



VOLT
RESOURCES

ASX ANNOUNCEMENT

By e-lodgement

20 November 2019

Company Announcements Platform
Australian Securities Exchange
Level 4
20 Bridge Street
SYDNEY NSW 2000

By Electronic Lodgement

Dear Sir/Madam

NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001

This notice is given by Volt Resources Limited (ASX: VRC) (**Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Instrument 2016/84**). References in this notice of the Corporations Act are references to the Corporations Act as modified or amended by Instrument 2016/84.

The Company has announced its intention to undertake a non-renounceable entitlement offer of 1 new ordinary fully paid share in the capital of the Company (**Share**) for every 12.9 Shares held by eligible shareholders with a registered address in Australia and New Zealand (**Entitlement Offer**). The Company wishes to advise that the record date for determining eligibility to participate in the Entitlement Offer will now be 5:00pm (AEDT) on Monday, 25 November 2019 (**Record Date**).

Based on the Company's current issued share structure (and assuming 8,333,334 Shares the subject of Resolution 6 of the Notice of Annual General Meeting are issued prior to the Record Date and no options to acquire Shares are exercised or performance rights vest prior to the Record Date), the Entitlement Offer will result in the Company issuing up to 125,096,172 fully paid ordinary shares if the Entitlement Offer is fully subscribed, which would result in the Company raising approximately \$1.250 million (before costs).

Eligible Shareholders who subscribe for their entitlement under the Entitlement Offer in full may apply for additional New Shares under an oversubscription facility. As previously announced to ASX, the Company's Chairman Mr Asimwe Kabunga via Kabunga Holdings Pty Ltd, has agreed to underwrite up to \$600,000 of any shortfall from the Entitlement Offer.

For the purposes of section 708AA(2)(f) of the Corporations Act, the Company gives notice that:

- a) the Company will offer the Shares for issue without disclosure to investors under Part 6D.2 of the Corporations Act;

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- b) the Company is providing this notice under paragraph 2(f) of section 708AA of the Corporations Act;
- c) as at the date of this notice the Company has complied with:
- i. the provisions of Chapter 2M of the Corporations Act as they apply to the Company;
 - ii. section 674 of the Corporations Act;
- d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act; and
- e) the potential effect that the issue of the new Shares pursuant to the Entitlement Offer will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand. If all shareholders subscribe for their entitlements, then all shareholders will retain their percentage ownership in the Company, and the issue of Shares under the Entitlement Offer is not expected to have any material effect on the control of the Company.

The capital structure of the Company after the Entitlement Offer will be as follows (assuming none of the 25,536,000 options currently on issue are exercised, and none of the 20,000,000 performance rights currently on issue vest, before the Record Date and subject to rounding of any fractional Entitlements under the Entitlement Offer):

Shares currently on issue	1,605,407,291
To be issued subject to shareholder approval at the AGM on 20 November 2019	8,333,334
Maximum number of New Shares offered under the Entitlement Offer	125,096,172
Total Shares on issue on completion of the Entitlement Offer, assuming the maximum number of New Shares that are offered are issued	1,738,836,797

As at the date of this document and based on information made available to the Company, the current substantial shareholders of the Company are:

Substantial shareholder	Shareholding	Shareholding %
Kabunga Holdings Pty Ltd	169,725,351	10.52%

Kabunga Holdings Pty Ltd is an entity controlled by the Company's Chairman, Mr Asimwe Kabunga.

The Entitlement Offer may have the following control effects on the Company:

- a) Eligible Shareholders who take up their full entitlement should maintain their existing percentage interest, or even increase (depending upon the extent to which entitlements under the Entitlement Offer are taken up) their existing percentage interest, in the total issued share capital of the Company;
- b) Eligible Shareholders who do not take up their full Entitlement may be diluted;
- c) the table below sets out the effect of the Entitlement Offer if the Company's substantial shareholder, Kabunga Holdings Pty Ltd takes up its entitlement in full and no other eligible Shareholders take up any of their entitlements and no other New Shares are issued:

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Substantial shareholder	Shareholding as at the date of this Offer Booklet	Shareholding % as at the date of this Offer Booklet	Rights	Shareholding % if full Entitlement subscribed for and no other Eligible Shareholders take up any of their Rights
Kabunga Holdings Pty Ltd	169,725,351	10.52%	13,157,004	11.24%

Further, Kabunga Holdings Pty Ltd has agreed to underwrite the subscription of up to 60,000,000 New Shares pursuant to an underwriting agreement entered into with the Company in connection with the Entitlement Offer. If Kabunga Holdings Pty Ltd takes up its entitlement in full, no other Eligible Shareholders take up any of their entitlements, and subsequently subscribes for an additional 60,000,000 New Shares pursuant to the underwriting agreement, Kabunga Holdings Pty Ltd will acquire a relevant interest in 242,882,355 Shares, equating to approximately 14.40% of the issued capital of the Company upon completion of the Entitlement Offer. This assumes the underwriting agreement is not terminated and no options are exercised.

So far as the Company is aware, no one Shareholder will as a result of the Entitlement Offer its voting power from below 20% to above a 20% interest in the Company.

By order of the Board



Susan Hunter
Company Secretary

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