



## ASX/AIM RELEASE

9 February 2026

### Celsius receives orders for Auditor appointment

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Celsius Resources Limited ("**Celsius**" or the "**Company**") (**ASX,AIM:CLA**) refers to its announcements of 2 and 4 February 2026 and advises that on 6 February 2026, the Company's application to the Supreme Court of Western Australia was heard.

The Court made the orders in substance sought by the Company, namely that under section 1322 of the *Corporations Act 2001* (Cth) it is declared that the resignation of BDO Audit (WA) Pty Ltd took effect on 30 November 2011, the appointment of RSM Australia Partners as auditor from 30 November 2011 was valid, and orders were made to declare the validity of the previous issues and on-sales of shares between the various dates of issue up until the date of the Court's orders. A copy of the orders accompanies this announcement.

As a result of the orders being granted, the Company's shares will be reinstated to official quotation on ASX on 9 February 2026.

This announcement has been authorised for release by the Board.

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IN THE SUPREME COURT OF WESTERN AUSTRALIA

COR/9/2026

EX PARTE:  
**CELSIUS RESOURCES LIMITED (ACN 009  
162 949)**

First Plaintiff

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**ORDERS OF JUSTICE HILL  
MADE ON 6 FEBRUARY 2026**

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**UPON THE APPLICATION of the plaintiff by amended originating process dated 3 February 2026, and UPON HEARING B Tomasi, of counsel for the plaintiff, IS ORDERED that:**

1. Pursuant to s 1322(4)(a) of the Corporations Act, it is declared that:
  - (a) the resignation of BDO Audit (WA) Pty Ltd (BDO) as auditor as from 30 November 2011 is not invalid by reason of the failure of the Plaintiff to seek the consent of the Australian Securities and Investments Commission (ASIC) pursuant to s 329(5) of the Corporations Act and lodge a Form 315 in accordance with s 329(11) of the Corporations Act;
  - (b) RSM Australia Partners (RSM) was validly appointed as auditor of the Plaintiff on 30 November 2011;
  - (c) the financial reports prepared and lodged by the Plaintiff since 30 November 2011 have complied with Part 2M.3 of the Corporations Act to the extent that they were required to be audited by the company auditor, and were audited by RSM.
2. Pursuant to s 1322(4)(c) of the Corporations Act, the Plaintiff and its current and former directors and officers are relieved from any civil liability arising out of any contravention of section 329(11) of the Corporations Act by any failure of the Plaintiff and / or its directors to lodge with ASIC a notice of the resignation of BDO in the prescribed form within 14 days after the receipt of a notice of resignation from BDO.
3. Pursuant to s 1322(4)(a) of the Corporations Act, a declaration that:
  - (a) by reason of order 1 and 2, the notices given under section 708A(5)(e) of the Corporations Act set out in Annexure A to this originating process were effective when given; and
  - (b) any offer for sale or sale of the securities of the Plaintiff
  - (c) referred to in Annexure A of this originating process during the period from their respective dates of issue to the date of these orders (inclusive), is not invalid by reason of:
  - (d) any failure by the Plaintiff to give notices under section 708A(5)(e) of the Corporations Act to exempt the sellers from the obligation of disclosure under the Corporations Act; and

- (e) any consequent failure by the sellers of the securities to comply with section 707(3) of the Corporations Act.
4. A sealed copy of these orders is to be served on ASIC as soon as reasonably practicable and upon service of these orders, ASIC is to include these orders on its database.
  5. As soon as is reasonably practicable, the Plaintiff is to publish an announcement to the Australian Securities Exchange in which a copy of these orders is included.
  6. For a period of 28 days from the date of these orders, any person who claims to have suffered substantial injustice or is likely to suffer substantial injustice by the making of any or all of these orders has liberty to apply to vary or to discharge them within that period.
  7. Until further order of this Court, pursuant to O 67B r 5(3) of the of the Rules of the Supreme Court 1971 (WA), the Affidavit of Kellie Anne Davis affirmed on 5 February 2026 is a restricted document and is not to be made available for inspection by anyone (other than the parties, their legal representatives, and the Court and such Court personnel immediately involved in the conduct of the proceeding).
  8. Any application for access to the document referred to in order 7 must be referred to the Honourable Justice Hill for determination and be made on 24 hours' written notice to the parties.
  9. There be liberty to apply on 24 hours' written notice to vary order 7.
  10. There be no order as to costs.



