



VOLT
RESOURCES

ASX ANNOUNCEMENT

By e-lodgement

23 July 2019

Volt Share Purchase Plan Offer

As announced on 22 July 2019, Tanzanian-focused flake graphite development company **Volt Resources Limited (ASX: VRC) (Volt or the Company)** is pleased to offer its existing eligible shareholders the opportunity to participate in Volt's Share Purchase Plan (**SPP or Plan**). A copy of the Volt Share Purchase Plan offer booklet has been dispatched to all eligible shareholders today.

The SPP will be underwritten to \$1.1 million by Patersons Securities Limited (**Patersons**) which is acting as Lead Manager and Underwriter to the SPP.

Under the Plan, eligible shareholders may apply to purchase up to \$15,000 worth of new fully paid ordinary shares in the Company (**New Shares**) without paying brokerage or other transaction costs. Participation in the Plan is open to all holders of Volt shares as at **5.00pm (AWST) on Friday 19 July 2019 (Record Date)** with a registered address in Australia or New Zealand (**Eligible Shareholder**).

The New Shares will be issued at a 20% discount to the volume weighted average price traded on the ASX during the 5 days immediately prior to the issue date of the New Shares.

Under the Plan, Eligible Shareholders will be able to purchase parcels of New Shares valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000 or \$15,000. New shares under the SPP will rank equally with existing Volt shares.

The Directors of the Company who are Eligible Shareholders on the Record Date intend to participate in the SPP.

Full details and the terms and conditions of the SPP are included in the Share Purchase Plan offer document attached to this announcement.

The SPP indicative timetable is below and the Company may, at its discretion, vary any of the above dates (other than the Record Date) by making an announcement to ASX:

Event	Date
Record Date	5.00pm (WST) on Friday, 19 July 2019
Announcement Date	Monday, 22 July 2019
Offer Documents mailed to Eligible Shareholders	Tuesday, 23 July 2019
Offer opens	Tuesday, 23 July 2019
Offer closes	5.00pm (WST) Friday, 16 August 2019
Issue price announced to ASX	After close of market on Thursday, 22 August 2019
Allotment Date	Friday, 23 August 2019
Shortfall and Top-up Placement (if any) settled	Friday, 23 August 2019
Despatch of holding statements/ confirmation advices for New Shares	Monday, 26 August 2019
Commencement of trading of Shares	Monday, 26 August 2019

-ENDS-

For and on behalf of Volt Resources Limited

Trevor Matthews
Chief Executive Officer

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About Volt Resources Limited

Volt Resources Limited (“Volt”) is a graphite exploration and development company listed on the Australian Stock Exchange under the ASX code VRC. Volt is currently focused on the exploration and development of its wholly-owned Bunyu Graphite Project in Tanzania. The Bunyu Graphite Project is ideally located near to critical infrastructure with sealed roads running through the project area and ready access to the deep-water port of Mtwara 140km away.

In 2018, Volt reported the completion of the Feasibility Study (“FS”) into the Stage 1 development of the Bunyu Graphite Project. The Stage 1 development is based on a mining and processing plant annual throughput rate of 400,000 tonnes of ore to produce on average 23,700tpa of graphite products¹. A key objective of the Stage 1 development is to establish infrastructure and market position in support of the development of the significantly larger Stage 2 expansion project at Bunyu.

¹ Refer to Volt’s ASX announcement titled “Positive Stage 1 Feasibility Study Bunyu Graphite Project” dated 31 July 2018. The Company confirms that it is not aware of any new information or data that materially affects the information included in this document and that all material assumptions and technical parameters underpinning the estimates continue to apply and have not materially changed.

Volt Resources Limited

ACN 106 353 253

Share Purchase Plan Offer

The Offer closes at 5.00pm (WST) on Friday, 16 August 2019

This is an important document and should be read in its entirety.

This document has been prepared by Volt Resources Limited. The Offer is an initiative that provides Eligible Shareholders with the opportunity to purchase additional Shares at a discount without brokerage and transaction costs.

The Offer does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision whether or not to accept the Offer, you should consult your financial or other professional adviser.

This document is not a prospectus or other disclosure document under the Corporations Act.

