ASX/AIM Announcement 27 August 2026

Corporate update

Further to recent announcements, Celsius Resources Limited ("**Celsius**" or the "**Company**") (+**ASX, AIM: CLA**) wishes to provide an update in relation to the following:

- A dispute with Equinaire Holdings Limited ("**Equinaire**"), a wholly-owned subsidiary of Kiri Industries Limited ("**Kiri**"), with respect to the Omnibus Loan and Security Agreement ("**OLSA**") between MMCI and Equinaire; and
- A consignation application by Sodor, Inc. ("**Sodor**") to the Regional Trial Court in Mariveles, Bataan ("**RTC Bataan**"), seeking an order for Makilala Holding Limited ("**MHL**") (a wholly-owned subsidiary of Celsius) to accept the payment of PHP300 million (~A$6.8 million) by Sodor for a 60% interest in Makilala Mining Company Inc. ("**MMCI**").

Dispute with Equinaire

As previously announced, following the purported assignment of the OLSA from Maharlika Investment Corporation ("**MIC**") to Equinaire, Equinaire issued the following notices:

- *Notice of Event of Default* - which claims that the Notice of Relinquishment issued to Sodor, Inc. ("**Sodor**") constituted an Event of Default under the OLSA;
- *Notice of Commencement of Foreclosure Proceedings* - which on the basis of Equinaire's claimed Event of Default, is seeking to initiate a foreclosure process and the enforcement of security with respect to MHL's 40% interest in MMCI; and
- *Notice of Disposition* - which is seeking to initiate a public auction for MHL's 40% interest in MMCI.[1]

Equinaire has subsequently issued the following notices:

- *Notice of Event of Default* - which claims that certain information-security incidents involving MMCI constituted an Event of Default under the OLSA; and
- *Notice of Event of Default* - which claims that MHL's actions to secure a Temporary Order of Protection ("**TOP**") with the Regional Trial Court of Makati ("**RTC Makati**") breached MHL's obligations under the OLSA and constituted an Event of Default.

Celsius refutes the occurrence and continuance of an Event of Default under the OLSA and the capacity of Equinaire to initiate a foreclosure process and sell MHL's interest in MMCI. Celsius' position is that the alleged defaults do not arise on the facts and, in any event, does not satisfy the contractual conditions required before enforcement rights may be exercised.

As announced on 12 August 2026, a TOP was granted by the RTC Makati preventing Equinaire from proceeding with foreclosure or the disposition and auction of MHL's interest in MMCI.[2] In support of the TOP, MHL was required to post a bond of PHP10 million (~A$231,000).

Equinaire then applied to the RTC Makati to lift the TOP to enable it to proceed with an auction and sale of MHL's interest in MMCI.

As announced on 17 August 2026, the RTC Makati subsequently granted Equinaire's motion to lift the TOP, subject to Equinaire posting a counterbond of PHP201 million (~A$4.6 million) to serve as security for the damages that MHL may suffer by reason of the lifting of the TOP.[3] The Court ruled that under the Special Rules of Court on Alternative Dispute Resolution, Equinaire has the right to post a counterbond and that the Court's discretion is limited to the determination of the appropriate amount of the counterbond.

MHL then filed a Motion of Reconsideration with the Court outlining its objections to the lifting of the TOP. Equinaire separately filed a motion seeking to either reduce the amount of the counterbond from PHP201 million to between PHP10 million to PHP50 million, or to dissolve the TOP without requiring a counter-bond.

Both the MHL and Equinaire motions were denied by the RTC Makati. The Court emphasised that its ruling was limited to the alleged violation of the TOP and the propriety of the counterbond mechanism and did not resolve the parties' substantive rights under the OLSA, including whether an event of default exists or whether Equinaire is ultimately entitled to foreclose on the shares.

Equinaire then posted a counterbond of PHP201 million, after which the Court lifted the TOP. Subsequently, Equinaire issued the following notices:

- *Notice of a Resumption of Foreclosure* - setting out Equinaire's intention to recommence foreclosure and the enforcement of security with respect to MHL's 40% interest in MMCI; and
- *Notice of Disposition* - setting out Equinaire's intention to proceed with a public auction of MHL's 40% interest in MMCI on 8 September 2026.

Key terms within the Notice of Disposition include the following:

- Shares to be sold on "*as is, where is, without recourse and without warranty*" basis;
- Prohibition on joint or consortium bidders;
- Minimum bid price of US$5 million; and
- Equinaire has reserved its rights to participate in the auction and to acquire the shares for the highest price submitted by a third-party bidder.

