



VOLT
RESOURCES

NOTICE OF ANNUAL GENERAL MEETING

VOLT RESOURCES LIMITED
ACN 106 353 253

Date:	Tuesday, 30 November 2021
Time:	2.00pm (WST)
Location:	HLB Mann Judd Boardroom, Level 4, 130 Stirling Street Perth, Western Australia

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting. Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on +61 8 9486 7788.

If COVID-19 social distancing restrictions change prior to the Meeting, the Company will advise via an ASX announcement as to any changes in the manner in which the Meeting will be held and as to whether Shareholders will still be able to attend in person and participate in the usual way.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Volt Resources Limited (**Volt** or the **Company**) will be held at 2.00pm (WST) on Tuesday, 30 November 2021 at the HLB Mann Judd Boardroom, Level 4, 130 Stirling Street, Perth, Western Australia.

Further details in respect of each of the Resolutions proposed in this Notice of Annual General Meeting are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting. The Explanatory Memorandum and the accompanying Proxy Form should be read together with, and form part of, this Notice of Annual General Meeting.

Terms and abbreviations used in this Notice of Annual General Meeting are defined in the Glossary.

AGENDA

Ordinary business

1. Financial Statements and Reports

To receive and consider the annual Financial Report of the Company, the Directors' Report and the Auditor's Report for the year ended 30 June 2021.

2. Resolution 1 – Adoption of the Remuneration Report

To consider and, if thought fit, to pass, the following **advisory resolution** in accordance with section 250R(2) of the Corporations Act:

“To adopt the Remuneration Report for the financial year ended 30 June 2021.”

Voting Prohibition Statement:

In accordance with the Corporations Act, the Company will disregard any votes cast on the Resolution:

- (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or their Closely Related Parties (including spouses, dependents and controlled companies), regardless of the capacity in which the votes are cast; or
- (b) by a person who is a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties, as a proxy.

However, votes will not be disregarded if they are cast as a proxy for a person entitled to vote on the Resolution:

- (c) in accordance with a direction as to how the proxy is to vote on the Resolution; or
- (d) the person is the Chairman of the Meeting and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on the Resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-election of Director – Mr Giacomo Fazio

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That Mr Giacomo Fazio, who retires in accordance with rule 11.7(b) of the Company's Constitution and Listing Rule 14.5, and being eligible, is re-elected as a Director of the Company.”

Special Business

4. Resolution 3 – Ratification of Issue of Convertible Notes

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,400,000 Convertible Notes, issued on 26 July 2021, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (c) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 4 – Ratification of Issue of SBC Global Options

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 30,000,000 options with an exercise price of \$0.05 each, issued on 26 July 2021, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (c) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Resolution 5 – Ratification of Issue of Placement Shares

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 202,000,000 new fully paid ordinary shares at \$0.025 per share, issued on 9 September 2021, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (c) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Resolution 6 – Ratification of Issue of Lead Manager Options

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,000,000 options with an exercise price of \$0.05 each, issued on 9 September 2021, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (c) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. Resolution 7 – Approval of Issue of Placement Shares to Mr Asimwe Kabunga

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the issue of 28,000,000 Shares at an issue price of \$0.025 per Share to Mr Asimwe Kabunga (or his nominee), on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) Mr Kabunga (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of Shares); or
- (b) an associate of that person or those persons.

However, a vote will not be disregarded if the vote is cast in favour of the Resolution by:

- (c) a person as proxy or attorney for a person entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (d) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. Resolution 8 – Approval of 10% Placement Capacity

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares); or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD



Susan Park
Company Secretary

Dated – 29 October 2021

VOTING AT THE ANNUAL GENERAL MEETING

VOTING ENTITLEMENTS

The Directors have determined in accordance with Regulation 7.11.37 of the Corporations Regulations, that Shareholders entitled to vote at the Meeting will be the registered holders of Shares (**Registered Shareholders**) at 2.00 pm (WST) on Sunday, 28 November 2021 (**Voting Record Date**).

Shareholders who become Registered Shareholders after the date of dispatch of the Notice of Annual General Meeting, but prior to the Voting Record Date, and wish to vote at the Meeting by proxy, should contact the Company to request a Proxy Form.

Persons who hold a beneficial interest in Shares, such as an interest in Shares held through a trustee or nominee holder, and who wish to vote at the Meeting, should contact their broker or relevant intermediary.

The Board encourages you to attend the Meeting in person, by proxy, or by appointing an authorised representative or vote by completing and returning the enclosed Proxy Form.

HOW TO VOTE

You may vote by attending the Meeting in person, by proxy, or by appointing an authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out in this Notice of Annual General Meeting. If possible, Shareholders are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, so that the Company may check the Shareholders' holding against the Company's share register and note attendance.

Voting by Proxy

Appointment of Proxy: Shareholders who are entitled to attend and vote at the Meeting, may appoint a proxy to act generally at the Meeting and to vote on their behalf. The proxy does not need to be a Shareholder.

A Shareholder that is entitled to cast two or more votes may appoint two proxies and should specify the proportion of votes each proxy is entitled to exercise. If a Shareholder appoints two proxies, each proxy may exercise half of the Shareholder's votes if no proportion or number of votes is specified.