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Key Offer Information

Introduction

Volt Resources Limited (**Company**) is pleased to provide Eligible Shareholders the opportunity to subscribe for up to \$15,000 of new fully paid ordinary shares in the Company (**New Shares**) under a share purchase plan on the terms and conditions set out in this document (**Offer**). Participation in the Offer will not incur brokerage costs. This document has been issued by the Company and explains the features of the Offer.

Key dates

Event	Date
Record Date	5.00pm (WST) on Friday, 19 July 2019
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Despatch of holding statements/ confirmation advices for New Shares	Monday, 26 August 2019
Commencement of trading of Shares	Monday, 26 August 2019

The timetable is indicative only and the Company may, at its discretion, vary any of the above dates (other than the Record Date) by making an announcement to ASX.

Defined terms and abbreviations used in this document are set out in clause 19 of the Terms and Conditions.

Important notices

The offer contained in this document is not a recommendation to purchase New Shares. If you are in any doubt about the Offer, you should consult your financial or other professional adviser.

If you apply to participate in the Offer by making a BPAY^{®1} payment or completing and returning the Application Form with a cheque or money order, you are accepting the risk that the market price of Shares may change between the date of the Offer and the Allotment Date.

This means it is possible that, up to or after the Allotment Date, you may be able to buy Shares on market at a lower price than the Offer Price. If the market price of Shares is lower than the Offer Price after the Allotment Date, the price at which you will be able to sell your New Shares, and their value, will be less than what you paid for them.

Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person.

¹ [®] Registered to BPAY Pty Limited ABN 69 079 137 518. New Zealand based shareholders cannot apply using BPAY[®] unless they have an Australian bank account.

This document has been prepared to comply with the requirements of the laws of Australia. This document does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register the New Shares or otherwise permit an offering of New Shares in any jurisdiction outside of Australia except to the extent permitted below.

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand). This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

The Company recommends that you monitor its announcements and the Share price, which can be found on its website at www.voltresources.com and on the ASX website at www.asx.com.au (ASX code: VRC).

Further information

Please refer to the announcement made by Company on Monday, 22 July 2019 for further background and information in relation to the Offer.

If you have any questions in relation to the Offer or how to complete the Application Form, please call the Share Registry, Advanced Share Registry Services, on (08) 9389 8033 (callers within Australia) or +61 8 9389 8033 (callers outside Australia), or consult your financial or other professional adviser.

Letter to Shareholders

23 July 2019

Dear Shareholder,

Volt Resources Limited Share Purchase Plan Offer

On behalf of the Directors of Volt Resources Limited (**Volt** or the **Company**), I am pleased to offer you the opportunity to participate in the Company's Share Purchase Plan (**SPP**). Under the SPP you can acquire up to \$15,000 worth of new fully paid ordinary shares in Company (**New Shares**) without paying any brokerage or other charges.

Under the SPP, eligible shareholders may elect to apply to purchase a parcel of shares with a dollar amount totalling \$1,000, \$2,500, \$5,000, \$7,500, \$10,000 or \$15,000.

The SPP issue price will be a 20% discount to the volume-weighted average market price (**VWAP**) of the Company's shares traded on the Australian Securities Exchange (**ASX**) over the last 5 days on which such sales were recorded immediately prior to the date the New Shares are issued under the SPP, rounded up to the nearest tenth of a cent.

The Company is seeking to raise a minimum of \$1,100,000 under the SPP. The SPP is underwritten by Patersons Securities Limited (**Underwriter**) to the value of \$1,100,000 (**Underwritten Amount**).

Funds raised under the SPP will be used to repay the outstanding loan notes due to Riverfort Global Capital and Yorkville Advisors due 14 September 2019 (refer ASX announcement Monday, 15 July 2019) and for general working capital and corporate purposes.

Participation in the SPP is optional and is open to shareholders who were registered as holders of Shares at 5.00pm (WST) on Friday, 19 July 2019 and whose registered address is in Australia or New Zealand. New Zealand shareholders must still be a shareholder on the date the offer opens (i.e Tuesday, 23 July 2019).

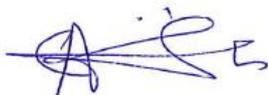
The Directors of the Company who are Eligible Shareholders on the Record Date intend to participate in the SPP.

