

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Volt Resources Ltd

ABN

28 106 353 253

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |  |
|---|--|--|
| 1 | +Class of +securities issued or to be issued   | 1. Ordinary shares (VRC)<br>2. Listed options (VRCO)             |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 1. 54,996,956<br>2. 1,500,000                                    |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 1. Same as existing upon issue<br>2. Same as existing upon issue |

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**Appendix 3B**  
**New issue announcement**

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>1. Yes  2. Yes</p>
<p>5 Issue price or consideration</p>	<p>1. 40,000,000 at \$0.10 (10 cents) per share pursuant to placement to institutional investor and 14,996,956 at \$0.02 (2 cents) per share regarding the exercise from VRCO options  2. Nil</p>
<p>6 Purpose of the issue  (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>1. To further develop the Company's Namangale graphite project.  2. 1,500,000 options issued to Taylor Collison pursuant to corporate advisory services for nil consideration.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>26 November 2015</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>1,500,000</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>40,000,000</p>

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6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil							
6f	Number of securities issued under an exception in rule 7.2	14,996,956							
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	Yes VWAP: 0.0893 per share 75% of VWAP: 0.0669 cents per share Issue price: 10 cents per share (greater than 75% of VWAP) Source: Company							
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A							
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer to Annexure 1 below							
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	20 June 2016							
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">906,180,471</td> <td>Ordinary Shares</td> </tr> <tr> <td style="text-align: center;">288,168,649</td> <td>Options \$0.02 expiring on or before 31 December 2017 (MOZO)</td> </tr> </tbody> </table>		Number	+Class	906,180,471	Ordinary Shares	288,168,649	Options \$0.02 expiring on or before 31 December 2017 (MOZO)
Number	+Class								
906,180,471	Ordinary Shares								
288,168,649	Options \$0.02 expiring on or before 31 December 2017 (MOZO)								

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	
	13,500,000	Options exercisable at \$0.02 (2 cents) on or before 31 December 2017 (Related Party Options)
	2,200,000	Options exercisable at \$0.25 (25 cents) on or before 30 November 2016
	475,000	Options exercisable at \$0.25 (25 cents) on or before 2 August 2016
	4,200,000	Options exercisable at \$0.06 (6 cents) on or before 30 April 2019;
	4,200,000	Options exercisable at \$0.08 (8 cents) on or before 30 April 2019
	4,200,000	Options exercisable at \$0.10 (10 cents) on or before 30 April 2019
	4,200,000	Options exercisable at \$0.12 (12 cents) on or before 30 April 2019
	10,000,000	Performance Rights
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged

**Part 2 - Bonus issue or pro rata issue**

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	

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17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has +security holders who will not be sent new issue documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through a broker?
- 31 **How do +security holders sell *part* of their entitlements through a broker and accept for the balance?**
- 32 **How do +security holders dispose of their entitlements (except by sale through a broker)?**
- 33 +Despatch date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)
- (a)  Securities described in Part 1
- (b)  All other securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

*To be provided after completion of rights issue*

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- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- To be provided after completion of rights issue*
- 37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?
- If the additional securities do not rank equally, please state:
- the date from which they do
  - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
  - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
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- 41 Reason for request for quotation now
- Example: In the case of restricted securities, end of restriction period
- (if issued upon conversion of another security, clearly identify that other security)
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**Appendix 3B**  
**New issue announcement**

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42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

**Quotation agreement**

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Date: 17 June 2016

Print name: Adrien Wing  
Company Secretary

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# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	308,645,421
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	542,201,717
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	-
<b>“A”</b>	850,847,138

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	127,627,071
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<ul style="list-style-type: none"> <li>• 5,250,000 shares per Appendix 3B dated 10 August 2015</li> <li>• 2,625,000 options per Appendix 3B dated 10 August 2015</li> <li>• 2,291,667 options per Appendix 3B dated 26 October 2015</li> <li>• 4,583,333 shares per Appendix 3B dated 26 October 2015</li> <li>• 1,500,000 shares per Appendix 3B dated 4 November 2015</li> <li>• 2,000,000 options per Appendix 3B dated 1 April 2016</li> <li>• 4,000,000 shares per Appendix 3B dated 7 April 2016</li> <li>• 1,500,000 options per Appendix 3B dated 7 April 2016</li> <li>• 16,800,000 unlisted options per Appendix 3B dated 25 May 2016</li> <li>• 14,996,956 shares per this Appendix 3B</li> </ul>
<b>“C”</b>	40,550,000
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b> <i>Note: number must be same as shown in Step 2</i>	127,627,071
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	42,050,000
<b>Total [“A” x 0.15] – “C”</b>	85,577,071

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	850,847,138
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	85,084,714
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	40,000,000 shares as per this Appendix 3B
<b>“E”</b>	-
<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	85,084,714
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	40,000,000
<b>Total [“A” x 0.10] – “E”</b>	45,084,714 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.



17 June 2016

Volt Resources Limited

**(ASX: VRC)**

To: Australian Securities Exchange Limited

**Notice Pursuant to Section 708A(5)(e) of the Corporations Act**

Volt Resources Limited (the **Company**) gives notice under section 708A(5)(e) of the *Corporations Act 2001* (Cth) as follows:

- (a) On 17 June 2016, the Company issued 54,996,956 fully paid ordinary shares in the Company.
- (b) The shares were issued without disclosure to the investor under Part 6D.2 of the Corporations Act.
- (c) As at the date of this notice the Company has complied with:
  - The provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
  - Section 674 of the Corporation Act.
- (d) As at the date of this notice there is no excluded information required to be disclosed under section 708A(6)(e) of the Corporations Act.

**Information provided pursuant to Listing Rule 3.10.5A**

The Company issued 40,000,000 shares under its 10% capacity under Listing Rule 7.1A ("**Capacity Shares**").

As required under Listing Rule 3.10.5A, the Company provides the following information:

- a) the dilutive effect on existing shareholders of the Capacity Shares is as follows:

<b>Number of Shares on issue prior to Share Placement under LR7.1A</b>	866,180,471
Shares issued under Listing Rule 7.1A (Capacity Shares)	40,000,000
Dilution as a result of issue under Listing Rule 7.1A	4.61%
<b>Total number of shares now on issue</b>	906,180,471

- b) The issue price of the shares was 10 cents (\$0.10), representing 12% premium to the 15 trading day volume weighted average price on which trades of the Company's shares were recorded on ASX ending on 10 June 2016, being within 5 trading days on which the price of the shares are to be issued was agreed.



- c) The Share Placement was undertaken by the Company following identification of demand for shares by sophisticated and professional investors. The Share Placement was considered the most efficient and effective method of meeting the Company's requirements to fund the costs for costs associated with the acquisition and development of the Project (refer ASX announcement dated 16 June 2016).
- d) There was no underwriting agreement in relation to the Share Placement; and
- e) Fees of up to 5% may be payable in respect of the Share Placement.

For and on behalf of Volt Resources Limited

A handwritten signature in black ink, appearing to read 'Adrien Wing', written over a horizontal line.

Adrien Wing  
**Company Secretary**