Voting by proxy: A Shareholder can direct its proxy to vote for or against, or abstain from voting on, each Resolution by marking the appropriate box in the voting directions to your proxy section of the Proxy Form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed.

If the Chairman is to act as your proxy in relation to Resolution 1 (Adoption of the Remuneration Report) and you have not given directions on how to vote by completing the appropriate box in the voting directions section of the Proxy Form, the Proxy Form expressly directs and authorises the Chairman to cast your votes "for" Resolution 1. This express authorisation is included because without it the Chairman would be precluded from casting your votes as this Resolution is connected with the remuneration of Key Management Personnel.

The Chairman will vote all undirected proxies in respect of Resolution 1 in favour of that Resolution. If you are in any doubt as to how to vote, you should consult your professional adviser.

How to lodge Proxy Forms

To appoint a proxy please complete and sign the enclosed Proxy Form and either:

1. Deliver the Proxy Form:

(a) by hand to:

Link Market Services
1A Homebush Bay Drive, Rhodes NSW 2138; or

(b) by post to:

c/- Volt Resources Limited, Locked Bag A14, Sydney South NSW 1235 Australia; or

2. By facsimile to +61 2 9287 0309; or

3. Lodge online at www.linkmarketservices.com.au, instructions as follows:

Select 'Shareholders Login' and in the 'Single Holding' section enter Volt Resources Limited or the ASX code VRC in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your Proxy Form), postcode (or country of residence if outside Australia), complete the security validation process and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

Your Proxy Form must be received by 2.00 pm (WST) on Sunday, 28 November 2021.

Appointment of corporate representatives

Any corporate Shareholder wishing to appoint a person to act as its representative at the Meeting may do so by providing the Company with notification of the appointment in accordance with the Company's Constitution.

An 'Appointment of Corporate Representation' form can be obtained from the Company's share registry online at www.linkmarketservices.com.au by clicking the 'Forms' link under the 'Resources' tab.

The notification of the appointment of a corporate representative must be received by the Company before the Meeting or at the registration desk on the day of the Meeting.

BENEFICIAL SHAREHOLDERS

If you hold Shares beneficially (such as through a trust or a nominee company) and have received these materials through your broker or through another intermediary, please contact your broker or other intermediary in relation to directing any votes attaching to those Shares.

QUESTIONS AT THE MEETING

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at info@voltresources.com by 5.00 pm (WST) on Friday, 26 November 2021, and relate to the business of the Meeting only.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business.

Please note that while the Company will use its best endeavours to do so, there is no guarantee that all questions submitted ahead of time will be answered during the AGM.

ENQUIRIES

Shareholders are invited to contact the Company Secretary by telephone on +61 8 9486 7788 if they have any queries in respect of the matters set out in these documents.

VOLT RESOURCES LIMITED

ACN 106 353 253

EXPLANATORY MEMORANDUM

This Explanatory Memorandum and all attachments are important documents. They should be read carefully. If you have any questions regarding the matters set out in this Explanatory Memorandum or the Notice of Annual General Meeting, please contact the Company Secretary on +61 8 9486 7788, or consult your stockbroker or other professional adviser.

GENERAL INFORMATION

This Explanatory Memorandum has been prepared for the Shareholders in connection with the 2021 Annual General Meeting of the Company.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that the Board believes to be material to Shareholders in deciding whether or not to approve the Resolutions detailed in the Notice of Annual General Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Company to present to the Annual General Meeting the annual financial statements, the Directors' Report and the Auditor's Report (**Annual Financial Report**) for the last financial year that ended before the Annual General Meeting. Copies of the Annual Financial Report have been sent to requesting Shareholders and the Annual Financial Report is also available on the Company's website at www.voltresources.com.

No resolution is required for this item, but Shareholders will be provided with a reasonable opportunity to ask questions or make comments in relation to the Annual Financial Report. The Company's auditor will also be present at the Meeting and Shareholders will be given a reasonable opportunity to ask questions about, or make comments on, the Annual Financial Report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report of the Company for the financial year ending 30 June 2021.

By way of summary, the Remuneration Report sets out the Company's remuneration arrangements for the Directors and Key Management Personnel of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Section 250R(2) of the Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to shareholders. The vote on this resolution is advisory only and does not bind the Directors or the Company.

The Corporations Act provides that if 25% or more of votes that are cast are voted against the adoption of a company's remuneration report at two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution (a **Spill Resolution**) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) who were in office at the date of the approval of the applicable directors' report must stand for re-election.

At the Company's 2020 Annual General Meeting, less than 25% of the votes cast on the resolution to adopt the 2020 Remuneration Report were voted against the resolution. Accordingly, regardless of the voting on Resolution 1, no Spill Resolution is required to be considered at this Annual General Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GIACOMO FAZIO

3.1 General

Listing Rule 14.4 and rule 11.7(a) of the Company's constitution provide that no director (other than a managing director) may retain office (without re-election) for more than 3 years or past the third annual general meeting following the director's appointment, whichever is longer.

Notwithstanding that Mr Fazio was last elected as a Director at the 2019 Annual General Meeting held on 20 November 2019, Listing Rule 14.5 requires the Company to hold an election of Directors at each Annual General Meeting. The Company's Constitution provides that the Director who has been in office longest since his or her last election or appointment must retire where the Listing Rules require an election of Directors to take place.