The offer to participate in the SPP will open on Tuesday, 23 July 2019 and will remain open until 5.00pm (WST) on Friday, 16 August 2019.

Full details of the SPP and how to participate are contained in the Terms and Conditions accompanying this document which I encourage you to read and consider carefully.

Thank you for your continued support of the Company.

Yours sincerely,



Asimwe Kabunga
Chairman
Volt Resources Limited

Frequently Asked Questions

This section provides a summary of the key aspects of the Offer. You should read it in conjunction with the terms and conditions of the Offer provided in the annexure to this document.

What is the Offer?

This share purchase plan is a means by which Eligible Shareholders may subscribe for up to \$15,000 worth of New Shares without brokerage or other transaction costs. New Shares issued under the Offer will rank equally with other Shares as at the date of issue, and will be able to be traded on ASX (subject to ASX granting quotation of the New Shares).

The Company is seeking to raise a minimum of \$1.1 million under the Offer, and the Offer is underwritten to that amount. If total applications in the SPP exceed the \$1.1 million to be raised under the Offer, the Directors of the Company may, in their absolute discretion, accept or scaleback all applications on an equitable basis. Directors may also, in their absolute discretion, decide to increase acceptances in the event of oversubscriptions (up to the maximum permitted by the ASX Listing Rules).

Who is eligible to participate in the Offer?

Shareholders with a registered address in either Australia (and its external territories) or New Zealand as at 5.00pm (WST) on Friday, 19 July 2019 are eligible to participate in the Offer, provided that such shareholder is not in the United States and is not, and is not acting for the account or benefit of, a US Person.

For New Zealand shareholders, you must still be a shareholder at the date of the Offer, that is Tuesday, 23 July 2019.

Do I have to participate in the Offer?

No. Participation is voluntary. If you do not wish to participate in the Offer, you do not need to do anything, and the Offer will lapse at 5.00pm (WST) on Friday, 16 August 2019.

Can a third party participate in the Offer in my place?

No. The Offer is non-renounceable and cannot be transferred.

How much can I invest under the Offer?

The maximum investment under the Offer is \$15,000. You may apply to purchase a parcel of \$1,000, \$2,500, \$5,000, \$7,500, \$10,000 or \$15,000 worth of New Shares.

The number of New Shares is rounded up to the nearest whole number after dividing the dollar amount by the Offer Price.

What is the issue price of New Shares under the Offer?

The Shares under the SPP will be issued at a 20% discount to the volume-weighted average market price (**VWAP**) for the Shares of the Company calculated over the last 5 days on which sales in Shares were recorded immediately prior to the Allotment Date (as defined in the Key Dates timetable above), rounded up to the nearest tenth of a cent.

The Shares of the Company are a speculative investment, and the price of the Shares might rise or fall between the date of this Offer and the date the Shares are issued. This means that the price paid for a Share under the SPP may be greater or less than the price of Shares at the time they are issued to Eligible Shareholders and affect the actual number of Shares to be issued to each applicant pursuant to the SPP.

How do I apply for New Shares under the Offer?

If you wish to participate in the Offer, you need to do either of the following:

Option 1

Pay via BPAY®

To pay via BPAY® you will need to:

- be an account holder with an Australian financial institution;
- use the personalised reference number shown on your Application Form, which is required to identify your holding; and
- ensure that your payment is received by the Share Registry before 5.00pm (WST) on Friday, 16 August 2019.

If paying via BPAY®, you **do not** need to complete and submit the Application Form but you will be taken to have made the statements and certifications on the Application Form.

Please note that your financial institution may implement earlier cut-off times with regards to electronic payment. Please take this into consideration when making payment via BPAY®.

Option 2

Pay by cheque

Please complete the Application Form and forward it with your payment by cheque (or money order) in Australian dollars made payable to "Volt Resources Limited" to the Share Registry, at the address set out on the Application Form. A reply paid envelope is enclosed for the convenience of Shareholders in Australia, and a self-addressed envelope is enclosed for the convenience of shareholders outside Australia. Shareholders in New Zealand will need to affix the appropriate postage to the self-addressed envelope.

