



**VOLT**  
RESOURCES

## NOTICE OF GENERAL MEETING

**VOLT RESOURCES LIMITED**  
**ACN 106 353 253**

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<b>Date:</b>	Monday, 17 May 2021
<b>Time:</b>	10.30am (WST)
<b>Location:</b>	HLB Mann Judd Boardroom, Level 4, 130 Stirling Street, Perth, Western Australia

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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 GENERAL MEETING**

Notice is hereby given that the General Meeting of Volt Resources Limited (**Volt** or the **Company**) will be held at 10.30am (WST) on Monday, 17 May 2021 at the HLB Mann Judd Boardroom, Level 4, 130 Stirling Street, Perth WA.

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

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

**AGENDA**

**Business**

**RESOLUTION 1 – RATIFICATION 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 200,000,000 Shares at an issue price of \$0.015 per Share issued on 19 February 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:

- a) 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
- b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- c) 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.

**RESOLUTION 2 - APPROVAL OF ISSUE OF SHARES VIA PLACEMENT TO MR ASIMWE KABUNGA (OR HIS NOMINEE)**

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

*“That pursuant to ASX Listing Rule 10.11 and for all other purposes, approval be given to issue 40,000,000 Shares at an issue price of \$0.015 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 this Resolution by or on behalf of:

- a) Mr Kabunga or any of his associates; and
- b) any person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of Shares).

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

- a) 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;
- b) 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 of the Meeting to vote on the resolution as the Chairman decides; or
- c) 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.

### **RESOLUTION 3 - APPROVAL OF ISSUE OF SHARES VIA PLACEMENT TO MR TREVOR MATTHEWS (OR HIS NOMINEE)**

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

*“That pursuant to ASX Listing Rule 10.11 and for all other purposes, approval be given to issue 2,000,000 Shares at an issue price of \$0.015 per Share to Mr Trevor Matthews (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 this Resolution by or on behalf of:

- a) Mr Matthews or any of his associates; and
- b) any person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of Shares).

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

- a) 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;
- b) 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 of the Meeting to vote on the resolution as the Chairman decides; or
- c) 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.

### **RESOLUTION 4 - APPROVAL OF ISSUE OF SHARES VIA PLACEMENT TO MR GIACOMO FAZIO (OR HIS NOMINEE)**

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

*“That pursuant to ASX Listing Rule 10.11 and for all other purposes, approval be given to issue 1,333,333 Shares at an issue price of \$0.015 per Share to Mr Giacomo Fazio (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 this Resolution by or on behalf of:

- a) Mr Fazio or any of his associates; and
- b) any person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of Shares).

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

- a) 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;
- b) 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 of the Meeting to vote on the resolution as the Chairman decides; or
- c) 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**

A handwritten signature in black ink, appearing to read 'SPK', followed by a period.

**Susan Park**  
**Company Secretary**

Dated – 14 April 2021

## VOTING AT THE 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 10.30am (WST) on Saturday, 15 May 2021 (**Voting Record Date**).

Shareholders who become Registered Shareholders after the date of dispatch of the Notice of 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.

The Board encourages you to attend the Meeting in person, by proxy, or by appointing an authorised representative or to 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 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, 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.

The Chairman will vote all undirected proxies in favour of all Resolutions. 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 Ltd, 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](http://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 10.30am (WST) on Saturday, 15 May 2021.**

An ordinary resolution is a resolution that is approved by a simple majority of votes of those Shareholders entitled to vote and voting on the resolution.

Further details on how to lodge your Proxy Form can be found on the Proxy Form. If you have any questions about your Proxy Form please contact the Company Secretary by telephone at +61 8 9486 7788.

***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 that person with:

- a letter or certificate executed in accordance with the Corporations Act authorising that person to act as the corporate Shareholder's representative at the Meeting; or
- a copy of the resolution appointing that person as the corporate Shareholder's representative at the Meeting in accordance with the Corporations Act requirements, certified by a secretary or director of the corporate Shareholder.

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. Certificates of appointment of corporate representatives can be requested by contacting the Company Secretary on +61 8 9486 7788.

**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](mailto:info@voltresources.com) by 5.00pm (WST) on Friday, 14 May 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 General Meeting.

**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 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 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 General Meeting.

#### 1. RESOLUTION 1 – RATIFICATION OF PLACEMENT SHARES

##### a) General

On 19 February 2021, the Company announced a \$3.65 million placement (**Placement**) comprising the issue of 243,333,333 Shares at an issue price of \$0.015 per Share. Volt's Chairman, Mr Asimwe Kabunga, committed to subscribe for 40,000,000 Shares in the Placement at the issue price of \$0.015 per Share to raise \$600,000, Mr Trevor Matthews, Managing Director, committed to subscribe for 2,000,000 Shares in the Placement at the issue price of \$0.015 per Share to raise \$30,000 and Mr Giacomo (Jack) Fazio, Non-executive Director, committed to subscribe for 1,333,333 Shares in the Placement at the issue price of \$0.015 per Share to raise \$20,000. This issue of Shares to Messrs Kabunga, Matthews and Fazio (or nominees) is subject to Shareholder approval in Resolutions 2 to 4 below.