Accordingly, Mr Fazio retires as a Director at the Meeting and, being eligible, seeks approval to be re-elected as a Director pursuant to Resolution 2.

3.2 Qualifications and other material directorships

Mr Giacomo Fazio

Qualifications – Diploma in Geometry, Associate Diploma in Civil Engineering, Graduate Certificate in Project Management.

Other current directorships of Listed Public Companies – Lindian Resources Limited (Non-Executive Director).

Former directorships of Listed Public Companies in last three years – Nil.

Mr Fazio is a highly experienced project, construction and contract/commercial management professional having held senior project management roles with Primero Group Limited, Laing O'Rourke and Forge Group Ltd. His experience ranges from feasibility studies through to engineering, procurement, construction, and commissioning of diverse mining resources, infrastructure, oil and gas and energy projects.

3.3 Independence

If re-elected, the Board considers Mr Fazio will be an independent Director.

3.4 Board recommendation

The Board (other than Mr Fazio) recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RATIFICATION OF ISSUE OF CONVERTIBLE NOTES

4.1 General

On 27 July 2021, the Company announced that it had completed the acquisition of a controlling 70% interest in the Zavalievsky group of companies (**ZG Group**).

Completion of the acquisition was funded from proceeds received from a US\$4 million convertible securities agreement (**Convertible Securities Agreement**) entered into with SBC Global Investment Fund (**SBC**). Under the Convertible Securities Agreement, the Company issued 4,400,000 convertible notes, with each note having a face value of US\$1.00 and a maturity date of 18 months after the date of issue (**Convertible Notes**). The Convertible Notes can be converted to Shares in certain circumstances.

Annexure A sets out a summary of the key terms of the Convertible Securities Agreement and the Convertible Notes.

4.2 Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made, provided the Company complied with Listing Rule 7.1 at the time of issuing the relevant Equity Securities. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under that rule. The Convertible Notes were issued within the Company's 15% limit under Listing Rule 7.1 on the basis that the maximum number of Shares that can be issued in connection with the redemption or conversion of the Convertible Notes is 300,000,000 Shares.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Resolution 3 seeks Shareholder approval for the issue of the Convertible Notes (utilising 300,000,000 Shares worth of placement capacity for the purposes of Listing Rule 7.1) under and for the purposes of Listing Rule 7.4 and for all other purposes.

If Resolution 3 is approved, the Convertible Notes (utilising 300,000,000 Shares worth of placement capacity for the purposes of Listing Rule 7.1) will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively

increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following their issue.

If Resolution 3 is not approved by the requisite majority, the Convertible Notes (utilising 300,000,000 Shares worth of placement capacity for the purposes of Listing Rule 7.1) will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively reducing the number of Equity Securities the Company can issue without prior Shareholder approval over the 12 month period following their issue.

4.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Convertible Notes:

- (i) The Convertible Notes were issued to SBC Global Investment Fund.
- (ii) 4,400,000 Convertible Notes were issued (utilising 300,000,000 Shares worth of placement capacity for the purposes of Listing Rule 7.1).
- (iii) See Annexure A for a summary of the material terms of the Convertible Notes.
- (iv) The Convertible Notes were issued on 26 July 2021.
- (v) Funds under the Convertible Securities Agreement (pursuant to which the Convertible Notes were issued) have been drawn down by the Company in full, to the value of US\$4 million. Each Convertible Note has a face value of US\$1.00.
- (vi) The Convertible Notes were issued pursuant to the Convertible Securities Agreement, with the Company having drawn down funds under that agreement in full to fund the first instalment of the purchase price for the acquisition by Volt of a 70% controlling interest in the ZG Group and to repay short term bridge finance associated with the payment by the Company of \$150,000 as an advance to the vendors of the ZG Group.
- (vii) For a summary of the other material terms of the agreement pursuant to which the Convertible Notes were issued, see Annexure A.
- (viii) A voting exclusion statement is included in Resolution 3 of the Notice.

4.4 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – RATIFICATION OF ISSUE OF SBC GLOBAL OPTIONS

5.1 General

In connection with issuing the Convertible Notes described in Section 4 above, the Company issued SBC Global Investment Fund 30,000,000 options, each exercisable into one Share at an exercise price of \$0.05, with an expiry date of 26 July 2024 (**SBC Options**).

Resolution 4 seeks Shareholder approval to the ratification of the issue of the SBC Options for the purposes of Listing Rule 7.4.

5.2 Listing Rules 7.1 and 7.4

Section 4.2 above provides an overview of Listing Rules 7.1 and 7.4. The SBC Options were issued within the Company's 15% limit under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Resolution 4 seeks Shareholder approval for the issue of the SBC Options under and for the purposes of Listing Rule 7.4 and for all other purposes.

If Resolution 4 is approved, the SBC Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following their issue.

If Resolution 4 is not approved by the requisite majority, the SBC Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively reducing the number of Equity Securities the Company can issue without prior Shareholder approval over the 12 month period following their issue.