BY THE COURT  
THE HONOURABLE JUSTICE J HILL

## ANNEXURE A

No	Security Type	Date of issue	Cleansing Notice	Number issued
1	OFP	3 January 2013	4 January 2013	15,000,000
2	OFP	21 February 2013	25 February 2013	5,750,000
3	OFP	11 March 2013	11 March 2013	227,272,727
4	OFP	29 August 2014	29 August 2014	18,750,000
5	OFP	3 March 2015	6 March 2015	155,368,852
6	OFP	3 March 2015	6 March 2015	21,782,674
7	OFP	7 May 2015	7 May 2015	111,010,237
8	OFP	22 May 2015	22 May 2015	111,019,842
9	OFP	8 September 2015	9 September 2015 (published on the ASX on 10 September 2015)	12,077,300
10	OFP	1 December 2015	1 December 2015	196,369,444
11	OFP	14 February 2017	16 February 2017	1,800,000
12	OFP	6 March 2017	7 March 2017	27,777,773
13	OFP	16 April 2018	16 April 2018	1,000,000
14	OFP	16 April 2018	16 April 2018	2,000,000
15	OFP	4 May 2018	4 May 2018	2,000,000
16	OFP	11 May 2018	11 May 2018	48,650,054
17	OFP	15 May 2018	15 May 2018	2,000,000
18	OFP	22 May 2018	22 May 2018	8,000,000
19	OFP	31 May 2018	31 May 2018	8,000,000
20	OFP	5 June 2020	5 June 2020	23,000,000
21	OFP	4 February 2021	4 February 2021	100,000,000
22	OFP	5 May 2021	5 May 2021	167,010,000
23	OFP	3 December 2021	3 December 2021	2,500,000
24	OFP	3 December 2021	3 December 2021	4,250,000
25	OFP	10 March 2022	10 March 2022	167,487,687
26	OFP	5 August 2022	5 August 2022	262,484,775
27	OFP	17 August 2022	17 August 2022	10,417,500
28	Options	16 September 2022	20 September 2022	66,995,074
29	OFP	16 September 2022	20 September 2022	8,461,000
30	Options	16 September 2022	20 September 2022	39,093,111
31	Options	16 September 2022	20 September 2022	135,472,888

32	OFP	19 December 2022	19 December 2022	3,000,000
33	OFP	30 December 2022	30 December 2022	45,000,000
34	OFP	18 January 2023	18 January 2023	3,000,000
35	OFP	23 January 2023	23 January 2023	4,000,000
36	OFP	30 January 2023	31 January 2023	296,375,000
37	OFP	31 January 2023	31 January 2023	3,000,000
38	OFP	22 March 2023	23 March 2023	8,448,856
39	OFP	6 April 2023	6 April 2023	2,265,430
40	OFP	28 April 2023	28 April 2023	3,000,000
41	OFP	16 May 2023	16 May 2023	2,000,000
42	OFP	16 May 2023	17 May 2023 (as amended by a subsequent cleansing notice issued on 17 May 2023)	333,333,333
43	OFP	12 July 2023	12 July 2023	2,500,000
44	OFP	25 July 2023	25 July 2023	17,068,208
45	OFP	31 July 2023	31 July 2023	10,000,000
46	OFP	7 August 2023	7 August 2023	5,431,792
47	OFP	19 March 2025	24 March 2025	212,333,535
48	OFP	26 March 2025	26 March 2025	25,999,213
49	OFP	16 May 2025	16 May 2025	200,166,465
50	OFP	16 May 2025	16 May 2025	27,750,787
51	OFP	19 November 2025	20 November 2025 (as amended by a subsequent cleansing notice announced on 21 November 2025)	106,000,000