board considers that the company's size and type of operation do not warrant such committees.

REMUNERATION REPORT (Audited)

This report details the nature and amount of the remuneration for each key management person of Celsius Resources Limited for 30 June 2020.

The remuneration report is set out under the following headings:

A Principles used to determine the nature and amount of remuneration
B Details of remuneration
C Service agreements
D Share-based compensation
E Option holdings
F Shareholdings
G Performance rights holdings
H Related party disclosures

The information provided under headings H includes remuneration disclosures that are required under accounting Standard AASB 124 *Related Party Disclosures.* These disclosures have been transferred from the financial report and have been audited.

A. Principles used to determine the nature and amount of remuneration

In determining competitive remuneration rates, the Board, acting in its capacity as the remuneration committee, seeks independent advice on local and international trends among comparative companies and industry generally. It examines terms and conditions for employee incentive schemes benefit plans and share plans. Independent advice may be obtained to confirm that executive remuneration is in line with market practice and is reasonable in the context of Australian executive reward practices.

The Board recognises that Celsius Resources Limited operates in a global environment. To prosper in this environment we must attract, motivate and retain key executive staff.

Market Comparisons

Consistent with attracting and retaining talented executives, the Board endorses the use of incentive and bonus payments. The Board will continue to seek external advice to ensure reasonableness in remuneration scale and structure, and to compare the company's position with the external market. The impact and high cost of replacing senior employees and the competition for talented executives requires the committee to reward key employees when they deliver consistently high performance.

Board Remuneration

Shareholders approve the maximum aggregate remuneration for non-executive directors, which currently stands at $300,000 per annum, as approved by shareholders at the Annual General Meeting on 21 November 2006. The Board determines actual payments to directors and reviews their remuneration annually based on independent external advice with regard to market practice, relativities, and the duties and accountabilities of directors. A review of directors' remuneration is conducted annually to benchmark overall remuneration including retirement benefits.

Performance-based Remuneration

The company has established a Performance Rights Plan ("PRP") to provide ongoing incentives to directors, executives and employees of the company. The objective of the PRP is to provide the company with a remuneration mechanism, through the issue of securities in the capital of the company, to motivate and reward the performance of the directors and employees in achieving specified performance milestones within a specified performance period. The Board will ensure that the performance milestones attached to the securities issued pursuant to the PRP are aligned with the successful growth of the company's business activities.

The directors and employees of the company have been, and will continue to be, instrumental in the growth of the company. The directors consider that the PRP is an appropriate method to:

(a) reward directors and employees for their past performance;
(b) provide long term incentives for participation in the company's future growth;
(c) motivate directors and generate loyalty from senior employees; and
(d) assist to retain the services of valuable directors and employees.

Group Performance, Shareholder Wealth and Directors and Executives Remuneration

The remuneration policy has been tailored to increase the direct positive relationship between shareholder's investment objectives and director's and executive's performance. Currently, directors and executives are encouraged to hold shares in the company to ensure the alignment of personal and shareholder interests. The company provides performance based remuneration via their Performance Rights Plan. No Performance Rights are currently on issue.

The following summarises the performance of the consolidated entity over the last 5 financial years:

	2020	2019	2018	2017	2016
Other income ($)	63,904	214,302	75,506	6,743	2,325
Net loss after income tax ($)	(664,488)	(979,676)	(2,790,788)	(781,822)	(615,849)
Share price at year end (cents/share)	0.014	0.03	0.155	0.035	0.001*
Dividends paid (cents/share)	-	-	-	-	-

*Suspended as at 30 June 2016. The company last traded at 0.001 cents per share on the 27 January 2016.

B. Details of remuneration

Amounts of remuneration

The remuneration for each key management person of the company for the year was as follows:

2020

Key Management Person	Short-term Benefits				Post-employment Benefits	Share based Payments			
	Cash, salary & Commissions	Cash profit Share	Non-Cash Benefit	Other	Superannuation	Equity	Total	Performance Related	Remuneration Consisting of Options
	$	$	$	$	$	$	$	%	%
Mr W Oliver	48,000	-	-	-	-	-	48,000	-	-
Mr B Borg (1)	48,000	-	-	-	-	-	48,000	-	-
Mr P van Wyk	48,000	-	-	-	-	-	48,000	-	-
Mr A Hood	28,267	-	-	-	-	-	28,267	-	-
	172,267	**-**	**-**	**-**	**-**	**-**	**172,267**	**-**	**-**

1 The above are solely director fees. Cash from other activities are also paid to Borg Geoscience Pty Ltd, a company with which Mr Borg is a shareholder and director. The payments are for the provision of geological consulting services are disclosed in section H of the Remuneration Report.

2019

Key Management Person	Short-term Benefits				Post-employment Benefits	Share based Payments			
	Cash, salary & Commissions	Cash profit Share	Non-Cash Benefit	Other	Superannuation	Equity [1]	Total	Performance Related	Remuneration Consisting of Options
	$	$	$	$	$	$	$	%	%
Mr W Oliver	72,000	-	-	-	-	(5,055)	66,945	-	(7.6%)

Mr B Borg	334,000	-	-	-	-	(5,055)	328,945	-	(1.5%)
Mr P van Wyk (2)	60,000	-	-	-	-	(31,287)	28,713	-	(109.0 %)
Mr R Matic (3)	25,806	-	-	-	-	(5,055)	20,751	-	(24.4%)
Mr L Raskin	-	-	-	-	-	-	-	-	-
	491,806	**-**	**-**	**-**	**-**	**(46,452)**	**445,354**	**-**	**(10.4%)**

1 In accordance with the requirement of AASB2 Share-based payments, the value disclosed is the portion of the fair value of the options recognised as an expense in the reporting period. The amount included as remuneration is not related to nor indicative of the benefit (if any) that may ultimately be realised should the options vest.
2 The above are solely director fees. Cash from other activities are also paid to Stewardship Consulting Pty Ltd, a company with which Mr van Wyk is a shareholder and director. The payments are for the provision of metallurgical consulting services and disclosed in section H of the Remuneration Report.
3 The above are solely director fees. Cash from other activities are also paid to Consilium Corporate Pty Ltd, a company with which Mr Matic is a shareholder and director. The payments are for the provision of corporate secretarial and accounting services and disclosed in section H of the Remuneration Report.

C. Service agreements

There were no key management personnel that have or had service agreements for the year ended 30 June 2020, other than as disclosed below.

Employment Contracts of Key Management Personnel

Each member of the company's key management personnel are engaged on open-ended employment contracts between the individual person and the company.

Non-Executive Directors have entered into a service agreement with the company in the form of a letter of appointment.

The below is as at the date of the financial report:

Key Management Person	Appointment	Term of Agreement	Base Salary (excludes GST) $ p.a.	Termination Benefit
Willam Oliver	Non-Executive Chairman	No fixed term	48,000	Nil
Pine van Wyk	Non-Executive Director	No fixed term	48,000	Nil
Brendan Borg	Non-Executive Director	No fixed term	48,000	Nil
Ashely Hood	Non-Executive Director	No fixed term	48,000	Nil

D. Share-based compensation

Options

No options were granted to directors during the year ended 30 June 2020.

Share based payment expense is recognised on a straight-line basis over the vesting period. The value disclosed in the remuneration of key management personnel is the portion of the fair value of the share-based payments granted in prior years that is recognised as expense in each reporting period in accordance with the requirement of AASB 2.

Shareholdings

There were no shares issued to the directors during the year ended 30 June 2020.

E. Option Holdings

The number options over ordinary shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

30 June 2020	Balance at beginning of the year	Granted as remuneration during the year	Acquired on-market or as part of capital raising	Expiry of options	Balance at end of year

Mr W Oliver	6,000,000	-	-	-	6,000,000
Mr B Borg	4,000,000	-	-	-	4,000,000
Mr P van Wyk	4,000,000	-	-	-	4,000,000
Mr A Hood	-	-	-	-	-
	14,000,000	-	-	-	14,000,000

F. Shareholdings

The number of shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

30 June 2020	Balance at beginning of the year	Shares on initial appointment	Acquired on-market or as part of capital raising	Exercise of options	Balance at end of year
Mr W Oliver	699,501	-	-	-	699,501
Mr B Borg	22,000,000	-	-	-	22,000,000
Mr P van Wyk	2,791,250	-	-	-	2,791,250
Mr A Hood [1]	-	126,000	-	-	126,000
	25,490,751	126,000	-	-	25,616,751

1. Mr Hood was appointed on 29 November 2019

G. Performance Rights Holdings

There were no performance rights issued or on issue during the financial year.