5.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the SBC Options:

- (i) The SBC Options were issued to SBC Global Investment Fund.
- (ii) The SBC Options comprise 30,000,000 options, each exercisable into one Share at an exercise price of \$0.05, with an expiry date of 26 July 2024.
- (iii) For a summary of the material terms of the SBC Options, see Annexure B.
- (iv) The SBC Options were issued on 26 July 2021.
- (v) The Company did not receive any cash consideration for the issue of the SBC Options - the SBC Options were issued in consideration for the noteholder agreeing to subscribe for the Convertible Notes. If any SBC Options are exercised, the holder must pay the Company the exercise price of \$0.05 per option exercised.
- (vi) The SBC Options were issued in connection with the issue of the Convertible Notes described in Section 4 above.
- (vii) A summary of the agreement pursuant to which the SBC Options were issued is set out in Annexure A, with the material terms of the SBC Options set out in Annexure B.
- (viii) A voting exclusion statement is included in Resolution 4 of the Notice.

5.4 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

6. RESOLUTION 5 – RATIFICATION OF ISSUE OF PLACEMENT SHARES

6.1 General

On 1 September 2021, the Company announced the successful completion of a placement of 202,000,000 Shares (**Placement Shares**) to sophisticated and professional investors at \$0.025 per Share, with firm commitments to raise \$5.05 million (before costs). The Company's Chairman, Asimwe Kabunga, committed to subscribe for an additional 28,000,000 Shares to the value of \$700,000 under the placement, subject to obtaining Shareholder approval, taking the commitment under the share placement to \$5.75 million (**Placement**).

The Placement Shares were issued on 9 September 2021, using the Company's placement capacity under Listing Rule 7.1A.

Resolution 5 seeks Shareholder approval to the ratification of the issue of the Placement Shares for the purposes of Listing Rule 7.4.

6.2 Listing Rules 7.1A and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, an eligible entity may seek shareholder approval at its annual general meeting under Listing Rule 7.1A to increase this 15% limit by an extra 10%, to 25%. The Company obtained this approval at its annual general meeting held on 30 November 2020.

The Placement Shares were issued using this additional Company's placement capacity under Listing Rule 7.1A, effectively using up part of the Company's 10% limit under that Listing Rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A. Resolution 5 seeks Shareholder approval for the issue of the Placement Shares under and for the purposes of Listing Rule 7.4 and for all other purposes.

If Resolution 5 is approved, the Placement Shares:

- will not use up any of the Company's additional 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue pursuant to that rule; and
- will immediately be counted in variable "A" in the formulas in Listing Rules 7.1 and 7.1A, effectively increasing the base level of Shares on which the 15% and 10% limits in Listing Rules 7.1 and 7.1A are calculated to that extent.

If Resolution 5 is not approved by the requisite majority, the Placement Shares will be included in calculating the Company's additional 10% limit in Listing Rule 7.1A, effectively reducing the number of Equity Securities the Company can issue pursuant to that rule without prior Shareholder approval over the 12 month period following their issue (assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

6.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (i) The Placement Shares were issued to sophisticated and professional investors who were allocated Placement Shares by Peak Asset Management, the Lead Manager to the Placement as the lead manager.
- (ii) The Placement Shares comprise 202,000,000 fully paid ordinary shares in the capital of the Company.
- (iii) The Placement Shares were issued on 9 September 2021.
- (iv) The Placement Shares were issued at a price of \$0.025 per Share.
- (v) Funds raised from the Placement will largely be utilised to commercialise the development of battery anode and other downstream graphite products in Europe and the United States, drive the Zavalievsky Graphite Business, complete Lithium Ion Battery cycling testwork on graphite from the Company's Bunyu graphite project in Tanzania, provide working capital while advancing the development funding activities for the Bunyu project and for corporate costs and general working capital.
- (vi) A voting exclusion statement is included in Resolution 5 of the Notice.

6.4 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

7. RESOLUTION 6 – RATIFICATION OF ISSUE OF LEAD MANAGER OPTIONS

7.1 General

Peak Asset Management (**PAM**) acted as the Lead Manager to the Placement described in Section 6 above.

In addition to the capital raising fees, the Company issued PAM 5,000,000 options, each exercisable into one Share at an exercise price of \$0.05, with an expiry date of 9 September 2024 (**Lead Manager Options**).

Resolution 6 seeks Shareholder approval to the ratification of the issue of the Lead Manager Options for the purposes of Listing Rule 7.4.

7.2 Listing Rules 7.1 and 7.4

Section 4.2 above provides an overview of Listing Rules 7.1 and 7.4. The Lead Manager Options were issued within the Company's 15% limit under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Resolution 6 seeks Shareholder approval for the issue of the Lead Manager Options under and for the purposes of Listing Rule 7.4 and for all other purposes.

If Resolution 6 is approved, the Lead Manager Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following their issue.

If Resolution 6 is not approved by the requisite majority, the Lead Manager Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively reducing the number of Equity Securities the Company can issue without prior Shareholder approval over the 12 month period following their issue.

7.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Lead Manager Options:

- (i) The Lead Manager Options were issued to PAM.
- (ii) The Lead Manager Options comprise 5,000,000 options, each exercisable into one Share at an exercise price of \$0.05, with an expiry date of 9 September 2024.
- (iii) For a summary of the material terms of the Lead Manager Options, see Annexure C.