Your completed Application Form and cheque must be received by the Share Registry prior to the close of the Offer at 5.00pm (WST) on Friday, 16 August 2019.

Are there any other terms and conditions attached to the Offer?

The terms and conditions relating to the Offer are set out in full in this document. Please read the Terms and Conditions carefully, as you will be bound by them in participating in the Offer. Shareholders accepting the Offer will also be bound by the constitution of the Company.

What is the maximum investment for each shareholder?

The maximum investment for each shareholder is \$15,000. You may not apply for more than \$15,000 of New Shares in aggregate under the Offer, even though you may receive more than one offer, or offers in more than one capacity under the Offer.

How many shares will I receive?

You may apply for a parcel of New Shares with one of the application amounts set out in **clause 6** of the Terms and Conditions.

In the absence of the Company exercising its right to scale back your entitlement (see **clause 10** of the Terms and Conditions), the number of New Shares to be issued to you will be calculated by dividing your chosen application amount by the Offer Price, with any resulting fractions of a New Share being rounded up to the nearest whole number of Shares.

When will I receive my shares?

New Shares are expected to be allotted on Friday, 23 August 2019 (**Allotment Date**). Holding statements are expected to be despatched by Monday, 26 August 2019.

When can I trade allocated shares?

You can trade your New Shares after the Allotment Date. However, given the possibility that applications may be scaled back, you should confirm your holding on or after the Allotment Date before trading any New Shares you believe you have acquired under the Offer.

Is the Offer underwritten?

Yes, the Offer is underwritten by Patersons Securities Limited (ABN 69 008 896 311) (**Underwriter**) to the value of \$1,100,000 (**Underwritten Amount**).

In the event that Eligible Shareholders do not subscribe for Shares under the Offer to the value of the Underwritten Amount, then the resultant shortfall up to the Underwritten Amount will, subject to the terms of the underwriting agreement, be placed to nominees of the Underwriter at its direction.

Terms and Conditions of the Share Purchase Plan

1. Offer

- 1.1. The Offer entitles eligible shareholders of the Company to apply to purchase up to \$15,000 worth of New Shares through this share purchase plan.

2. Eligibility to participate

- 2.1. You are eligible to participate in the Offer if you were a registered holder of Shares at 5.00pm (WST) on Friday, 19 July 2019 (**Record Date**) with a registered address in Australia (and its external territories) or New Zealand, unless:
 - (a) you hold Shares on behalf of another person who resides outside Australia (and its external territories) or New Zealand; or
 - (b) you are, or are acting for the account or benefit of, a US Person.
- 2.2. For New Zealand shareholders, you must still be a shareholder at the date of the Offer, that is Tuesday, 23 July 2019.
- 2.3. The Company has determined that it is either unlawful or impracticable for holders of Shares with registered addresses in jurisdictions outside Australia (and its external territories) and New Zealand to participate in the Offer.
- 2.4. If you are the only registered holder of a holding of Shares, but you receive more than one offer (for example, due to multiple registered holdings), you may only apply for a maximum of \$15,000 of New Shares in aggregate under the Offer.
- 2.5. Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification under **clause 7.1(j)** by one joint holder will be effective in respect of the other joint holder(s).
- 2.6. If you are a Custodian for a beneficiary or beneficiaries, you may apply for one maximum parcel of New Shares for each beneficiary (or if you are a Custodian for two or more joint beneficiaries, for each such holding as if it was held by a single person). Further information in relation to how Custodians may apply for New Shares is set out in **clause 7.2**.
- 2.7. Directors and employees of the Company who hold Shares may be Eligible Shareholders. The Directors of the Company who are Eligible Shareholders on the Record Date intend to participate in the Plan.

3. Rights to apply for New Shares are non-renounceable

- 3.1. If you are an Eligible Shareholder, your rights under the Offer are personal to you and are non-renounceable, which means that you cannot transfer your rights to another person.

4. Offer Price

- 4.1. The Shares to be issued under the Offer will be issued at a 20% discount to the volume-weighted average market price (**VWAP**) for Shares of the Company calculated over the last 5 days on which sales in the Shares were recorded before the Allotment Date, rounded up to the nearest tenth of a cent.
- 4.2. The Shares of the Company are a speculative investment, and the price of the Shares might rise or fall between the date of this Offer and the date the Shares are issued. This means that the price paid for a Share under the SPP may be greater or less than the price of Shares at the time they are issued to Eligible Shareholders and affect the actual number of Shares to be issued to each applicant pursuant to the SPP.

