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ASX/AIM RELEASE

23 FEBRUARY 2026

Celsius receives firm commitments for A$9.3 million via institutionally backed Placement

HIGHLIGHTS:

- Celsius has secured firm commitments for A$9.3 million through a strongly supported Placement at A$0.02 per share from new and existing shareholders, as well as institutional investors in Australia, Asia, North America and the UK.
- Demand for the Placement was in excess of the funds Celsius sought to raise.
- Strong institutional investor interest, at a 4.8% discount to the closing price on 20 February 2026 and a 0.02% discount to the 30-day VWAP, highlights the quality and scale of CLA's Copper portfolio.
- Celsius also intends to reward existing shareholders with the issue of Bonus Loyalty Options based on one (1) option for every ten (10) shares held at a soon to be set record date, to be announced following completion of the Placement. The options will be on the same terms as those under the Placement Offer.
- Subject to shareholder approval, director and consultant participation amounts to $35,000, promoting shareholder alignment.
- The successful capital-raising strongly positions the Company to progress the development and financing of the flagship MCB project with A$10M+ in cash.

Celsius Resources Limited ("**Celsius**" or the "**Company**") (ASX, AIM: CLA) is pleased to announce it has secured firm commitments for A$9.3 million through a strongly supported Placement from new and existing shareholders, and institutional investors ("Placement").

New shares have been subscribed for at a price of A$0.02 per share and issued with one free-attaching option for every 2 shares subscribed for at an exercise price of

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A$0.035 and expiring 3 years from the date of issue. Subject to meeting the ASX's minimum quotation requirements, the options are intended to be quoted on the ASX.

The Placement will take place in two (2) tranches. The first will raise A$9.265 million through the issuance of 463,250,000 shares under ASX listing rule 7.1 and will settle on the 27th of February 2026, while the conditional second tranche of funding, which amounts to A$35,000 will be subject to shareholder approval at a General Meeting to be held in late March / early April 2026. This second tranche is comprised of Director and Consultant participation.

Following and subject to the completion of the Placement, Celsius intends to make a pro-rata non-renounceable offer to all eligible shareholders of the Company for one (1) option for every ten (10) shares held by eligible investors on a yet-to-be-set record date, on the same terms as the Placement Options. Further details on the offer of Bonus Loyalty Options will be provided by the Company in due course.

Use of Proceeds

- Funds raised will be used for corporate working capital purposes throughout 2026 including funds being available to contribute to fees payable to advisors and consultants to support the process of financing the Maalinao-Caigutan-Biyog (MCB) Project in The Philippines,
- The Company will also continue compliance activities for the MCB, Sagay and Botilao projects in The Philippines as required to maintain these projects and related permits in good standing whilst the MCB financing is delivered,
- Pursue mineralised extensions at the Botilao Copper-Gold project following the recent renewal of the exploration permit[1], and
- Fees associated with the Placement.

Upcoming Milestones[2]:



[1] ASX/AIM announcement 5 February 2026
[2] ASX/AIM announcement 16 February 2026

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Celsius Interim Non-Executive Chairman, Peter Hume commented:

"We are extremely pleased to have secured A$9.3 million in firm commitments, supported by existing shareholders and leading natural resources investors.

The strong demand reflects growing confidence in the quality of the MCB Copper-Gold Project and our broader copper portfolio. This raise strengthens our balance sheet and positions us to advance MCB financing, prepare for early project works and maintain compliance across our portfolio as we move toward final funding.

On behalf of the Board, I thank our shareholders for their continued support as we work to unlock long-term value from the MCB Project."

Evolution Capital Pty Ltd acted as sole lead manager and sole bookrunner to the Placement, while Zeus Capital Limited, the Company's UK broker, also supported the Placement. Further details regarding the Placement are set out in the Appendix 3B's of today's date.