MHL has a pending Petition for Interim Measures of Protection at the RTC Makati (the same Court that issued the TOP), seeking to injunct any foreclosure of the OLSA or disposition of MHL's interest in MMCI until the conclusion of arbitration between the parties. The Petition has been submitted for the Court's resolution.

Consignation

Background

The following ownership arrangements for the MCB Project were agreed via binding deeds and agreements on 17 March 2023:

- Sodor was to acquire a 60% legal ownership in MMCI for consideration of PHP 300 million (equivalent to ~US$5 million or ~A$6.8 million);
- PMR Holding Corp. ("**PMR**"), an affiliate of Sodor, was to subscribe for shares in PDEP Inc. ("PDEP"), the intended mineral processing company for the MCB Project, for an amount of ~US$38 million (comprising of ~US$43 million less the PHP 300 million subscription in MMCI by Sodor); and
- These arrangements were to be relinquished, if Sodor and PMR had not provided the required payment within two years, unless shortened or extended by mutual agreement.[4]

The MCB Project was to be owned and operated via the following two entities:

- *MMCI* - which would hold the MPSA and develop and operate the mine; and
- *PDEP* - which would own, develop and operate the processing plant and other ancillary equipment and assets, and would not be subject to foreign ownership restrictions.

Upon completion of the payment of the ~US$43 million, Sodor and PMR were to hold a combined 30% share in the economics of the MCB Project with Celsius retaining a 70% share of economics.

Further to the execution of agreements with Sodor and PMR, the expiry date for the payment of ~US$43 million was extended to 16 February 2026[5].

Following the expiry of this deadline, Celsius provided written notice to Sodor that the MMCI shares must be relinquished in accordance with the agreement.

Notwithstanding the expiry of the payment deadline (and the provision of the notice to Sodor outlined above), Sodor subsequently (being ~30 days following expiring deadline) attempted to pay the outstanding amount of PHP 300 million and a notice was received from PMR stating that it had sufficient funding to complete its subscription of shares in PDEP.

Application for consignation

Notwithstanding the expiry of the agreements referenced above and the instigation of arbitration, Sodor deposited PHP300 million with the Office of the Clerk of Court and filed a consignation application with the RTC Bataan, seeking an order for MHL to accept the payment of PHP300 million by Sodor for a 60% interest in MMCI. Sodor's principal place of business is located in Bataan.

MHL applied for a Motion to Refer the Case to Arbitration, whereby it sought to suspend the consignation proceedings until the conclusion of arbitration between the parties.

The RTC Bataan declined MHL's motion on the basis that consignation was a matter that could only be decided by the court and not arbitration. However, it acknowledged that arbitration process could continue and decide the parties' contractual claims and remedies.

MHL has filed a Motion for Reconsideration with the RTC Bataan. If this motion is denied, MHL intends to lodge an appeal with the Court of Appeal and if necessary, the Supreme Court.

Celsius will provide further updates as and when appropriate in accordance with its continuous disclosure obligations.

The information contained within this announcement is deemed to constitute inside information as stipulated under the Market Abuse Regulation ("MAR") (EU) No. 596/2014, as incorporated into UK law by the European Union (Withdrawal) Act 2018. Upon the publication of this announcement, this inside information is now considered to be in the public domain.

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

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Forward-looking statements

This announcement contains forward-looking information and prospective financial material, which is predictive in nature and may be affected by inaccurate assumptions or by known or unknown risks and uncertainties and may differ materially from results ultimately achieved. Such forward-looking statements are expectations or beliefs of the Company based on information currently available to it.

[1] See *12 August 2026 ASX/AIM Announcement - Further MMCI OLSA Update* and *20 July 2026 ASX/AIM Announcement - MMCI OLSA Update.*

[2] See *12 August 2026 ASX/AIM Announcement - Further MMCI OLSA Update.*

[3] See *17 August 2026 ASX/AIM Announcement - Corporate Update.*

[4] Full details of the agreements and the intended interests of each party's interests in MMCI and PDEP are set out in the *20 March 2023 ASX / AIM Announcement - CLA enters Binding Deed with local companies for MCB Project.*

[5] See *27 June 2025 ASX / AIM Announcement - FEED and Feasibility Update commence at MCB Project site*.