- (iv) The Lead Manager Options were issued on 9 September 2021.
- (v) The Company did not receive any cash consideration for the issue of the Lead Manager Options - the options were issued in connection with PAM acting as Lead Manager to the Placement. If any Lead Manager Options are exercised, the holder must pay the Company the exercise price of \$0.05 per option exercised.
- (vi) The Lead Manager Options were issued in connection with PAM acting as Lead Manager to the Placement, pursuant to the terms of a standard placement mandate letter entered into between the Company and PAM.
- (vii) A voting exclusion statement is included in Resolution 6 of the Notice.

7.4 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

8. RESOLUTION 7 – APPROVAL OF ISSUE OF PLACEMENT SHARES TO MR ASIMWE KABUNGA

8.1 General

As noted in Section 6.1 above, the Company's Chairman, Asimwe Kabunga, subscribed for 28,000,000 Shares to the value of \$700,000 under the Placement, subject to receiving the prior approval of Shareholders (**Kabunga Placement**).

Resolution 7 seeks Shareholder approval for the purposes of Listing Rule 10.11 to approve the issue of a total of 28,000,000 Shares at the Placement issue price of \$0.025 per Share to Mr Asimwe Kabunga (or his nominee).

8.2 Listing Rule 10.11

In accordance with ASX Listing Rule 10.11, unless one of the exceptions in ASX Listing Rule 10.12 applies, the Company must not issue, or agree to issue, Equity Securities to certain persons, including a related party of the Company (which includes a Director) or an associate of a related party, unless it obtains prior Shareholder approval.

Pursuant to ASX Listing Rule 7.2, exception 14, the effect of passing Resolution 7 will be to treat the intended Kabunga Placement as if the Shares the subject of that placement were issued with the prior approval of Shareholders for the purposes of calculating the Company's 15% placement capacity under ASX Listing Rule 7.1 (an explanation of which is included in Section 4.2 above).

If Shareholders do not approve Resolution 7, the Company will not issue any Shares in connection with the Kabunga Placement (and therefore will not raise any funds from the Kabunga Placement).

8.3 Section 208 of the Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party (which includes a Director), the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act. Mr Kabunga is a related party of the Company for the purposes of the Corporations Act because he is a Director.

The Board (excluding Mr Kabunga) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of Shares pursuant to the Kabunga Placement because these Shares will be issued on the same terms as Shares issued to participants in the Placement and as such the giving of the financial benefit is considered to be on arm's length terms and within the exception provided in section 210 of the Corporations Act.

8.4 Technical information required by ASX Listing Rule 10.13

In accordance with Listing Rule 10.13 the following information is provided in relation to Resolution 7:

- (i) Mr Kabunga is a related party of the Company pursuant to Listing Rule 10.11.1 by virtue of being a Director.
- (ii) The Shares the subject of the Kabunga Placement will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares then on issue
- (iii) The Company intends to issue the Shares to Mr Kabunga (or his nominee) as soon as practicable after Shareholder approval is obtained, and in any event no later than one month after the date of Shareholder approval. The Company intends to issue all of the Shares pursuant to Resolution 7 on the same date (assuming Shareholder approval is obtained).
- (iv) The issue price is \$0.025 per Share.
- (v) The Kabunga Placement forms part of the Placement described in Section 6.1 and the funds raised will largely be utilised to commercialise the development of battery anode and other downstream graphite products in Europe and the United States, drive the Zavalievsky Graphite Business, complete Lithium Ion Battery cycling testwork on

graphite from the Company's Bunyu graphite project in Tanzania, provide working capital while advancing the development funding activities for the Bunyu project, and for corporate costs and general working capital.

- (vi) The issue is not intended to remunerate or incentivise Mr Kabunga in his capacity as a Director. Mr Kabunga participated in the Placement on the same terms as other investors, other than in relation to the issue of the Shares to him being subject to Shareholder approval.

A voting exclusion statement is included in Resolution 7 of the Notice.

8.5 Directors' recommendation

The Directors (other than Mr Kabunga) recommend that the Shareholders vote in favour of Resolution 7.

9. RESOLUTION 8 – APPROVAL OF 10% PLACEMENT CAPACITY

9.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval, by way of a special resolution passed at an annual general meeting, to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- a) is not included in the S&P/ASX 300 Index; and
- b) has a maximum market capitalisation equal to or less than \$300,000,000.

As at the date of this Explanatory Memorandum, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$79 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 26 October 2021, being the last practicable date prior to finalising the Notice).

For the purposes of Listing Rule 7.1A, an **Equity Security** includes a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or any security that ASX decides to classify as an equity security. Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities. As at the date of the Notice, the Company currently has one class of quoted Equity Securities on issue, being Shares (ASX code: VRC).

If Shareholders approve Resolution 8, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and the Company's total placement capacity will increase to 25% of its issued capital pursuant to ASX Listing Rule 7.1 and 7.1A.

Resolution 8 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 8 for it to be passed. If Resolution 8 is not passed, the Company will not have approval to issue Equity Securities under the additional 10% Placement Capacity.