Details of the Placement

- The Placement comprises the total issue of 465 million fully paid ordinary shares at A$0.02 per share representing a 4.8% discount to the last closing share price on the ASX of A$0.021 on 18 February 2026.
- In addition, the Placement includes one (1) free attaching unquoted option for every two (2) Placement Shares subscribed for under the Placement. The Placement Options will be exercisable at A$0.035 each and expire three (3) years date of issue. Subject to meeting the ASX's minimum quotation requirements, the options are intended to be quoted on ASX.
- Settlement of the Tranche 1 Placement Shares is expected to take place on Thursday, the 26th of February 2026, with allotment of the Tranche 1 Placement Shares expected to take place on Friday, the 27th of February 2026.

The Placement will comprise of two tranches:

- Tranche 1: Placement of 463,250,000 Placement Shares to raise approximately A$9.265 million utilising the Company's existing placement capacity under ASX Listing Rule 7.1 (Tranche 1 Placement Shares).
- Tranche 2: Placement of the balance of 1,750,000 Placement Shares (Tranche 2 Placement Shares) and 232,500,000 Placement Options, conditional on the Company obtaining shareholder approval at a general meeting expected to be held in late March/early April 2026 (General Meeting).
- Director Neil Grimes has indicated an intention to participate in the Placement on the same terms as other un-related investors of up to A$10,000, subject to the execution of binding documentation and the receipt of shareholder approval at the General Meeting. This participation will be conditional upon the satisfaction of all relevant legal and regulatory restrictions and confirmed in due

course. For the avoidance of doubt, this amount is included in the A$9.3 million of binding commitments.

Application will be made immediately for the 463,250,000 Shares, which will rank pari passu with all existing ordinary shares, to be admitted to trading on AIM (Admission).

Admission is expected to take place on or around 27 February 2026. Following Admission, Celsius will have 3,712,238,452 Ordinary Shares on issue which will also represent the total number of voting rights in the Company. From Admission the above figure should be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the Financial Conduct Authority's Disclosure Guidance and Transparency Rules.

Project Status

- The proceeds from the Placement allows Celsius to support its corporate activities while the MCB Project financing is concluded, and to prepare for the commencement of MCB early project works.
- The Sagay Project's exploration permit was extended on April 1, 2024, until a mineral production sharing agreement (MPSA or Mining Permit) is approved[3]. The Sagay Declaration of Mining Project Feasibility (DMPF) application has been submitted to the Philippine Mines and Geosciences Bureau (MGB) and is currently under review. Once approved, the Company's Philippine subsidiary Tambuli Mining Company, Inc. (TMCI) can proceed with applying for an MPSA with the Philippine Government.
- The renewal of the Botilao Exploration Permit was approved on 18 January 2026, with formal registration completed on 28 January 2026. Following registration, the renewal is now fully effective, and the Company may proceed with implementation of the approved work programs in accordance with regulatory requirements.
- The Opuwo project in Namibia continues to be undergoing a sale process and several non-binding offers are being progressed[4].

This announcement has been authorised by the Board of Directors of Celsius Resources Limited.

[3] ASX/AIM announcement 10 April 2024
[4] ASX/AIM announcement 18 February 2026

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Forward Looking Statements

Some of the statements appearing in this announcement may be in the nature of forward-looking statements. You should be aware that such statements are only predictions and are subject to inherent risks and uncertainties. Those risks and uncertainties include factors and risks specific to the industries in which the Company operates and proposes to operate as well as general economic conditions, prevailing exchange rates and interest rates and conditions in the financial markets, among other things. Actual events or results may differ materially from the events or results expressed or implied in any forward-looking statement.

No forward-looking statement is a guarantee or representation as to future performance or any other future matters, which will be influenced by a number of factors and subject to various uncertainties and contingencies, many of which will be outside the Company's control. There can be no assurance that the plans of the directors and management of Celsius will proceed as currently expected or will ultimately be successful.

The Company does not undertake any obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after today's date or to reflect the occurrence of unanticipated events. No representation or warranty, express or implied, is made as to the fairness, accuracy, completeness or correctness of the information, opinions or conclusions contained in this announcement.

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