5. Timing

- 5.1. The Offer opens on Tuesday, 23 July 2019 and closes at 5.00pm (WST) on Friday, 16 August 2019, unless extended. The Company proposes to allot New Shares on Friday, 23 August 2019 and send confirmations to shareholders by Monday, 26 August 2019.
- 5.2. The Company reserves the right to extend the Offer or the proposed Allotment Date at any time by making an announcement to ASX.

6. Applying for New Shares

You may apply for a parcel of New Shares under the Offer with one of the application amounts set out in the table below. The maximum investment by an Eligible Shareholder under the Offer is \$15,000.

Amounts Payable
\$15,000
\$10,000
\$7,500
\$5,000
\$2,500
\$1,000

- 6.1. If you apply for New Shares under the Offer, you are applying for a certain value of New Shares at the Offer Price (defined above), rather than a certain number of New Shares. Fractional New Shares will not be issued and any fraction of a New Share will be rounded up to the nearest whole number of Shares.
- 6.2. You may not apply for more than \$15,000 of New Shares in aggregate under the Offer, even though you may receive more than one offer, or offers in more than one capacity, under the Offer.
- 6.3. If you wish to apply for New Shares under the Offer you should either:
- (a) pay directly via BPAY[®] on the internet or by telephone, using the details on the Application Form (New Zealand based shareholders cannot apply using BPAY[®] unless they have an Australian bank account). Please ensure that your payment is received by the Share Registry before 5.00pm (WST) on Friday, 16 August 2019. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should take this into consideration when making any electronic payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY[®] are received in time. The Application Form does not need to be returned in this case. Please note that New Zealand Shareholders having an Australian bank account can also use BPAY[®]; or
 - (b) complete the Application Form and forward it with your payment by cheque (or money order) in Australian dollars made payable to "Volt Resources Limited" to the Share Registry, at the address set out on the Application Form. A reply paid envelope is enclosed for the convenience of Australian shareholders. Application Forms (with application payments) must be received by the Share Registry by 5.00pm (WST) on Friday, 16 August 2019.
- 6.4. Do not forward cash. Receipts for payment will not be issued.
- 6.5. Funds paid via BPAY[®] or Application Forms (with application payments) must be received by the Share Registry by the applicable time (specified above) on Friday, 16 August 2019. The Company may reject applications received after this time. If your cheque does not clear, your application will not be accepted and you agree to be responsible for any dishonour fees or other costs incurred.

- 6.6. If your Application Form or application is incomplete, contains errors or is otherwise invalid or defective, the Company may, in its sole discretion, accept, reject, correct or amend your application, issue such number of New Shares to you as it considers appropriate, refund your application money, or take any combination of these actions. Any necessary refund will be paid to you shortly after the close of the Offer. No interest will be paid on any refunded money.
- 6.7. You cannot withdraw or revoke your application once you have sent in an Application Form or paid via BPAY®.

7. Effect of making an application

7.1. If you submit a BPAY® payment or complete and return the Application Form:

- (a) you will be deemed to have represented and warranted that you are an Eligible Shareholder, you have read and understood these Terms and Conditions and you subscribe for New Shares in accordance with these Terms and Conditions;
- (b) you authorise the Company to correct or amend your Application Form as contemplated by **clause 6.6**;
- (c) you acknowledge that the market price of Shares may rise or fall between the date of the Offer and the Allotment Date and that the Offer Price you pay for the New Shares may exceed the market price of the Shares on the Allotment Date;
- (d) you accept the risk associated with any refund that may be despatched to you at your address as shown on the Share register;
- (e) you are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque for payment which is dishonoured;
- (f) you acknowledge that the New Shares have not, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia (and its external territories) or New Zealand, and accordingly, the New Shares purchased under the Offer may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- (g) you represent and warrant that you are not a US Person, and are not applying under the Offer for or on behalf of a US Person;
- (h) you represent and warrant that you have not and will not send any materials relating to the Offer to any person in the United States that is, or is acting for the account or benefit of, a US Person;
- (i) you acknowledge that you have not been provided with investment advice or financial product advice by the Company or the Share Registry; and
- (j) you certify that you have not applied for, or instructed a Custodian to apply on your behalf for, New Shares with an application price which, when aggregated with the application price for any Shares issued to you or a Custodian on your behalf under the Offer or any similar Company arrangement in the 12 months prior to your application, exceeds \$15,000. This certification by one joint holder of Shares will be effective in respect of the other joint holder(s).