H. Related Party Disclosures

a) Transactions with related parties

There were no geological consulting services paid or payable for the 2020 year that were made to Billandbry Consulting Pty Ltd, a company with which Mr Oliver, is a shareholder and director (2019: nil). Payments were made to this company for services provided as a director of the company and amounts paid or payable for the year were $48,000 (2019: $72,000).

During the year, there were payments made to Borg Geoscience Pty Ltd, a company with which Mr Borg is a shareholder and director. The payments were for the provision of geological consulting services and amounts paid or payable were $9,000 (2019: nil). Payments were also made to this company for the provision of Director fees and amounts paid or payable were $48,000 (2019: $334,000).

During the year there were metallurgical consulting services paid or payable to Stewardship Consulting Pty Ltd, a company with which Mr van Wyk, is a shareholder and director. The amounts paid or payable were $9,976 (2019: $119,974). Payments were made to this company for services provided as a director of the company and amounts paid or payable were $48,000 (2019: $60,000).

No payments made to or receipts received from Stewardship Management Services Pty Ltd, a company with which Mr van Wyk is a shareholder and director. In the prior year payments were for management fees and amounts paid or payable were $11,111. Also in the prior year receipts were for the recovery management fee recoveries and amounts paid or payable were $7,554.

During the year, there were no payments made to Gecko Mining (Pty) Ltd, a company with which Mr van Wyk was previously is an indirect 5.5% shareholder and was a director (resigned 1 December 2018). Prior year payments were for the hire of equipment and amounts paid or payable were $41,152.

During the year, there were payments made to Gecko Namibia (Pty) Ltd, a company with which Mr van Wyk is a shareholder and director. The payments were for the administrative costs and recovery of other expenses and amounts paid or payable were $123,895 (2019: $281,813).

During the year, no payments were made to Stewardship Drilling (Pty) Ltd (previously Gecko Drilling & Blasting (Pty) Ltd), a company with which Mr van Wyk is a shareholder and director. In the previous year, the payments were for drilling costs and amounts paid or payable were $2,604,532.

During the year, there were payments to and receipts from Gecko Exploration (Pty) Ltd, a company with which Mr van Wyk is an indirect 5.5% shareholder and was a director (resigned 22 July 2020). The payments were for administrative and salary recovery costs and amounts paid or payable were $326,008 (2019: $677,213). There were nil receipts for VAT refund recoveries (2019: $20,474).

During the year, there were payments to and receipts from Namibia Rare Earths (Pty) Ltd, a company with which Mr van Wyk is an indirect 3.6% shareholder and a director. The amounts paid or payable for vehicle rent, consumables and equipment purchases were nil (2019: $21,975). The amounts received or receivable for rental income and cost recoveries were $18,170 (2019: $660).

There were no other transactions with related parties. All related party transactions are on normal commercial terms and conditions.

b) Payables owing to related parties

	2020 $	2019 $
Billandbry Consulting Pty Ltd	4,400	6,600
Borg Geoscience Pty Ltd	13,000	4,400
Stewardship Consulting Pty Ltd	4,000	16,123
Ashley Hood	4,400	-
Gecko Exploration (Pty) Ltd*	21,277	53,191
Gecko Namibia (Pty) Ltd*	9,998	16,746
	57,075	97,060

***** These balance have been converted from Namibian dollars to Australian dollars.

c) Receivables from related parties

	2020 $	2019 $
Namibia Rare Earths (Pty) Ltd*	1,146	-
Stewardship Management Services Pty Ltd*	-	7,715
	1,146	7,715

***** These balance have been converted from Namibian dollars to Australian dollars.

This concludes the remuneration report, which has been audited.

SHARES UNDER OPTION

Unissued ordinary share of Celsius Resources Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
4 January 2018	5 January 2021	$0.175	1,000,000
4 January 2018	5 January 2021	$0.225	1,500,000
27 October 2017	12 January 2021	$0.075	6,000,000
8 December 2017	8 December 2020	$0.175	2,000,000
8 December 2017	8 December 2020	$0.205	2,000,000
8 December 2017	8 December 2020	$0.225	2,000,000
20 March 2018	16 April 2021	$0.175	6,000,000

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the company or of any other body corporate.

SHARES ISSUED ON THE EXERCISE OF OPTIONS

No options were exercised during the financial year and up to the date of this report.

INDEMNITY AND INSURANCE OF OFFICERS

The company has indemnified the directors and executives of the company for the costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith. During the financial year, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of liability and the amount of the premium.

INDEMNITY AND INSURANCE OF AUDITOR

The company has not, during or since the end of the financial year, indemnified or agreed to indemnity the auditor of the company or any related entity against a liability incurred by the auditor. During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to intervene in any proceedings to which the company is a party, for the purpose of taking responsibility on behalf of the company for all or part of those proceedings. No proceedings have been brought or intervened in on behalf of the company with leave of the Court under section 237 of the Corporations Act 2001.

NON AUDIT SERVICES

The Board of Directors is satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reasons:

- all non-audit services are reviewed and approved by the directors prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and
- the nature of the services provided does not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

Non-audit services that have been provided by the entity's auditor, RSM Australia Partners, have been disclosed in Note 17.

OFFICERS OF THE COMPANY WHO ARE FORMER PARTNERS OF RSM AUSTRALIA PARTNERS

There are no officers of the company who are former partners of RSM Australia Partners.

AUDITOR

RSM Australia Partners were appointed as the company's auditors at the 2011 Annual General Meeting and continues in office in accordance with section 327 of the Corporations Act 2001.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is included within this financial report.

This directors' report, incorporating the remuneration report, is signed in accordance with a resolution of the Board of Directors.

This directors' report is signed in accordance with a resolution of directors made pursuant to section 298(2)(a) of the *Corporations Act 2001*.

On behalf of the directors

William Oliver
Non-Executive Chairman

Date: 30 September 2020
Perth

Competent Persons Statement

Information in this report relating to Exploration Results for the MCB Project is based on information compiled, reviewed and assessed by Mr. Steven Olsen, who is a Member of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists. Mr. Olsen is a consultant to Celsius Resources and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined by the 2012 Edition of the Australasian Code for reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr. Olsen consents to the inclusion of the data in the form and context in which it appears.

Information in this report relating to Exploration Results for the Cullarin Project is based on information reviewed by Leo Horn, who is a Member of the Australian Institute of Geoscientists and a consultant to Celsius Resources. Mr. Horn has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined by the 2012 Edition of the Australasian Code for reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr. Horn consents to the inclusion of the data in the form and context in which it appears.

Information in this report relating to Exploration Results for the Opuwo Project is based on information reviewed by Dr Rainer Ellmies, who is a Member of the Australasian Institute of Mining and Metallurgy and the Principal Geological Advisor for the Opuwo Project of Celsius Resources. Mr. Ellmies discovered the Opuwo deposit in 2012 and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined by the 2012 Edition of the Australasian Code for reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr. Ellmies consents to the inclusion of the data in the form and context in which it appears.

The Board has reviewed its current practices in light of the revised ASX Corporate Governance Principles and Recommendations with a view to making amendments where applicable after considering the company's size and the resources it has available.

As the company's activities develop in size, nature and scope, the size of the Board and the implementation of any additional formal corporate governance committees will be given further consideration.

The Board sets out below its "if not why not" report in relation to those matters of corporate governance where the company's practices depart from the Recommendations.

	PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT	
	Recommendation	**Celsius Resources Limited Current Practice**
1.1	A listed entity should disclose: (a) respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management	Adopted The directors have adopted a Board Charter which outlines the role of the Board. This is contained within their Corporate Governance Plan document, a copy of which is available on the company's website – http://www.celsiusresources.com.au/profile/corporate-governance/ Executive Service Agreements outline functions of the executive directors. Non-executive Director appointment letters outline the terms and conditions of non-executive director appointments. As the company recruits additional management, the roles and responsibilities of these persons will be considered and documented.
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director: and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director	Adopted Material information in relation to a director up for re-election is provided in the Notice of Meeting for each AGM including background, other material directorships, term and the Board's consideration of them as independent or non independent director.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Adopted All directors have a written agreement with the company setting out the terms of their appointments.
1.4	The Company Secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the Board.	Adopted The responsibilities of the Company Secretary are contained within the Board Charter.
1.5	A listed entity should: (a) Have a diversity Policy which includes requirements for Board/Committee to set measurable objectives for achieving gender diversity and assess them and achieving them annually (b) disclose that policy (c) disclose at end of reporting period how objectives are being achieved via: (i) respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how senior exec is defined); or (ii) if entity is a "relevant employer" under the Workplace Gender Equality Act, the entities most recent "Gender Equality	Partially Adopted The company has adopted a Diversity Policy within its Corporate Governance Plan document. Although it contains objectives, they are general in nature and not considered measurable. There are no immediate plans to further develop these objectives to include measurable objectives. The company makes the following disclosures regarding the proportion of women employed in the organisation: - Women on Board: 0% - Women in Senior Management: 20% - Women in whole organisation: 20%
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors; and	Adopted The company has a performance evaluation policy, as detailed in Schedule 6 of its Corporate Governance Plan document

	(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	providing for an annual review on the board, directors and management. An evaluation has not taken place within the financial period.
1.7	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Adopted. As detailed above, the company has a performance evaluation policy which include the performance of executives. An evaluation did not take place this financial.
	PRINCIPLE 2 – STRUCTURE THE BOARD TO ADD VALUE	
	Recommendation	**Celsius Resources Limited Current Practice**
2.1	The board of a listed entity should: (a) Have a nomination committee which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director; and disclose: (i) the charter of the committee; (ii) the members of the committee; and (iii) as at the end of each reporting period, the number of times the committee met through the period and the individual attendances of the members at those meetings; or (b) If it does not have a nomination committee disclose that fact and the processes it employs to address board succession issue and to ensure that the board has the appropriate balance of skills, knowledge experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	Not Adopted The company does not have a separate nomination committee and the full board will consider the matters and issues arising that would usually fall to the nomination committee in accordance with the Nomination Committee Charter. The company has adopted a Nomination Committee Charter setting out the board process to raise the issues that would otherwise be considered by the Nomination Committee. The Board consider that at this stage, no efficiencies or other benefits would be gained by establishing a separate nomination committee. The Nomination Committee Charter is detailed in Schedule 5 of the Corporate Governance Plan document available on the company's website http://www.celsiusresources.com.au/profile/corporate-governance/
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Not Adopted The company currently has a mixture of skills on the Board, including technical, financial, business, management and leadership. There is a statement on Board Composition contained on the Corporate Governance page on the company's website. http://www.celsiusresources.com.au/profile/corporate-governance/. There is no immediate plans to develop and disclose a Board Skills Matrix.
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors (b) if a director has an interest, position, association or relationship as described in Box 2.3 (Factors relevant to assessing independence) but the board is of the opinion that it doesn't compromise the independence of the director, nature of the interest, position, association or relationship and an explanation as to why the board is of that opinion; and (c) the length of service of each director.	Adopted. (a) William Oliver – Independent Ashley Hood – Independent (b) N/A (c) William Oliver – appointed – 23 December 2010 – 9 years, 9 months Ashley Hood – appointed – 29 November 2019 – 10 months
2.4	A majority of the Board of a listed entity should be independent directors.	Not Adopted. Currently 50% of the board are considered independent directors as per box 2.3 of the ASX Corporate Governance Principles and Recommendations.

2.5	The Chair of a Board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Adopted. William Oliver is the current Chairman of the company who does not perform the role of CEO. This recommendation is satisfied.
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Adopted. The Company Secretary currently completes the induction of new directors. All directors have access to professional development opportunities to improve on their skills and knowledge to assist in their roles as directors.
	PRINCIPLE 3 – PROMOTE ETHICAL AND RESPONSIBLE DECISION-MAKING	
	Recommendation	**Celsius Resources Limited Current Practice**
3.1	A listed entity should: (a) Have a code of conduct for its directors, senior executives and employees; and (b) (b) disclose that code of conduct or a summary of it.	Adopted. Copy of Code of Conduct is contained within the company's Corporate Governance Plan which is published on the company's website and available at http://www.celsiusresources.com.au/profile/corporate-governance/
	PRINCIPLE 4 – SAFEGUARD INTEGRITY IN FINANCIAL REPORTING	
	Recommendation	**Celsius Resources Limited Current Practice**
4.1	The board of a listed entity should: (a) have an audit committee which: (i) has at least 3 members, all of whom are non-executive directors and a majority of whom are independent directors; and (ii) is chaired by an independent director, who is not the chair of the board; And disclose: (iii) the charter of the committee (iv) the relevant qualifications and experience of the member of the committee; and (v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the member at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	Not Adopted The role of the audit committee is currently undertaken by the full board. The company has adopted an Audit and Risk Committee Charter which is published in the company's Corporate Governance Plan and available on the company's website http://www.celsiusresources.com.au/profile/corporate-governance/ The Board follows the Audit and Risk Committee Charter which provides for integrity of corporate reporting and the removal of the external auditor and the rotation of the audit engagement partner.
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Adopted
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit	Adopted

	PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE	
	Recommendation	**Celsius Resources Limited Current Practice**
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it	Adopted. The company has a Continuous Disclosure Policy which is published in the company's Corporate Governance Plan document which is available on the company's website. Refer http://www.celsiusresources.com.au/profile/corporate-governance/
	PRINCIPLE 6 – RESPECT THE RIGHTS OF SHAREHOLDERS	
	Recommendation	**Celsius Resources Limited Current Practice**
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Adopted Refer to the company's Corporate Governance page on its website – http://www.celsiusresources.com.au/profile/corporate-governance/
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Adopted The company has a Shareholder Communication strategy which is contained in the company's Corporate Governance Plan document, which is published on its website – http://www.celsiusresources.com.au/profile/corporate-governance/
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Adopted The company encourages participation at General Meetings upon the dispatch of its Notice of Meeting and advises security holders that they may submit questions they would like to be asked at the meeting to the Board and to the company's auditors.
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Adopted
	PRINCIPLE 7 – RECOGNISE AND MANAGE RISK	
	Recommendation	**Celsius Resources Limited Current Practice**
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, And disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	Not Adopted The company does not currently have a Risk Committee. The role of the risk committee is undertaken by the whole board. The Board follows the Audit and Risk Committee Charter and the Risk Management plan as contained within the Corporate Governance Plan document as published on the company's website http://www.celsiusresources.com.au/profile/corporate-governance/ Within the "Disclosure – Risk Management" section of the Corporate Governance Plan, the company undertakes regular risk management reviews.
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	Adopted. The Board reviews risk on a regular basis with following policies and procedures forming part of the company's Risk Management Framework: • Audit and Risk Committee Charter

		• Disclosure – Risk Management, as in Schedule 8 in the Corporate Governance document. A review has not taken place in the reporting period.
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	Not Adopted The company does not have a structured formalised internal audit function, however historically the Board has reviewed the internal control systems and risk management policies on an annual basis. Internal controls are reviewed on an annual basis.
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Not Adopted. The company does not have a sustainability policy. However the company does have the following policies: - Occupational Health and Safety Policy - Community Engagement Policy - Environmental Policy As available on the company's website, which does address some of these sustainability issues.
	PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY	
	Recommendation	**Celsius Resources Limited Current Practice**
8.1	The board of a listed entity should: (a) have a remuneration committee which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (8) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	Not Adopted. The company does not have a Remuneration Committee. The role of the remuneration committee is currently undertaken by the full board. The company has adopted a Remuneration Committee Charter which is contained within the company's Corporate Governance Plan document and published on the company's website http://www.celsiusresources.com.au/profile/corporate-governance/ The Board follows the Remuneration Committee Charter which provides for dealing with board remuneration issues.
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Adopted. This information is contained within the Remuneration Report of the Annual Report. Setting remuneration for executives is set out in the Remuneration Committee Charter.
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	Not Applicable

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2020

	Notes	Consolidated 2020 $	Consolidated 2019 $
Other income	3	63,904	214,302
Directors' and employee benefits expense		(181,267)	(176,806)
Share based payment	14	-	62,620
Legal and other professional fees		(325,051)	(266,429)
Impairment of deferred exploration expenditure	9	-	(187,822)
Travel and accommodation		(9,910)	(70,601)
Other expenses	4	(212,164)	(554,940)
Loss before income tax		(664,488)	(979,676)
Income tax expense	5	-	-
Loss for the year		**(664,488)**	**(979,676)**
Other comprehensive income			
Items that may be reclassified subsequently to operating result			
Exchange differences on translating foreign controlled entities		(1,952,209)	322,627
Other comprehensive income for the year		**(1,952,209)**	**322,627**
Total comprehensive loss for the year		**(2,616,697)**	**(657,049)**
Loss for the year is attributable to:			
Members of parent entity		(661,828)	(974,038)
Non-controlling interest		(2,660)	(5,638)
		(664,488)	**(979,676)**
Total comprehensive loss attributable to:			
Members of parent entity		(2,516,427)	(667,542)
Non-controlling interest		(100,270)	10,493
		(2,616,697)	**(657,049)**
Earnings per share			
- Basic earnings per share (cents)	21 (c)	(0.087)	(0.13)
- Diluted earnings per share (cents)	21 (c)	(0.087)	(0.13)

The accompanying notes form part of this financial report.