9.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 8.

a) Minimum Price

The minimum price at which the Equity Securities may be issued under the 10% Placement Capacity is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date specified in paragraph (i) above, the date on which the Equity Securities are issued.

b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of the Meeting;
- (ii) the date of the Company's next annual general meeting; and
- (iii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking),

(10% Placement Capacity Period).

c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 8 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below. The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the market price of Shares and the number of Equity Securities on issue as at 18 October 2021, being the last practicable date prior to finalising the Notice. The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A.2)*	Dilution			
	Issue price (per Share)	\$0.015 50% decrease in issue price	\$0.03 Issue price	\$0.045 50% increase in issue price
2,647,777,155 Shares (Current Variable A)	Shares issued - 10% voting dilution	264,777,716	264,777,716	264,777,716
	Funds raised	\$3,971,666	\$7,943,331	\$11,914,997
3,971,665,732 Shares (50% increase in Variable A)	Shares issued - 10% voting dilution	397,166,573	397,166,573	397,166,573
	Funds raised	\$5,957,498	\$11,914,997	\$17,872,496
5,295,554,310 Shares (100% increase in Variable A)	Shares issued - 10% voting dilution	529,555,431	529,555,431	529,555,431
	Funds raised	\$7,943,331	\$15,886,663	\$23,829,994

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 2,647,777,155 existing Shares on issue as at 26 October 2021, being the last practicable date prior to finalising the Notice.
2. Resolutions 3, 4, 5, 6 and 7 are approved by the requisite majority of Shareholders. If one or more of these Resolutions are not approved, Variable A will be reduced to the extent such approval is not obtained or such Equity Securities are not converted.
3. The issue price set out above is the closing price of the Shares on the ASX on 26 October 2021.
4. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
5. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or without approval under ASX Listing Rule 7.1.
6. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. Other than as set out in note 2 above, it is assumed that no convertible securities convert into Shares before the date of issue of the Equity Securities.

7. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
8. This table does not set out any dilution pursuant to approvals obtained under ASX Listing Rule 7.1.
9. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
10. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

d) Purpose of Issue under 10% Placement Capacity

The Company may only issue Equity Securities under the 10% Placement Capacity for cash consideration. The Company intends to use any funds raised by utilising the 10% Placement Capacity to fund production improvements and expansion studies of the Zavalievsky Graphite business that the Company has recently acquired in the Ukraine, to further the development of the Company's Bunyu Graphite project in Tanzania, battery anode materials production facility studies in Europe and the USA and to provide general working capital and meet corporate costs.

The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 upon the issue of any Equity Securities.

e) Allocation policy under the 10% Placement Capacity

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

f) Previous issues under Listing Rule 7.1A

The Company has issued Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting:

- (i) The Company has issued a total of 202,000,000 Shares under that Listing Rule in that 12 month period, representing 7.35% of the total number of Equity Securities on issue at the commencement of that 12 month period.
- (ii) These 202,000,000 Shares comprise the Placement Shares issued as part of the Placement described in Section 6 above and were issued to sophisticated and professional investors who were allocated Placement Shares by Peak Asset Management, the Lead Manager to the Placement as the lead manager.
- (iii) The Shares were issued at a price of \$0.025 per Share, representing a discount of 21.88% to the closing market price of Shares on the ASX on the date of issue (being 9 September 2021).
- (iv) The total cash consideration received from the issue of the Shares was \$5.05 million, of which, as at the last practicable date before finalising the Notice:

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- A) \$1.99 million has been spent on working capital to drive the Zavelievsky Graphite business, corporate costs and general working capital; and
 - B) \$3.06 million remains and is intended to be spent on the following – continue studies for battery anode and other downstream graphite production in Europe and the United States, performance improvements in the Zavalievsky Graphite business, complete Lithium Ion Battery cycling testwork on graphite from the Company’s Bunyu graphite project in Tanzania, provide working capital while advancing the development funding activities for the Bunyu project and for corporate costs and general working capital.

g) Voting Exclusion

A voting exclusion statement is included in the Notice. As at the date of this Explanatory Memorandum, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 8.

10. GLOSSARY

10% Placement Capacity has the meaning given to that term in Section 9.1.

10% Placement Capacity Period has the meaning given to that term in Section 9.2.

Annual General Meeting or **Meeting** means the Annual General Meeting of Shareholders to be held at 2.00pm (WST) on Tuesday, 30 November 2021 at the HLB Mann Judd Boardroom, Level 4, 130 Stirling Street, Perth, Western Australia or any adjournment or postponement thereof.

ASX means ASX Limited (ABN 98 008 624 691), or as the context requires, the financial market operated by it.

ASX Listing Rules or **Listing Rules** means the Listing Rules of the ASX, from time to time and as modified by any express waiver given by ASX.

Board means the board of Directors.

Chairman means the person chairing the Meeting from time to time.

Closely Related Party of Key Management Personnel means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member in the member's dealings with the Company;
- company the member controls; or
- a person prescribed by the Corporations Regulations 2001 (Cth).

Company or **Volt** means Volt Resources Limited ACN 106 353 253.

Constitution means the Company's constitution.

Convertible Notes has the meaning given to that term in Section 4.1.

Convertible Securities Agreement has the meaning given to that term in Section 4.1.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Eligible Entity has the meaning given to that term in the Listing Rules.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this Explanatory Memorandum accompanying the Notice of Meeting.

Kabunga Placement has the meaning given to that term in Section 8.1.

Key Management Personnel has the same meaning given in the accounting standards. Broadly speaking this includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Directors.

Lead Manager Options has the meaning given to that term in Section 7.1.

Notice of Meeting or **Notice** means the notice convening the Meeting, including this Explanatory Memorandum.

PAM has the meaning given to that term in Section 7.1.

