



## NOTICE OF GENERAL MEETING

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

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<b>Date:</b>	Wednesday, 16 February 2022
<b>Time:</b>	2.00pm (WST)
<b>Location:</b>	At the offices of HLB Mann Judd, 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 a General Meeting of Volt Resources Limited (**Volt** or the **Company**) will be held at 2.00pm (WST) on Wednesday, 16 February 2022 at the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia.

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

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

**AGENDA**

**Special business**

**1. Resolution 1 – Approval of issue of Shares**

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue an aggregate of 36,049,027 fully paid ordinary shares to Ropa Investments (Gibraltar) Limited (or its nominee), on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:**

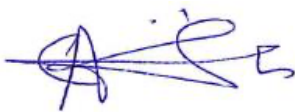
The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Ropa Investments (Gibraltar) Limited (or its nominee); or
- (b) an associate of Ropa Investments (Gibraltar) Limited (or its nominee).

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

- (a) 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
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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.

**BY ORDER OF THE BOARD**



**Asimwe Kabunga**

**Chairman**

Dated - 17 January 2022

## 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 4.00 pm (WST) on Monday, 14 February 2022 (**Voting Record Date**).

Shareholders who become Registered Shareholders after the date of dispatch of the Notice of 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 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, the 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 Chair, who must vote the proxies as directed.

#### ***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

Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150; 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](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 2.00pm (WST) on Monday, 14 February 2022.**

***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 Constitution.

An 'Appointment of Corporate Representation' form can be obtained from the Company's share registry online at [www.linkmarketservices.com.au](http://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](mailto:info@voltresources.com) by 9.00am (WST) on Monday, 14 February 2022 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 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 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 Resolution detailed in the Notice of Meeting.

#### 1. RESOLUTION 1 – APPROVAL OF ISSUE OF SHARES

##### 1.1 Background

On 18 November 2021, the Company announced to ASX that it had entered into a share swap agreement (**SSA**) with Ropa Investments (Gibraltar) Limited (**Ropa**) for the acquisition of 100% of the issued capital in Asena Investment Doo Beograd-Stari grad (**Asena**), of which Ropa is currently the sole shareholder.

Asena holds the rights in relation to three licence applications (referred to as the Jadar North, Ljig and Petlovaca licence applications) that are considered to be prospective for lithium-borate mineralisation. The licence applications are in respect to a total area of 291km<sup>2</sup>, located in Serbia and are west and south-west of the Serbian capital, Belgrade. Further details in relation to these licence applications are set out in the Company's ASX announcement titled 'Strategic European Lithium Acquisition – Jadar North' dated 18 November 2021.

The consideration for the acquisition of Asena is the issue of 36,049,027 Shares to Ropa (or its nominee) (**Consideration Shares**).

The obligation to issue the Consideration Shares is subject to various conditions precedent, including:

- Asena becoming the registered holder of, and the Company being satisfied in relation to certain matters concerning, the Jadar North, Ljig and Petlovaca licences;
- Asena ceasing to hold any interest in certain other licence applications;
- the Company becoming the sole holder of Asena's share capital; and
- Shareholders approving the issue of the Consideration Shares for the purposes of ASX Listing Rule 7.1 and all other purposes. Volt is required to use its reasonable endeavours to obtain this approval by 17 February 2022.

The Company has the option to terminate the SSA if any of the Jadar North, Ljig or Petlovaca licences have not been granted on or before 17 May 2022.

The Company and Ropa gave certain representations, warranties and indemnities to one another pursuant to the SSA, which are considered standard for a transaction of this nature.

Resolution 1 seeks Shareholder approval for the issue of the Consideration Shares to Ropa (or its nominee) pursuant to ASX Listing Rule 7.1.

##### 1.2 Listing Rule 7.1

Pursuant to the SSA, the Company has agreed to issue the Consideration Shares to Ropa (**Issue**).

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 shares it had on issue at the start of that period.

At the time the Company agreed to the Issue, the Issue did not fall within any of these exceptions and exceeded the 15% limit in Listing Rule 7.1. The Issue was therefore made subject to Shareholder approval under Listing Rule 7.1.

Resolution 1 seeks the required Shareholder approval to the Issue under and for the purposes of Listing Rule 7.1.

If Resolution 1 is passed, the Company will be able proceed with the Issue and should therefore be able to satisfy its obligation under the SSA to issue the Consideration Shares, if such obligation arises within the 3 months after Shareholders approve Resolution 1. In addition, the Issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed with the Issue, and will not have provided the consideration to Ropa as it has agreed to do (with the Company having agreed to use reasonable endeavours to obtain the necessary regulatory approvals required for the issue of such Shares). In such circumstances, the Company would endeavour to reach agreement with Ropa regarding alternative arrangements (noting the approximate value of the Consideration Shares is \$1,000,000, being the deemed value of the Consideration Shares at the time the SSA was entered into).

### **1.3 Technical information required by Listing Rule 7.3**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to issue of the Consideration Shares:

- (a) The Consideration Shares will be issued to Ropa Investments (Gibraltar) Limited, who is not a related party of the Company, or its nominee.
- (b) The maximum number of Consideration Shares to be issued is 36,049,027.
- (c) The Consideration Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (d) The Consideration Shares will be issued if and when required pursuant to the terms of the SSA, and in any event no later than 3 months after the date of Shareholder approval.
- (e) The Company has agreed to issue the Consideration Shares as consideration for the acquisition of Asena, which is the purpose of the Issue. No funds will be raised from the Issue.
- (f) A summary of the material terms of the SSA, being the agreement pursuant to which the Company agreed to issue the Consideration Shares, is set out in section 1.1 above.
- (g) A voting exclusion statement is included in the Notice.

### **1.4 Directors' recommendation**

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

## GLOSSARY

**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.

**Chair** 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.

**General Meeting** or **Meeting** means the general meeting of Shareholders to be held at 2.00pm (WST) on Wednesday, 16 February 2022 at the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia or any adjournment or postponement thereof.

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

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

**Resolution** means the 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  
 Parramatta Square, Level 22, Tower 6,  
 10 Darcy Street, Parramatta NSW 2150

 **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 General Meeting of the Company to be held at **2:00pm (WST) on Wednesday, 16 February 2022, at 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.

**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 Approval of issue of Shares


\* 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 PRX2201A**




## 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 **2:00pm (WST) on Monday, 14 February 2022**, 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:



#### 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\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

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

**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.**