	Notes	Consolidated 2020 $	Consolidated 2019 $
ASSETS			
Current assets			
Cash and cash equivalents	6	5,674,226	6,655,181
Trade and other receivables	7	50,669	366,469
Other assets	8	11,212	30,234
Total current assets		5,736,107	7,051,884
Non-current assets			
Deferred exploration expenditure	9	14,337,088	15,434,702
Total non-current assets		14,337,088	15,434,702
Total assets		20,073,195	22,486,586
LIABILITIES			
Current liabilities			
Trade and other payables	10	193,928	217,481
Total current liabilities		193,928	217,481
Non-current liabilities			
Provisions	11	232,753	232,753
Total non-current liabilities		232,753	232,753
Total liabilities		426,681	450,234
Net assets		19,646,514	22,036,352
EQUITY			
Issued capital	12 (a)	55,067,568	54,840,709
Reserves	13	(834,738)	1,437,889
Accumulated losses		(34,612,679)	(34,368,879)
Equity attributable to the owners of Celsius Resources Limited		19,620,151	21,909,719
Non-controlling interest		26,363	126,633
Total equity		19,646,514	22,036,352

The accompanying notes form part of this financial report.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2020

	Issued Capital $	Accumulated Losses $	Share Based Payments Reserve $	Foreign Currency Translation Reserve $	Non-Controlling Interest $	Total $
Balance at 1 July 2018	54,402,892	(33,394,841)	1,367,571	(173,558)	116,140	22,318,204
Loss for the year	-	(974,038)	-	-	(5,638)	(979,676)
Other comprehensive income	-	-	-	306,496	16,131	322,627
Total comprehensive (loss) / income for the year	-	(974,038)	-	306,496	10,493	(657,049)
Transactions with owners, directly in equity						
Share based payments	-	-	(62,620)	-	-	(62,620)
Exercise of options	437,817	-	-	-	-	437,817
Balance at 30 June 2019	54,840,709	(34,368,879)	1,304,951	132,938	126,633	22,036,352
Balance at 1 July 2019	54,840,709	(34,368,879)	1,304,951	132,938	126,633	22,036,352
Loss for the year	-	(661,828)	-	-	(2,660)	(664,488)
Other comprehensive income	-	-	-	(1,854,599)	(97,610)	(1,952,209)
Total comprehensive loss for the year	-	(661,828)	-	(1,854,599)	(100,270)	(2,616,697)
Transactions with owners, directly in equity						
Issue of share capital	230,000	-	-	-	-	230,000
Capital raising costs	(3,141)	-	-	-	-	(3,141)
Expiry of options	-	418,028	(418,028)	-	-	-
Balance at 30 June 2020	55,067,568	(34,612,679)	886,923	(1,721,661)	26,363	19,646,514

The accompanying notes form part of this financial report.

	Notes	Consolidated 2020 $	Consolidated 2019 $
Cash flows from operating activities			
Expenditure on mining interests		(359,331)	(5,290,316)
Payments to suppliers and employees		(687,070)	(1,070,733)
Interest received		70,723	203,330
Net cash outflow from operating activities	22	(975,678)	(6,157,719)
Cash flows from financing activities			
Proceeds from issue of shares		-	437,817
Payment of capital raising costs		-	(21,753)
Net cash inflow from financing activities		-	416,064
Net decrease in cash and cash equivalents		(975,678)	(5,741,655)
Effect of exchange rate changes on the balance of cash held in foreign currencies		(5,277)	3,778
Cash and cash equivalents at the beginning of the financial year		6,655,181	12,393,058
Cash and cash equivalents at the end of the financial year	6	5,674,226	6,655,181

The accompanying notes form part of this financial report.

These consolidated financial statements and notes represent those of Celsius Resources Limited and its controlled entities (the “consolidated entity” or “Group”).

The financial statements were authorised for issue on 30 September 2020 by the directors of the company.

1. Summary of significant accounting policies

Basis of Preparation

The financial statements are general purpose financial statements that have been prepared in accordance with Corporations Act 2001, Australian Accounting Standards, Interpretations of the Australian Accounting Standards Board and International Financial Reporting Standards as issued by the International Accounting Standards Board. The consolidated entity is a for-profit entity for financial reporting purposes under Australian Accounting Standards. Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless otherwise stated. Except for cash flow information, these financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

a) Comparatives

When required by accounting standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

b) Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all entities controlled by Celsius Resources Limited at the end of the reporting period. A controlled entity is any entity over which Celsius Resources Limited has the power to govern the financial and operating policies so as to obtain benefits from the entity’s activities. Control will generally exist where the parent owns, directly or indirectly through subsidiaries, more than half of the voting power of an entity. In assessing the power to govern, the existence and effect of holdings of actual and potential voting rights are also considered.

Where controlled entities have entered or left the consolidated entity during the year, the financial performance of those entities are included only for the period of the year that they were controlled.

In preparing the consolidated financial statements, all inter-group balances and transactions between entities in the consolidated entity have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with those adopted by the parent entity.

Non-controlling interests, being the equity in a subsidiary not attributable, directly or indirectly, to a parent, are shown separately within the Equity section of the statement of financial position and statement of profit or loss and other comprehensive income. The non-controlling interests in the net assets comprise their interests at the date of the original business combination and their share of changes in equity since that date.

c) Parent entity

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in Note 23.

d) Income tax

The income tax expense (revenue) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at the end of the reporting period. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

1. Summary of significant accounting policies (continued)

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense (income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at the end of the reporting period. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

Tax consolidation

Celsius Resources Limited and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation legislation. Each entity in the consolidated entity recognises its own current and deferred tax liabilities, except for any deferred tax liabilities resulting from unused tax losses and tax credits, which are immediately assumed by the parent entity. The consolidated entity notified the Australian Tax Office that it had formed an income tax consolidated group to apply from 12 August 2003. The tax consolidated group has entered a tax sharing agreement whereby each company in the consolidated entity contributes to the income tax payable in proportion to their contribution to the net profit before tax of the tax consolidated group.

e) Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost, using the effective interest method, less any allowances for expected credit losses. Trade receivables are generally due for settlement within 120 days.

The consolidated entity has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

1. Summary of significant accounting policies (continued)

f) Plant and equipment

Plant and equipment are measured on the cost basis.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the consolidated entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

The depreciable amount of all plant and equipment is depreciated on a straight-line basis over their useful lives to the consolidated entity commencing from the time the asset is held ready for use.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in profit or loss.

g) Impairment of assets

At the end of each reporting period, the consolidated entity assesses whether there is any indication that an asset is impaired. The assessment will include the consideration of external and internal sources of information including dividends received from subsidiaries, associates or jointly controlled entities deemed to be out of pre-acquisition profits. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is recognised immediately in the profit or loss, unless the asset is carried at a revalued amount in accordance with another accounting standard. Any impairment loss of a revalued asset is treated as a revaluation decrease in accordance with that other accounting standard.

Where it is not possible to estimate the recoverable amount of an individual asset, the consolidated entity estimates the recoverable amount of the cash-generating unit to which the asset belongs.

h) Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

1. Summary of significant accounting policies (continued)

i) Exploration and evaluation expenditure

Exploration and evaluation expenditures are written off as incurred, except when such costs are expected to be recouped through successful development and exploitation, or sale, of an area of interest. In addition, exploration assets recognised on acquisition of an entity are carried forward provided that exploration and/or evaluation activities in the area have not yet reached a stage that permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in relation to the area are continuing.

The expenditure carried forward when recovery is expected represents an accumulation of direct net exploration and evaluation costs incurred by or on behalf of the consolidated entity and applicable indirect costs, in relation to separate areas of interest for which rights of tenure are current.

If it is established subsequently that economically recoverable reserves exist in a particular area of interest, resulting in the decision to develop a commercial mining operation, then in that year the accumulated expenditure attributable to that area, to the extent that it does not exceed the recoverable amount for the area concerned, will be transferred to mine development. As such it will be subsequently amortised against production from that area. Any excess of accumulated expenditure over recoverable amounts will be written off to profit or loss.

j) Trade and other payables

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

k) Issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

l) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with short periods to maturity and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the statement of financial position.

m) Other income

Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial interest to the net carrying amount of the financial asset.

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

1. Summary of significant accounting policies (continued)

n) Employee benefits

Equity-settled compensation

The consolidated entity operates equity-settled share based payment employee share and option schemes. The fair value of the equity to which employees become entitled is measured at grant date and recognised as an expense over the vesting period, with a corresponding increase to an equity account.