Placement has the meaning given to that term in Section 6.1.

Placement Shares has the meaning given to that term in Section 6.1.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report contained in the Directors' Report, forming part of the Company's Annual Financial Report for the Company and its controlled entities for the financial year ended 30 June 2021.

Resolution means a resolution set out in the Notice of Meeting.

SBC Options has the meaning given to that term in Section 5.1.

Section means a section of this Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

WST means Western Standard Time as observed in Perth, Western Australia.

ZG Group has the meaning given to that term in Section 4.1.

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ANNEXURE A – TERMS OF CONVERTIBLE SECURITIES AGREEMENT

The material terms and conditions of the Convertible Securities Agreement are summarised below.

Noteholder	SBC Global Investment Fund
Issuer	Volt Resources Limited
Number of convertible securities issued	4,400,000 Convertible Notes, with each Convertible Note having a face value of US\$1.00
Amount advanced	<p>US\$4 million, of which:</p> <ul style="list-style-type: none"> ▪ US\$3.65 million has been used to fund the first instalment of the purchase price for the acquisition by Volt of a 70% controlling interest in the ZG Group; and ▪ US\$150,000 was used to repay short term bridge finance associated with the payment by Volt of this amount as an advance to the vendors of the ZG Group.
Interest	<p>5% per annum, accruing daily and compounding annually.</p> <p>If the Convertible Notes have not been converted or redeemed by the date that is 12 months from their date of issue, interest for subsequent periods will be calculated in respect of a minimum 12 month period notwithstanding that the Convertible Notes may not be on issue for that full 12 month period.</p>
Maturity Date	18 months after the date of issue
Conversion terms	<p>The Convertible Notes have a fixed conversion price of \$0.05 per Share.</p> <p>If Volt issues or agrees to issue Shares at a price that is less than \$0.05 per Share (including as a result of the conversion of convertible securities), the fixed conversion price will be reduced and set at that lower price provided always that this reset will not apply to:</p> <ul style="list-style-type: none"> ▪ the issue of shares pursuant to the first equity fundraising conducted within 90 days of the date of the facility; ▪ the issue of shares upon the exercise of convertible securities already on issue; ▪ the issue of securities under an employee or executive incentive plan; or ▪ the issue of securities as purchase consideration to fund the acquisition of assets by Volt in an arms-length transaction
Redemption	<p>On and from the date that is 60 days after the issue of the Convertible Notes, and thereafter on the corresponding calendar day in every subsequent month, Volt is required to redeem 1/17th of the aggregate face value of the Convertible Securities at the time of issue. The Noteholder may, on not more than 3 occasions, accelerate a monthly redemption payment such that the monthly redemption amount for a particular month is not more than 3/17ths the face value of the Convertible Notes as at the date of the facility. However, this right of the Noteholder may not be exercised in respect of the first monthly redemption amount payable by Volt.</p> <p>Volt is able to satisfy redemptions by way of the issue of Volt shares (as opposed to making a cash payment) at an issue price which is the lesser of:</p> <ul style="list-style-type: none"> ▪ 95% of the lowest daily volume-weighted average price of Volt shares on ASX during the last 10 days on which Volt shares traded on ASX prior to the relevant time (rounded down to the lowest \$0.001); and ▪ the fixed conversion price of \$0.05 per Share. <p>However, Volt may only exercise this right if:</p> <ul style="list-style-type: none"> ▪ Volt Shares have traded above \$0.02 per Share at all times during the 15 trading days before the relevant time for redemption; ▪ the average daily trading value of Volt Shares during that 15 trading day issue exceeds A\$250,000; ▪ no event of default or potential event of default has occurred; and ▪ Volt is able to issue Shares that are freely tradable upon receipt by the Noteholder. <p>Volt may at any time prior to the Maturity Date (subject to no event of default having occurred) redeem some or all of the outstanding Convertible Notes. However, where Volt</p>

	<p>exercises this right, the Noteholder may convert up to 40% of the then outstanding Convertible Notes.</p> <p>In no circumstance will the maximum number of Volt shares issued in connection with the Convertible Notes exceed 300,000,000 Shares.</p>
Security	General security agreement entered into over all of Volt's undertakings, property and assets.
Commitment Fee	US\$80,000, which amount has been paid out of the purchase price received for the issue of the Convertible Notes.
Events of default	<p>The Convertible Securities Agreement contains events of default considered by Volt to be customary for agreements of this nature. These events of default include:</p> <ul style="list-style-type: none"> ▪ the failure by Volt to pay amounts when due under the Convertible Securities Agreement; ▪ a breach by Volt of its material obligations under the Convertible Securities Agreement; ▪ material adverse change; or ▪ an insolvency event occurs in respect of Volt. <p>It is also an event of default under the Convertible Securities Agreement if Volt fails to pay the second and final instalment of the purchase price to the vendors of the ZG Group when due. If an event of default occurs, the Noteholder may, amongst other things:</p> <ul style="list-style-type: none"> ▪ declare all amounts outstanding in respect of the Convertible Notes immediately due and payable; ▪ require Volt to convert all or part of the Convertible Notes into Volt Shares (in which case the conversion price will be the same as that determined as if Volt elected to redeem the Convertible Notes by way of the issue of Shares (as outlined above)); or ▪ terminate the Convertible Securities Agreement.
Termination	<p>The Noteholder may terminate the Convertible Securities Agreement if:</p> <ul style="list-style-type: none"> ▪ an event of default (as outlined above) occurs; <ul style="list-style-type: none"> ○ there is a change in any applicable law that, amongst other things: ○ renders the parties' obligations under the Convertible Securities Agreement illegal, unlawful, void, voidable, contrary to or in breach of any law or impossible; ○ materially varies the obligations and liabilities or the right and benefits of the parties under the Convertible Securities Agreement so that the Noteholder's rights or economic burden are materially adversely affected (including by way of material delay or postponement); ○ otherwise materially adversely affects the rights, powers, benefits, remedies or economic burden of the Noteholder; or ○ otherwise makes it materially impracticable for the Noteholder to undertake the transaction. ▪ trading in securities generally in Australia has been suspended for a period exceeding two consecutive business days; or ▪ there is a banking moratorium, hostilities, or another national or international calamity of such magnitude in its effect which makes it impracticable for the Noteholder to accept a conversion under the Convertible Notes.
Other	<p>The Convertible Securities Agreement contains representations and warranties and undertakings considered by Volt to be customary for agreements of this nature. In connection with the issue of the Convertible Notes, Volt has issued the Noteholder 30 million options, with each option being exercisable at \$0.05 per Share and having an expiry date which is 3 years after the date of issue.</p>