7.2. If you are a Custodian, you certify:

- (a) that, as at the Record Date, you hold Shares on behalf of one or more beneficiaries, and that those beneficiaries have been provided with a copy of this document and instructed you to apply for New Shares;
- (b) details of the number of beneficiaries who have instructed you to apply for New Shares on their behalf, their names and addresses, the number of Shares you hold on their behalf and the number of New Shares they have instructed you to apply for are correct;

- (c) you have not applied for New Shares on behalf of any beneficiary with an application price which, when aggregated with the application price for any Shares issued to you on behalf of that beneficiary under the Offer or any similar Company arrangement in the 12 months prior to your application, exceed \$15,000; and
- (d) that you:
- (i) hold an Australian financial services licence that covers the provision of a custodial or depository service (within the meaning given by section 766E of the Corporations Act) or covers the operation of an IDPS (as defined in ASIC Class Order CO 13/763); or
 - (ii) do not hold an Australian financial services licence for the provision of a custodial or depository service as described in the Class Order and are exempt from the requirement to hold such a licence; or
 - (iii) otherwise meet the definition of Custodian in the Class Order.

7.3. Custodians wishing to participate on behalf of one or more beneficiaries should contact the Share Registry to obtain more information on how to apply and the form of certification to be given.

7.4. Please note that if you hold Shares in the capacity of a trustee or a nominee for another person but you do not meet the definition of Custodian in the Class Order, you cannot participate for beneficiaries in the manner outlined in **clause 7.2** above. In this case, the rules for multiple registered holdings as described in **clause 2.4** apply.

8. Rights attached to the New Shares

8.1. New Shares issued under the Offer will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements as at the Allotment Date. The Company will apply for the New Shares to be quoted on ASX.

9. Costs of participation

9.1. No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and allotment of, New Shares under the Offer.

10. Right to scale back entitlements

10.1. Under the Offer, the Company seeks to raise a minimum of \$1,100,000. Notwithstanding this, the Company reserves absolute discretion regarding the amount raised under the SPP.

10.2. In the event of an oversubscription by the Closing Date the directors of the Company may, in their absolute discretion, accept or scale-back all applications on an equitable basis.

10.3. If applications under the SPP are received in excess of \$1,100,000, the Company retains the discretion to issue more Shares to satisfy all or part of such applications up to the maximum permitted under the ASX Listing Rules. If the Company rejects or scales back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest.

11. Refunds

11.1. Refunds under the Offer may be paid under various circumstances. For example, if applications are made incorrectly the entire payment may be refunded, or if allocations are scaled back a partial refund may be made.

11.2. If a refund is made, payment will be by cheque mailed to your address as shown on the Share Register.

11.3. You will not receive any interest on funds refunded to you.

11.4. Any refund made to you is despatched at your risk.

12. United States

12.1. Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person. Participation in the Offer, directly or indirectly, in violation of these restrictions is not permitted, and any such participation will be invalid.

12.2. This document is not an offer of securities for sale in the United States or to any person that is, or is acting for the account or benefit of, a US Person. The Company's Shares have not been, and will not be, registered under the US Securities Act and may not be offered, sold or delivered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person, except in accordance with an available exemption from registration.

12.3. Because of the legal restrictions summarised above, you must not send copies of any Offer materials to any of your clients (or any other person) in the United States or to any person that is, or is acting for the account or benefit of, a US Person. Consistent with the warranties set out above, you are also advised not to submit any Application Form or make payment by BPAY[®] or otherwise in respect of the purchase of New Shares under the Offer on behalf of any of your clients (or any other person) in the United States or that is, or is acting for the account or benefit of, a US Person. Failure to comply with these restrictions may result in violations of applicable securities laws.