Share based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the good or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is shown in the option reserve.

The fair value of shares is ascertained as the market bid price. The fair value of options is ascertained using an appropriate valuation model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

o) Goods and services tax ("GST")

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

p) Earnings per share

(i) Basic earnings per share

Basic earnings per share is determined by dividing net profit after income tax attributable to members of the company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

q) Foreign currency translation

The financial statements are presented in Australian dollars, which is Celsius Resources Ltd's functional and presentation currency.

Foreign currency transactions
Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the transaction at the financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

1. Summary of significant accounting policies (continued)

Foreign operations
The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

r) Provisions

Provisions are recognised when the consolidated entity has a present (legal or constructive) obligation as a result of a past event, it is probable the consolidated entity will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability.

s) Segment reporting

A business segment is identified for a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different to those of other business segments. A geographical segment is identified when products or services are provided within a particular economic environment subject to risks and returns that are different from those of segments operating in other economic environments.

t) Financial instruments

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.
At each reporting date, the financial assets are assessed for impairment.

1. Summary of significant accounting policies (continued)

u) Critical accounting judgments, estimates and assumptions

The directors evaluate estimates and judgements incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the consolidated entity.

There have been no judgements, apart from those involving estimation, in applying accounting policies that have a significant effect on the amounts recognised in these financial statements.

Following is a summary of the key assumptions concerning the future and other key sources of estimation at reporting date that have not been disclosed elsewhere in these financial statements.

Exploration and evaluation expenditure

Exploration and evaluation costs have been capitalised on the basis that activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised.

Share based payment transactions

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Coronavirus (COVID-19) pandemic

Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the consolidated entity based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the consolidated entity operates. Other than as addressed in specific notes, there does not currently appear to be either any significant impact upon the financial statements or any significant uncertainties with respect to events or conditions which may impact the Company unfavourably as at the reporting date or subsequently as a result of the Coronavirus (COVID-19) pandemic.

v) New, revised or amending Accounting Standards and Interpretations adopted

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, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the consolidated entity.

1. Summary of significant accounting policies (continued)

w) New Accounting Standards and Interpretations not yet mandatory or early adopted

Accounting Standards issued by the AASB that are not yet mandatorily applicable to the consolidated entity, together with an assessment of the potential impact of such pronouncements on the consolidated entity when adopted in future periods, are discussed below:

Conceptual Framework for Financial Reporting (Conceptual Framework)
The revised Conceptual Framework is applicable to annual reporting periods beginning on or after 1 January 2020 and early adoption is permitted. The Conceptual Framework contains new definition and recognition criteria as well as new guidance on measurement that affects several Accounting Standards. Where the consolidated entity has relied on the existing framework in determining its accounting policies for transactions, events or conditions that are not otherwise dealt with under the Australian Accounting Standards, the consolidated entity may need to review such policies under the revised framework. At this time, the application of the Conceptual Framework is not expected to have a material impact on the consolidated entity's financial statements.

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:

2020	Exploration activities AUSTRALIA $	Exploration Activities NAMIBIA $	Consolidated $
Segment revenue	61,487	2,417	63,904
Total revenue			63,904
Segment result before income tax	(611,289)	(53,199)	(664,488)
Profit before income tax			(664,488)
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

2019	Exploration activities AUSTRALIA $	Exploration Activities NAMIBIA $	Consolidated $
Segment revenue	209,330	4,972	214,302
Total revenue			214,302
Segment result before income tax	(700,242)	(279,434)	(979,676)
Profit before income tax			(979,676)
Segment assets	6,949,527	15,537,059	22,486,586
Total assets			22,486,586
Segment liabilities	325,875	124,359	450,234
Total Liabilities			450,234

	Consolidated 2020 $	Consolidated 2019 $
3. Other income		
Interest	63,904	214,302
	63,904	214,302

4. Other expenses

	Consolidated 2020 $	Consolidated 2019 $
Expenses, excluding finance costs, included in the statement of profit or loss and other comprehensive income		
Marketing and promotion	-	41,538
Consulting fees	12,634	261,512
Regulatory costs	87,872	116,846
Shareholder meeting costs	25,837	10,942
Sundry expenses	85,821	124,102
	212,164	554,940

5. Income tax expense

Loss before income tax expense	(664,488)	(979,676)
Tax at the Australian tax rate of 30% (2019: 30%)	(199,346)	(293,903)
Tax effect amounts which are not deductible in calculating taxable income	24,544	68,631
Deferred tax assets not brought to account	224,303	299,966
Movement in temporary differences	(49,501)	(74,695)
Income tax expense	-	-
Tax benefit not recognised – opening balance	28,435,648	28,344,211
Reduction in opening deferred taxes resulting from reduction in tax rate	-	-
	28,435,648	28,344,211
Tax benefit not recognised – current year	353,834	91,437
Tax benefit at 30% not recognised (2019: 30%)	28,789,482	28,435,648

The deferred tax asset attributable to carried forward income tax losses and temporary differences has not been recognised as an asset as the company has not commenced trading and the availability of future profits to recoup these losses is not considered probable at the date of this report.

6. Cash and cash equivalents

	Consolidated 2020 $	2019 $
Cash at bank and on hand	1,874,226	1,955,181
Short-term bank deposits	3,800,000	4,700,000
	5,674,226	6,655,181

7. Trade and other receivables

Other debtors	46,516	355,497
Interest receivable	4,153	10,972
	50,669	366,469

8. Other assets

Prepayments	11,212	30,234
	11,212	30,234

9. Deferred exploration expenditure

Expenditure brought forward	15,434,702	9,168,756
Expenditure acquired during the year (1)	230,000	-
Expenditure incurred during the year	598,193	6,160,160
Expenditure impaired/written off during the year (2)	-	(187,822)
Foreign exchange movements	(1,925,807)	293,608
Expenditure carried forward	14,337,088	15,434,702

1. On 5 June 2020 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.
2. During the 2019 financial year, EPL 4350 was relinquished. The expenditure written off during the year was in relation to this tenement.

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

10. Trade and other payables

	Consolidated 2020 $	Consolidated 2019 $
Trade creditors	142,273	154,226
Accrued expenses	51,655	63,255
	193,928	217,481

11. Provisions

Provision for rehabilitation	232,753	232,753
	232,753	232,753

The consolidated entity, through its wholly owned subsidiary, View Nickel Pty Ltd, has 30% joint venture interest in the Carnilya Hill Joint Venture. The Carnilya Hill Joint Venture is subject to potential cost in respect to the rehabilitation of the mine. Accordingly, through its joint venture interest, the consolidated entity has a provided for its share of the estimated amount of the total rehabilitation. The rehabilitation provision is triggered either when the JV decides to complete the full rehabilitation, when the Department of Mines and Petroleum mandates the JV must complete the full rehabilitation or when the tenements are relinquished. None of these events are expected to occur in the near future.

12. Issued Capital

Ordinary shares – fully paid	58,947,141	58,717,141
Capital raising costs	(3,879,573)	(3,876,432)
	55,067,568	54,840,709

a) Ordinary Shares

	Date	2020 No. of shares	2019 No. of shares	Issue price $	2020 $	2019 $
	At the beginning of the reporting period:	757,218,081	713,436,375		54,840,709	54,402,893
	Shares issued during the year					
–	11 July 2018	-	1,021,895	0.01	-	10,219
–	2 August 2018	-	936,719	0.01	-	9,367
–	24 August 2018	-	1,274,405	0.01	-	12,744
–	12 September 2018	-	246,760	0.01	-	2,468
–	28 September 2018	-	500,000	0.01	-	5,000
–	12 October 2018	-	436,203	0.01	-	4,362
–	17 October 2018	-	3,219,090	0.01	-	32,191
–	2 November 2018	-	600,000	0.01	-	6,000
–	8 November 2018	-	874,000	0.01	-	8,740
–	15 November 2018	-	2,405,557	0.01	-	24,056
–	23 November 2018	-	880,500	0.01	-	8,805
–	7 December 2018	-	1,021,951	0.01	-	10,219
–	14 December 2018	-	3,499,709	0.01	-	34,997
–	21 December 2018	-	15,550,519	0.01	-	155,505
–	4 January 2019	-	11,314,398	0.01	-	113,144
–	5 June 2020	23,000,000			230,000	
	Capital raising costs	-	-	-	(3,141)	-
	At the end of the reporting period	780,218,081	757,218,081		55,067,568	54,840,709

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the company in proportion to the number of and amounts paid on the shares held.