ANNEXURE B – TERMS OF SBC OPTIONS

The material terms and conditions of the SBC Options are summarised below.

Each SBC Option gives the holder (**Optionholder**) the right to subscribe for Shares on the following terms and conditions:

- (a) Each option entitles the Optionholder, when exercised, to one (1) Share.
 - (b) The Options vest immediately on issue.
 - (c) The Options are exercisable at any time on or before 26 July 2024 (**Expiry Date**).
 - (d) Any Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.
 - (e) The amount payable upon exercise of each Option (**Exercise Price**) is \$0.05.
 - (g) Optionholders may exercise their Options by lodging with the Company, before the Expiry Date:
 - (1) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (2) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;
- (Exercise Notice).**
- (h) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price in cleared funds, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
 - (i) The Options and any Shares issued through exercise of the Options will be transferable.
 - (j) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
 - (k) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of the Options on ASX within 5 Business Days after the allotment of those Shares.
 - (l) If at any time the issued capital of the Company is reconstructed, all rights of the Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
 - (m) There are no participating rights or entitlements inherent in the Options and the Optionholder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give the Optionholder the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue.
 - (n) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to shareholders after the date of issue of the Options, the exercise price of the Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
 - (o) In the event the Company proceeds with a bonus issue of securities to shareholders after the date of issue of the Options, the number of securities over which an Option is exercisable may be increased by the number of securities which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue.

ANNEXURE C – TERMS OF LEAD MANAGER OPTIONS

The material terms and conditions of the Lead Manager Options are summarised below.


Each Lead Manager Option gives the holder (**Optionholder**) the right to subscribe for Shares on the following terms and conditions:

- (a) Each option entitles the Optionholder, when exercised, to one (1) Share.
 - (b) The Options vest immediately on issue.
 - (c) The Options are exercisable at any time on or before 9 September 2024 (**Expiry Date**).
 - (d) Any Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.
 - (e) The amount payable upon exercise of each Option (**Exercise Price**) is \$0.05.
 - (g) Optionholders may exercise their Options by lodging with the Company, before the Expiry Date:
 - (1) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (2) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;
- (Exercise Notice).**
- (h) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price in cleared funds, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
 - (i) The Options and any Shares issued through exercise of the Options will be transferable.
 - (j) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
 - (k) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of the Options on ASX within 5 Business Days after the allotment of those Shares.
 - (l) If at any time the issued capital of the Company is reconstructed, all rights of the Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
 - (m) There are no participating rights or entitlements inherent in the Options and the Optionholder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give the Optionholder the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue.
 - (n) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to shareholders after the date of issue of the Options, the exercise price of the Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
 - (o) In the event the Company proceeds with a bonus issue of securities to shareholders after the date of issue of the Options, the number of securities over which an Option is exercisable may be increased by the number of securities which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue.

LODGE YOUR VOTE
 **ONLINE**
www.linkmarketservices.com.au
 **BY MAIL**
 Volt Resources Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

 **BY FAX**
 +61 2 9287 0309

 **BY HAND**
 Link Market Services Limited
 Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
 Telephone: 1300 554 474 Overseas: +61 1300 554 474

X99999999999
PROXY FORM

I/We being a member(s) of Volt Resources Limited and entitled to attend and vote hereby appoint:


APPOINT A PROXY
 the Chairman of the Meeting (mark box)
OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

 or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (WST) on Tuesday, 30 November 2021 the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.
VOTING DIRECTIONS
Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.
Please read the voting instructions overleaf before marking any boxes with an .
Resolutions

Resolutions	For	Against	Abstain*	For	Against	Abstain*
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Ratification of Issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Mr Giacomo Fazio	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Ratification of Issue of Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Issue of Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Approval of Issue of Placement Shares to Mr Asimwe Kabunga	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Issue of SBC Global Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

 This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

VRC PRX2102C


HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (WST) on Sunday, 28 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Volt Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

Deliver it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR PARTICIPATION.**