The funds raised from the Placement will be used for the:

- repayment of the Lars Bader debt facility leaving Volt debt-free;
- Guinea Gold Projects exploration programmes currently underway;
- due diligence and legal work for the proposed Zavalievsky Graphite business acquisition;
- development funding activities for Stage One of the Bunyu Graphite Project; and
- working capital for corporate and compliance costs.

The Placement was to be conducted in two tranches, with an initial tranche of 200,000,000 Shares (**Tranche 1**) being issued utilising the Company's existing Listing Rule 7.1 placement capacity. The remaining 43,333,333 Shares to be issued to Messrs Kabunga, Matthews and Fazio (or nominees) are to be issued subject to Shareholder approval being obtained for the purposes of Listing Rule 10.11 as Messrs Kabunga, Matthews and Fazio are Directors of the Company.

The Company issued the 200,000,000 Tranche 1 Shares on 25 February 2021. Resolution 1 seeks Shareholder approval for the ratification of the issue of the Tranche 1 Shares for the purposes of Listing Rule 7.4.

##### b) Listing Rule 7.1

Listing Rule 7.1 places a general limitation on 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. The Tranche 1 Shares were issued within the Company's 15% limit under Listing Rule 7.1.

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 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 1 seeks Shareholder approval for the issue of the Tranche 1 Shares under and for the purposes of Listing Rule 7.4 and for all other purposes.

If Resolution 1 is approved, the Tranche 1 Shares 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 1 is not approved by the requisite majority, the Tranche 1 Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following their issue.

**c) 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 Tranche 1 Shares:

- (i) The Tranche 1 Shares were issued to new and existing professional and sophisticated investors determined by the Board. The subscribers were not related parties of the Company at the time of the issue of the Shares.
- (ii) The 200,000,000 Shares were issued on 25 February 2021.
- (iii) The 200,000,000 Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Shares will rank equally in all respects with the existing Shares on issue.
- (iv) The issue price of the Shares was \$0.015 per Share.
- (v) Funds raised from the issue will be used for the repayment of the Lars Bader debt facility, Guinea Gold Projects exploration programmes, due diligence and legal work for the proposed Zavalievsky Graphite business acquisition, development funding activities for Stage One of the Bunyu Graphite Project and working capital for corporate and compliance costs.
- (vi) A voting exclusion statement is included in Resolution 1 of the Notice.

**d) Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

**2. RESOLUTIONS 2 TO 4 - APPROVAL OF ISSUE OF SHARES VIA PLACEMENT TO MR ASIMWE KABUNGA (OR HIS NOMINEE), MR TREVOR MATTHEWS (OR HIS NOMINEE) AND MR GIACOMO FAZIO (OR HIS NOMINEE)**

**a) General**

As noted in Section 1a above, on 19 February 2021, the Company announced a \$3.65 million placement comprising the issue of 243,333,333 Shares at an issue price of \$0.015 per Share. Volt's Chairman, Mr Asimwe Kabunga, committed to subscribe for 40,000,000 Shares in the Placement at the issue price of \$0.015 per Share to raise \$600,000, Mr Trevor Matthews, Managing Director, committed to subscribe for 2,000,000 Shares in the Placement at the issue price of \$0.015 per Share to raise \$30,000 and Mr Giacomo (Jack) Fazio, Non-executive Director, committed to subscribe for 1,333,333 Shares in the Placement at the issue price of \$0.015 per Share to raise \$20,000. This issue of Shares to Messrs Kabunga, Matthews and Fazio (or their respective nominees) is subject to Shareholder approval in Resolutions 2 to 4.

Resolutions 2 to 4 seek Shareholder approval for the purposes of Listing Rule 10.11 to approve the issue of a total of 43,333,333 Shares at the Placement issue price of \$0.015 per Share to Messrs Kabunga, Matthews and Fazio (or their respective nominees) to raise a total of \$650,000.

**b) Listing Rule 10.11**

Listing Rule 10.11 provides that a company must not issue equity securities to a Related Party without the approval of shareholders. Pursuant to Listing Rule 7.2 exception 14, where approval under Listing Rule 10.11 is obtained, approval is not required under Listing Rule 7.1 and the issue of securities will not be included in the Company's 15% limit.

If Resolution 2 is not approved, the 40,000,000 Shares at an issue price of \$0.015 per Share under the Placement to Mr Kabunga will not be issued and the Company will not receive the additional \$600,000 in Placement proceeds.

If Resolution 3 is not approved, the 2,000,000 Shares at an issue price of \$0.015 per Share under the Placement to Mr Matthews will not be issued and the Company will not receive the additional \$30,000 in Placement proceeds.

If Resolution 4 is not approved, the 1,333,333 Shares at an issue price of \$0.015 per Share under the Placement to Mr Fazio will not be issued and the Company will not receive the additional \$20,000 in Placement proceeds.