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy is entitled to one vote, and upon a poll, each share is entitled to one vote.

b) Capital Management

The objectives of management when managing capital is to safeguard the consolidated entity's ability to continue as a going concern, so that the consolidated entity may continue to provide returns for shareholders and benefits for other stakeholders.

Due to the nature of the consolidated entity's activities, being mineral exploration, the consolidated entity does not have ready access to credit facilities, with the primary source of funding being equity raisings. Therefore, the focus of the consolidated entity's capital risk management is the current working capital position against the requirements of the consolidated entity to meet exploration programmes and corporate overheads. The consolidated entity's strategy is to ensure appropriate liquidity is maintained to meet anticipated operating requirements, with a view to initiating appropriate capital raisings as required. The working capital position of the consolidated entity at 30 June 2020 and 2019 is as follows:

	2020	**2019**
	$	**$**
Cash and cash equivalents	5,674,226	6,655,181
Trade and other receivables	50,669	366,469
Other current assets	11,212	30,234
Trade and other payables	(193,928)	(217,481)
Working capital position	5,542,179	6,834,403

13. Reserves

	Consolidated 2020 $	Consolidated 2019 $
Share based payment reserve	886,923	1,304,951
Foreign currency translation	(1,721,661)	132,938
	(834,738)	1,437,889

Movements

	2020	2019
Share based payments reserve		
Balance 1 July	1,304,951	1,367,571
Exercise of options	(418,028)	-
Issue of options for services	-	(62,620)
Balance 30 June	886,923	1,304,951

The share based payment reserve was used for share based payment expenses which include payments for capital raising and other services, and employee remuneration and incentives.

	2020	2019
Foreign currency translation reserve		
Balance 1 July	132,938	(173,558)
Translation of foreign entity	(1,854,599)	306,496
Balance 30 June	(1,721,661)	132,938

i. A summary of the movements of all company options issues is as follows:

	Number	Weighted average exercise price
Options outstanding as at 30 June 2018	93,379,507	$0.069
Issued	-	N/A
Exercised	(43,781,706)	$0.010
Expired unexercised	(97,801)	$0.010
Options outstanding as at 30 June 2019	49,500,000	$0.121
Expired unexercised	(13,000,000)	$0.0107
Options outstanding as at 30 June 2020	36,500,000	$0.110

No options were exercised during the financial year (2019: 43,781,706).

There were no unlisted options granted to employees during the year (2019: nil). There were no shares issued to directors during the year which related to remuneration of the prior financial year (2019: nil).

Set out below are the options on issue at the end of the financial year:

Grant date	Expiry date	2020 Number	2019 Number
18 May 2017	18 May 2020	-	3,000,000
19 May 2017	19 May 2020	-	6,000,000
27 July 2017	18 August 2020	16,000,000	16,000,000
4 January 2018	5 January 2021	2,500,000	2,500,000
27 October 2017	12 January 2021	6,000,000	6,000,000
8 December 2017	8 December 2020	6,000,000	6,000,000
29 January 2018	6 February 2020	-	2,000,000
12 April 2018	16 April 2020	-	2,000,000
20 March 2018	16 April 2021	6,000,000	6,000,000
		36,500,000	49,500,000

14. Share based payment transactions

	2020 $	2019 $
Recognised in profit or loss and other comprehensive income – share based payment	-	(62,620)
Total value of options expensed during the financial year	-	(62,620)
Total fair value of options issued during the financial year	-	(62,620)
Key management remuneration expense	-	(46,453)
Consultants	-	(16,167)
Total share based payments in the financial statements	-	(62,620)

The value disclosed in share-based payment expense is the portion of the fair value of the options recognised as expense in each reporting period in accordance with the requirement of AASB 2. Remaining amount will be recognised in future reporting periods over the vesting period.

During the current year there was nil share based payment expenses. Due to the likelihood of certain vesting conditions being met reduced to nil during the 2019 financial year, the expense in relation to these options was reversed resulting in the negative share based payment for the prior year.

15. Interests of Key Management Personnel ("KMP")

Refer to the remuneration report contained in the directors' report for details of the remuneration paid or payable to each member of the consolidated entity's key management personnel for the year ended 30 June 2020.

The total remuneration paid to KMP of the company and the group during the year are as follows:

	2020 $	2019 $
Short-term employee benefits	172,267	491,806
Post-employment benefits	-	-
Share based payments	-	(46,453)
	172,267	445,353

16. Related parties

a) Parent entity

The parent entity is Celsius Resources Limited.

b) Controlled entities

Interests in controlled entities are set out in note 19.

c) Key management personnel

Disclosures relating to key management personnel are set out in note 15 and the remuneration report included in the directors' report.

d) Transactions and balances with related parties

There were no geological consulting services paid or payable for the 2020 year that were made to Billandbry Consulting Pty Ltd, a company with which Mr Oliver, is a shareholder and director (2019: nil). Payments were made to this company for services provided as a director of the company and amounts paid or payable for the year were $48,000 (2019: $72,000).

During the year, there were payments made to Borg Geoscience Pty Ltd, a company with which Mr Borg is a shareholder and director. The payments were for the provision of geological consulting services and amounts paid or payable were $9,000 (2019: nil). Payments were also made to this company for the provision of Director fees and amounts paid or payable were $48,000 (2019: $334,000).

During the year there were metallurgical consulting services paid or payable to Stewardship Consulting Pty Ltd, a company with which Mr van Wyk, is a shareholder and director. The amounts paid or payable were $9,976 (2019: $119,974). Payments were made to this company for services provided as a director of the company and amounts paid or payable were $48,000 (2019: $60,000).

No payments made to or receipts received from Stewardship Management Services Pty Ltd, a company with which Mr van Wyk is a shareholder and director. In the prior year payments were for management fees and amounts paid or payable were $11,111. Also in the prior year receipts were for the recovery management fee recoveries and amounts paid or payable were $7,554.

During the year, there were no payments made to Gecko Mining (Pty) Ltd, a company with which Mr van Wyk was previously is an indirect 5.5% shareholder and was a director (resigned 1 December 2018). Prior year payments were for the hire of equipment and amounts paid or payable were $41,152.

During the year, there were payments made to Gecko Namibia (Pty) Ltd, a company with which Mr van Wyk is a shareholder and director. The payments were for the administrative costs and recovery of other expenses and amounts paid or payable were $123,895 (2019: $281,813).

During the year, no payments were made to Stewardship Drilling (Pty) Ltd (previously Gecko Drilling & Blasting (Pty) Ltd), a company with which Mr van Wyk is a shareholder and director. In the previous year, the payments were for drilling costs and amounts paid or payable were $2,604,532.

During the year, there were payments to and receipts from Gecko Exploration (Pty) Ltd, a company with which Mr van Wyk is an indirect 5.5% shareholder and was a director (resigned 22 July 2020). The payments were for administrative and salary recovery costs and amounts paid or payable were $326,008 (2019: $677,213). There were nil receipts for VAT refund recoveries (2019: $20,474).

During the year, there were payments to and receipts from Namibia Rare Earths (Pty) Ltd, a company with which Mr van Wyk is an indirect 3.6% shareholder and a director. The amounts paid or payable for vehicle rent, consumables and equipment purchases were nil (2019: $21,975). The amounts received or receivable for rental income and cost recoveries were $18,170 (2019: $660).

There were no other transactions with related parties. All related party transactions are on normal commercial terms and conditions.

e) Payables owing to related parties

	2020 $	2019 $
Billandbry Consulting Pty Ltd	4,400	6,600
Borg Geoscience Pty Ltd	13,000	4,400
Stewardship Consulting Pty Ltd	4,000	16,123
Ashley Hood	4,400	-
Gecko Exploration (Pty) Ltd*	21,277	53,191
Gecko Namibia (Pty) Ltd*	9,998	16,746
	57,075	97,060

* These balance have been converted from Namibian dollars to Australian dollars.

f) Receivables from related parties

	2020 $	2019 $
Namibia Rare Earths (Pty) Ltd*	1,146	-
Stewardship Management Services (Pty) Ltd*	-	7,715
	1,146	7,715

* These balance have been converted from Namibian dollars to Australian dollars.

17. Remuneration of auditors

	Consolidated 2020 $	Consolidated 2019 $
RSM Australia Partners		
Audit and review fees	43,000	42,500
Other – Taxation services	15,500	5,000
	58,500	47,500
PricewaterhouseCoopers (Republic of Namibia)		
Audit and review fees	30,195	35,093
Other – accounting and taxation services	250	5,234
	30,445	40,327

18. Commitments for expenditure

(a) Tenement Expenditure Commitments:

The consolidated entity is required to maintain current rights of tenure to tenements, which require outlays of expenditure in future financial periods. Under certain circumstances these commitments are subject to the possibility of adjustment to the amount and/or timing of such obligations, however, they are expected to be fulfilled in the normal course of operations.