13. Dispute resolution

13.1. The Company reserves the right to settle, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Offer. The Company's decision will be conclusive and binding on all shareholders and other persons to whom the determination relates.

14. Waiver, amendment, suspension and termination

14.1. The Company may, in its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions or suspend, withdraw or terminate the Offer at any time. Any such waiver, amendment, variation, suspension, withdrawal or termination will be binding on all Eligible Shareholders even where the Company does not notify you of the event.

14.2. The Company is not liable for loss, cost or expense arising out of any exercise of its discretions under these Terms and Conditions.

15. ASIC relief

15.1. The Offer is made in accordance with the Class Order. The Class Order grants relief from the requirement to prepare a prospectus for the offer of New Shares up to \$15,000 under the Offer, subject to certain terms and conditions.

15.2. In accordance with the terms of the Class Order, the Company will give a notice to ASX that complies with the Class Order.

16. Governing law

16.1. These Terms and Conditions are governed by the laws in force in Western Australia.

17. Binding terms

17.1. By accepting the offer to purchase New Shares under the Offer, you agree to be bound by these Terms and Conditions and the constitution of the Company.

18. Underwriting

- 18.1. The Offer is underwritten by Patersons Securities Limited (ABN 69 008 896 311) (**Underwriter**) to the value of \$1,100,000 (**Underwritten Amount**). In the event that Eligible Shareholders do not subscribe for Shares under the Plan to the Underwritten Amount, then the resultant shortfall up to the Underwritten Amount will, subject to the terms of the underwriting agreement, be placed to nominees of the Underwriter at its direction.
- 18.2. The underwriting agreement between the Underwriter and the Company contains customary conditions, warranties and undertakings and is subject to various termination events exercisable by either party.
- 18.3. In addition, upon completion of the SPP Offer and subject to the Company's remaining available placement capacity pursuant to ASX Listing Rule 7.1, the Company may at the Underwriters election undertake a separate placement of Shares to raise up to a further circa \$1.1 million (before costs) (**Top-Up Placement**). The Top-Up Placement will be conducted by Patersons Securities Limited as lead manager to the Top-Up Placement. The Top-Up Placement is not underwritten.
- 18.4. The Underwriter will be paid an underwriting fee of 6% of the total gross amount raised under the SPP and the Top-Up Placement (if any). The underwriter will also be paid a corporate advisory fee of \$30,000 (plus GST).

19. Definitions

In this document the following terms have these meanings:

\$	Australian dollars.
Allotment Date	The date the New Shares are allotted, expected to be Friday, 23 August 2019.
Application Form	The application form which accompanies this document.
ASIC	The Australian Securities and Investments Commission.
ASX	ASX Limited or the Australian Securities Exchange, as the context requires.
Class Order	ASIC class order CO 09/425.
Company	Volt Resources Limited ACN 106 353 253.
Corporations Act	<i>The Corporations Act 2001</i> (Cth).
Custodian	The meaning given in the Class Order.
Directors	The directors of the Company.
Eligible Shareholder	A person who is eligible to participate in the Offer in accordance with clause 2 of the Terms and Conditions.
New Shares	The Shares offered in this document.
Offer	The offer of New Shares in this document.
Offer Price	The amount equal to a 20% discount to the VWAP for Shares calculated over the last 5 days on which sales in Shares were recorded on the ASX immediately prior to the Allotment Date, rounded up to the nearest tenth of a cent.
Record Date	The record date for the Offer being 5.00pm (WST) on Friday, 19 July 2019.
Share Purchase Plan Offer, SPP or Plan	This document.

Share Registry	Advanced Share Registry Services ACN 127 175 546.
Shares	Fully paid ordinary shares in Volt Resources Limited.
Terms and Conditions	The terms and conditions of the Offer set out in this document.
Underwriter	Patersons Securities Limited ABN 69 008 896 311.
Underwritten Amount	\$1,100,000.
US Person	A "US person" as defined in Regulation S under the US Securities Act of 1933.
US Securities Act	The US Securities Act of 1933, as amended.
VWAP	Has the meaning given to that term in the Official Listing Rules of the ASX.

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