**c) 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 2 'Approval of issue of Shares via placement to Mr Asimwe Kabunga (or his nominee)':

- (i) The maximum number of securities to be issued is 40,000,000 Shares.
- (ii) The 40,000,000 Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Shares will rank equally in all respects with the existing Shares on issue.
- (iii) The issue price of the Shares will be \$0.015 per Share.
- (iv) The 40,000,000 Shares will be issued to Mr Asimwe Kabunga (or his nominee).
- (v) Mr Asimwe Kabunga is a Related Party of the Company as Mr Asimwe Kabunga is a Director of Volt.
- (vi) The issue will occur on a single date no later than one (1) month after the date of the General Meeting or such later date to the extent permitted by an ASX waiver of the Listing Rules.
- (vii) Funds raised from the issue will be used for the repayment of the Lars Bader debt facility, Guinea Gold Projects exploration programmes, due diligence and legal work for the proposed Zavalievsky Graphite business acquisition, development funding activities for Stage One of the Bunyu Graphite Project and working capital for corporate and compliance costs.
- (viii) An appropriate voting exclusion statement is included in the Notice of General Meeting.

In accordance with Listing Rule 10.13 the following information is provided in relation to Resolution 3 'Approval of issue of Shares via placement to Mr Trevor Matthews (or his nominee)':

- (i) The maximum number of securities to be issued is 2,000,000 Shares.
- (ii) The 2,000,000 Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Shares will rank equally in all respects with the existing Shares on issue.
- (iii) The issue price of the Shares will be \$0.015 per Share.
- (iv) The 2,000,000 Shares will be issued to Mr Trevor Matthews (or his nominee).
- (v) Mr Trevor Matthews is a Related Party of the Company as Mr Trevor Matthews is a Director of Volt.
- (vi) The issue will occur on a single date no later than one (1) month after the date of the General Meeting or such later date to the extent permitted by an ASX waiver of the Listing Rules.
- (vii) Funds raised from the issue will be used for the repayment of the Lars Bader debt facility, Guinea Gold Projects exploration programmes, due diligence and legal work for the proposed Zavalievsky Graphite business acquisition, development funding activities for Stage One of the Bunyu Graphite Project and working capital for corporate and compliance costs.
- (viii) An appropriate voting exclusion statement is included in the Notice of General Meeting.

In accordance with Listing Rule 10.13 the following information is provided in relation to Resolution 4 'Approval of issue of Shares via placement to Mr Giacomo Fazio (or his nominee)':

- (i) The maximum number of securities to be issued is 1,333,333 Shares.
- (ii) The 1,333,333 Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Shares will rank equally in all respects with the existing Shares on issue.
- (iii) The issue price of the Shares will be \$0.015 per Share.
- (iv) The 1,333,333 Shares will be issued to Mr Giacomo Fazio (or his nominee).
- (v) Mr Giacomo Fazio is a Related Party of the Company as Mr Giacomo Fazio is a Director of Volt.
- (vi) The issue will occur on a single date no later than one (1) month after the date of the General Meeting or such later date to the extent permitted by an ASX waiver of the Listing Rules.
- (vii) Funds raised from the issue will be used for the repayment of the Lars Bader debt facility, Guinea Gold Projects exploration programmes, due diligence and legal work for the proposed Zavalievsky Graphite business

acquisition, development funding activities for Stage One of the Bunyu Graphite Project and working capital for corporate and compliance costs.

(viii) An appropriate voting exclusion statement is included in the Notice of General Meeting.

**d) Directors' recommendation**

The Directors (other than Mr Asimwe Kabunga who has an interest in the Resolution) recommend that the Shareholders vote in favour of Resolution 2.

The Directors (other than Mr Trevor Matthews who has an interest in the Resolution) recommend that the Shareholders vote in favour of Resolution 3.

The Directors (other than Mr Giacomo Fazio who has an interest in the Resolution) recommend that the Shareholders vote in favour of Resolution 4.

**3. GLOSSARY**

**General Meeting** or **Meeting** means the General Meeting of Shareholders to be held at 10.30am (WST) on Monday, 17 May 2021 at the HLB Mann Judd Boardroom, Level 4, 130 Stirling Street, Perth Western Australia, or any adjournment 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.

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

**Constitution** means the Company's constitution.

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

**Director** means a director of the Company.

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

**Non-executive Director** means a non-executive Director of the Company.

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

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

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

**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.

**LODGE YOUR VOTE**
 **ONLINE**  
[www.linkmarketservices.com.au](http://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  
 1A Homebush Bay Drive, Rhodes NSW 2138

 **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

**STEP 1**

 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 General Meeting of the Company to be held at **10.30am (WST) on Monday 17th May 2021 at the HLB Mann Judd Boardroom, Level 4, 130 Stirling Street, Perth WA** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**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**

	For	Against	Abstain*
1 Ratification of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of Issue of Shares via Placement to Mr Asimwe Kabunga (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Issue of Shares via Placement to Mr Trevor Matthews (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Issue of Shares via Placement to Mr Giacomo Fazio (or his nominee)	<input type="checkbox"/>	<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.

**STEP 2**
**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).

**STEP 3**
**VRC PRX2101A**


## 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.

### 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 attend 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 attend 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](http://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 **10.30am (WST) on Saturday, 15 May 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:



#### ONLINE

[www.linkmarketservices.com.au](http://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](http://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

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)



### COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

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