	2020 $	2019 $
The consolidated entity has tenement rental and expenditure commitments payable of:		
– not later than 12 months	213,775	143,562
– between 12 months and 5 years	705,417	100,394
	919,192	243,956

(b) Capital commitments

There are no capital commitments contracted for at balance date.

19. Controlled entities

Name of Entity	Country of Incorporation	Class of Shares	Percentage Owned (%) 2020	2019
Opuwo Cobalt Pty Ltd	Australia	Ordinary	100%	100%
View Nickel Pty Ltd	Australia	Ordinary	100%	100%
Gecko Cobalt Holdings (Pty) Ltd	Namibia	Ordinary	95%	95%
Gecko Cobalt Mining (Pty) Ltd	Namibia	Ordinary	95%	95%
Select Leach Pty Ltd	Australia	Ordinary	100%	100%
Cullarin Metals Pty Ltd (1)	Australia	Ordinary	100%	0%

1. Cullarin Metals Pty Ltd was incorporated on 22 May 2020.

Summarised financial information
Summarised financial information of the subsidiary with non-controlling interests that are material to the consolidated entity are set out below:

	2020 $	2019 $
Summarised statement of financial position		
Current assets	38,083	399,480
Non-current assets	9,555,030	10,964,335
Total assets	9,593,113	11,363,815
Current liabilities	31,893	124,359
Non-current liabilities	9,041,491	8,685,034
Total liabilities	9,073,384	8,809,393
Net assets	519,729	2,554,422

	2020 $	2019 $
Summarised statement of profit or loss and other comprehensive income		
Other income	653,045	277,047
Expenses	(2,463,553)	(117,741)
(Loss) / profit before income tax expense	(1,810,508)	159,306
Income tax expense	-	-
(Loss) / profit after income tax expense	(1,810,508)	159,306
Other comprehensive (loss) / income	(1,952,209)	322,627
Total comprehensive (loss) / income	(3,762,717)	481,933
Statement of cash flows		
Net cash outflow from operating activities	(2,129,533)	(5,408,014)
Net cash inflow from financing activities	351,680	4,190,000
Net decrease in cash and cash equivalents	(1,777,853)	(1,218,014)

20. Events after the reporting period

On 16 September 2020 the Company announced that it had entered into a binding Share Sale Agreement to acquire 100% of Anleck Limited, a UK company that owns, through various subsidiaries, a suite of copper-gold projects in the Philippines. The acquisition is subject to the completion by Celsius of due diligence work, Celsius obtaining shareholder and regulatory approvals, and the renewal of the permit for tenement number EP-003-2006-CAR, held by a Philippines subsidiary. Consideration of the acquisition consists of 100,000,000 fully paid ordinary shares to the shareholders of Anleck (50,000,000 of these shares 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.

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

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.

The directors are not aware of any other matters or circumstances that have arisen since the end of the financial 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 future financial years.

21. Earnings per share

	Consolidated 2020	Consolidated 2019
	$	$
a) Reconciliation of earnings to profit or loss:		
Loss attributable to owners of the Company	(661,828)	(974,038)
Loss used to calculate basic and diluted EPS	(661,828)	(974,038)
	Number	Number
b) Weighted average number of ordinary shares used as the denominator in calculating basic EPS	758,851,961	738,700,701
Weighted average number of dilutive options outstanding	-	-
Weighted average number of ordinary shares outstanding during the year used in calculating dilutive EPS	758,851,961	738,700,701
	Cents	Cents
c) Basic and diluted loss per share	(0.087)	(0.13)

22. Cash flow information

a) Reconciliation of loss after income tax to net cash outflow from operating activities	Consolidated 2020 $	Consolidated 2019 $
Loss after income tax	(664,488)	(979,676)
Share based payment	230,000	(62,620)
Impairment of deferred exploration expenditure	-	187,822
Change in operating assets and liabilities:		
Trade and other receivables	282,749	495,416
Other assets	16,283	673,395
Deferred exploration expenditure	(828,193)	(6,160,160)
Trade and other payables	(12,029)	(311,896)
Net cash outflow from operating activities	(975,678)	(6,157,719)

Non-cash activities

On 5 June 2020 as consideration for acquiring the Cullarin West and Yass Gold Projects (comprising ELA5928) the company issued 23,000,000 fully paid ordinary shares at an issue price of $0.01 each at an aggregate value of $230,000.

23. Parent entity disclosures

(a) Financial Position	Parent 2020 $	Parent 2019 $
Assets		
Current assets	5,680,586	6,622,631
Non-current assets	16,610,204	15,971,861
Total assets	22,290,790	22,594,492
Liabilities		
Current liabilities	157,936	92,022
Total liabilities	157,936	92,022
Equity		
Issued capital	55,067,567	54,840,709
Reserves	886,923	1,304,950
Accumulated losses	(33,821,636)	(33,643,189)
Total equity	22,132,854	22,502,470
(b) Financial Performance		
Loss for the year	(596,475)	(698,151)
Other comprehensive income	-	-
Total comprehensive loss	(596,475)	(698,151)

(c) Contingent Asset and Liabilities of the Parent Entity

There are no such contingencies.

(d) Commitments of the Parent Entity	2020 $	2019 $
Not later than 12 months	-	-
Between 12 months and 5 years	-	-
Total	-	-

24. Financial Risk Management

The consolidated entity's principal financial instruments comprise cash and short-term deposits. The consolidated entity has various other financial assets and liabilities such as other receivables and payables, which arise directly from its operations.

The consolidated entity's activities expose it to a variety of financial risks, including, credit risk, liquidity risk, foreign exchange rate risk and cash flow interest rate risk. The company is not exposed to price risk.

Risk management is carried out by the Board of Directors, who evaluates and agree upon risk management and objectives.

(a) Market Risk

Interest rate risk

The consolidated entity's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted average interest rate for each class of financial assets and financial liabilities comprises:

2020	Floating Interest Rate	Fixed Interest Rate		Non-Interest Bearing	Total	Weight Effective Interest Rate
		1 Year or Less	1 to 5 Years			
	2020 $	2020 $	2020 $	2020 $	2020 $	2020 %
Financial Assets						
Cash	1,874,226	3,800,000	-	-	5,674,226	1.02%
Trade and other receivables	-	-	-	50,669	50,669	-
Total Financial Assets	1,874,226	3,800,000	-	50,669	5,724,895	
Financial Liabilities						
Trade and other payables	-	-	-	193,928	193,928	-
Total Financial Liabilities	-	-	-	193,928	193,928	

2019	Floating Interest Rate	Fixed Interest Rate		Non-Interest Bearing	Total	Weight Effective Interest Rate
		1 Year or Less	1 to 5 Years			
	2019 $	2019 $	2019 $	2019 $	2019 $	2019 %
Financial Assets						
Cash	1,955,181	4,700,000	-	-	6,655,181	1.57%
Trade and other receivables	-	-	-	366,469	366,469	-
Total Financial Assets	1,955,181	4,700,000	-	366,469	7,021,650	
Financial Liabilities						
Trade and other payables	-	-	-	217,481	217,481	-
Total Financial Liabilities	-	-	-	217,481	217,481	

The consolidated entity policy is to monitor the interest rate yield curve out to six months to ensure a balance is maintained between the liquidity of cash assets and the interest rate return. Cash at bank and in hand earns interest at floating rates based on daily bank deposit rates. The consolidated entity does not have any receivables or payables that may be affected by interest rate risk.

Sensitivity analysis

At 30 June 2020, if interest rates had changed by -/+100 basis points from the weighted average rate for the year with all other variables held constant, post-tax loss for both the consolidated entity and the parent entity would have been $60,281 (2019: $87,141) lower/higher as a result of lower/higher interest income from cash and cash equivalents. Management have deemed a movement of 100 basis points to be an appropriate measure for this sensitivity analysis.

(b) Credit risk

The consolidated entity does not have any significant concentrations of credit risk. Credit risk is managed by the Board of Directors and arises from cash and cash equivalents as well as credit exposure including outstanding receivables.

All cash balances held in Australia are held at internationally recognised institutions.

The maximum exposure to credit risk at reporting date is the carrying amount of the financial assets disclosed within the financial report.

The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to external credit ratings (if available) or to historical information about default rates.

Financial assets that are neither past due and not impaired are as follows:

	2020 $	2019 $
Financial assets - counterparties without external credit rating		
Financial assets with no defaults in the past	50,669	366,469
Cash and cash equivalents		
‘AA’ S&P rating	5,674,226	6,655,181

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash balances and access to equity funding.

The consolidated entity’s exposure to the risk of changes in market interest rates relate primarily to cash assets.

The directors monitor the cash-burn rate of the consolidated on an on-going basis against budget and the maturity profiles of financial assets and liabilities to manage its liquidity risk.

The financial liabilities the consolidated entity had at reporting date were other payables incurred in the normal course of the business. These were non interest bearing and were due within the normal 30-60 days terms of creditor payments.

Maturity analysis for financial liabilities

Financial liabilities of the consolidated entity comprise trade and other payables. As at 30 June 2020 and 30 June 2019 all financial liabilities are contractually maturing within 60 days.

(d) Foreign currency risk

Foreign exchange risks arise when future commercial transactions and recognised financial assets and financial liabilities are denominated in a currency that is not the entity's functional currency.

As at 30 June 2020, the consolidated entity holds minimal funds in foreign currency bank accounts so the foreign currency risk is minimal.

(e) Fair value estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes. All financial assets and financial liabilities of the consolidated entity at the reporting date are recorded at amounts approximating their carrying amount.

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the consolidated entity is the current bid price. At reporting date the consolidated entity had no such financial assets.

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values due to their short-term nature.

25. Contingent Assets and Liabilities

The consolidated entity had no contingent assets or liabilities as at 30 June 2020 and 30 June 2019.

26. Company Details

The registered office and principal place of business is:
Level 2, 22 Mount Street
Perth WA 6000
Telephone: 08 6188 8181
Facsimile: 08 6188 8182
Email: info@celsiusresources.com.au

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as stated in Note 1 to the financial statements;

- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2020 and of its performance for the financial 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.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors

William Oliver
Non-Executive Chairman

Date: 30 September 2020
Perth

RSM Australia Partners

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2 The Esplanade Perth WA 6000
GPO Box R1253 Perth WA 6844

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Celsius Resources Limited for the year ended 30 June 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 audit; and

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

RSM

RSM AUSTRALIA PARTNERS

Perth, WA
Dated: 30 September 2020

TUTU PHONG
Partner

RSM Australia Partners

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

Opinion

We have audited the financial report of Celsius Resources Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2020, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion the accompanying financial report of the Group is in accordance with the Corporations Act 2001, including:

(i) giving a true and fair view of the Group's financial position as at 30 June 2020 and of its financial performance for the year then ended; and

(ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the Corporations Act 2001, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed this matter
Deferred Exploration Expenditure Refer to Note 9 in the financial statements	
The Group has capitalised exploration and evaluation expenditure, with a carrying value of $14,337,088 as at 30 June 2020. We determined this to be a key audit matter due to the significant management judgments involved in assessing the carrying value of the asset including: • Determination of whether expenditure can be associated with finding specific mineral resources and the basis on which that expenditure is allocated to an area of interest; • Determination of whether exploration activities have progressed to the stage at which the existence of an economically recoverable mineral reserve may be assessed; and • Assessing whether any indicators of impairment are present and, if so, judgments applied to determine and quantify any impairment loss.	Our audit procedures included: • Obtaining evidence that the Group has valid rights to explore in the specific area of interest; • Agreeing a sample of additions to capitalised deferred exploration expenditure to supporting documentation and ensuring that the amounts were capital in nature and relate to the area of interest; • Assessing and evaluating management's assessment that no indicators of impairment existed at the reporting date; • Enquiring with management and reviewing budgets and other documentation as evidence that active and significant operations in, or relation to, the area of interest will be continued in the future; • Through discussions with the management and reviewing relevant supporting documentation, assessing management's determination that exploration and evaluation activities have not yet reached a stage where the existence or otherwise of economically recoverable reserves may be reasonably determined; and • Assessing the appropriateness of the disclosures in the financial report.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2020, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the 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 financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/auditors_responsibilities/ar1.pdf. This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in within the directors' report for the year ended 30 June 2020.

In our opinion, the Remuneration Report of Celsius Resources Limited, for the year ended 30 June 2020, complies with section 300A of the Corporations Act 2001.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

RSM

RSM AUSTRALIA PARTNERS

TUTU PHONG
Partner

Perth, WA
Dated: 30 September 2020

ADDITIONAL INFORMATION

Additional information required by Australian Stock Exchange Ltd and not shown elsewhere in this report is as follows. The information is current as at 25 September 2020.

(a) Distribution of equity securities
Analysis of numbers of equity security holders by size of holding:

Range	Total Holders	Units	% of Issued Capital
1 – 1,000	280	6,419	0.00%
1,001 – 5,000	191	752,505	0.10%
5,001 – 10,000	260	2,170,707	0.28%
10,001 – 100,000	1,202	52,168,692	6.77%
100,001 – 9,999,999,999	821	715,119,758	92.85%
Total	**2,754**	**770,218,081**	**100.00%**

Unmarketable Parcels

	Minimum Parcel Size	Holders	Units
Minimum $500.00 parcel at $0.03 per unit	16,667	934	5,719,260

(b) Twenty largest shareholders
The names of the twenty largest holders of quoted ordinary shares are:

Rank	Name	Units	% of Units
1	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	48,153,940	6.25%
2	BNP PARIBAS NOMINEES PTY LTD <LGT BANK AG DRP>	24,101,950	3.13%
3	MR BRENDAN JAMES BORG & MRS ERIN BELINDA BORG <BORG FAMILY SUPER FUND A/C>	22,000,000	2.86%
4	SUNSET CAPITAL MANAGEMENT PTY LTD <SUNSET SUPERFUND A/C>	20,000,000	2.60%
5	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	19,317,928	2.51%
6	CITICORP NOMINEES PTY LIMITED	18,787,559	2.44%
7	MRS YUQI ZHANG GOEREE	15,000,000	1.95%
8	PHEAKES PTY LTD <SENATE A/C>	14,500,000	1.88%
9	MR ANDREW GRAHAM PALLESON & MRS HUI PALLESON <PALLESON SUPERFUND A/C>	12,341,000	1.60%
10	MR JOHN RUDOLPH PICCININ <PICCININ INVESTMENT A/C>	12,100,000	1.57%
11	SYNDICATE MINERALS PTY LTD	10,000,000	1.30%
12	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	9,895,122	1.28%
13	CHOPPER CAPITAL PTY LTD <PELUSO FAMILY A/C>	9,500,000	1.23%
14	MR JABIN GEOFFREY MULLANE	9,250,000	1.20%
15	MR STEVEN PAUL LOVELESS	8,250,000	1.07%
16	BRIJOHN NOMINEES PTY LTD <NELSONIO A/C>	8,000,000	1.04%
17	MR TRAVIS PELUSO & MRS MICHELLE ANNE PELUSO <T&M PELUSO SUPERFUND A/C>	7,600,000	0.99%
18	ALARP SERVICES PTY LTD	7,444,799	0.97%
19	MR KHAI LOON SEOW	6,081,027	0.79%
20	MR DEAN ANDREW KENT <WATTLE A/C>	6,000,000	0.78%
Total		**288,323,325**	**37.43%**
Total Issued Capital		**770,218,081**	**100.00%**

(c) Voting rights
All ordinary shares (whether fully paid or not) carry one vote per share without restriction.

(d) Unlisted Options
The following options are on issue:
16,000,000 unlisted options with an exercise price of $0.05 expiring 18 August 2020
1,000,000 unlisted options with an exercise price of $0.175 expiring 5 January 2021
1,500,000 unlisted options with an exercise price of $0.225 expiring 5 January 2021
6,000,000 unlisted options with an exercise price of $0.075 expiring 12 January 2021
2,000,000 unlisted options with an exercise price of $0.175 expiring 8 December 2020
2,000,000 unlisted options with an exercise price of $0.205 expiring 8 December 2020
2,000,000 unlisted options with an exercise price of $0.225 expiring 8 December 2020
6,000,000 unlisted options with an exercise price of $0.175 expiring 16 April 2021

(e) Schedule of interest in mining tenements

Location	Tenement	Percentage held / earning
Namibia	EL 4346	95%
Namibia	EL 4351	95%
Namibia	EL 4540	95%
Eastern Goldfields, WA	E39/1684	100%
Carnilya Hill, WA	L26/0241	30%
Carnilya Hill, WA	M26/0047	30%
Carnilya Hill, WA	M26/0048	30%
Carnilya Hill, WA	M26/0049	30%
Carnilya Hill, WA	M26/0453	30%
Lachland Fold Belt, NSW	ELA5928	100%