

# ANNUAL REPORT

For the year ended 30 June 2023

ACN: 106 353 253

## Chairman's Letter

Year 2023 will be remembered as a year of hard work, accomplishments, and consolidation at Volt Resources. Not only did the team lay a solid foundation to move forward from, the Zavalievsky staff were able to recommence production in a conflict zone, a new discipline of fiscal management and the continued work to unlock the value in our potential second graphite mine.

Becoming a graphite producer in Europe has continued to bring challenges, given the ongoing conflict in the Ukraine. In July 2021, Volt acquired a 70% interest in the Zavalievsky Graphite group, a very long-life asset and in production for close to a century. As reported recently, Zavalievsky is back in production and work has also begun to develop new potential revenue streams from the business in a measured approach.

Volt unveiled a new strategy which calls for becoming an integrated natural graphite producer to capitalise on market attractiveness, our strong unique sales proposition, and market tailwind. We believe this will create value for the shareholders. In recognition of the potential value in this vertical business integration, Volt formed a US subsidiary (Volt Energy Materials LLC) in 2022 to create a solid footprint from which to capitalise on battery markets. US federal government support, through its policy and financial incentives, is supporting the battery industry. This Government support represents a real opportunity that Volt Energy Materials plans to be a part of in the coming year.

While graphite production at Zavalievsky creates immediate value for investors, and these downstream initiatives are a medium-term value driver, the development of our Bunyu graphite project in Tanzania is now being brought to the forefront as we progress its development in two stages. The initial feasibility study for Stage 1 has an estimated capex of US\$31.8m for a mine and processing facility for 23,700 tonnes of graphite products annually on average.

As mentioned during the year, Volt's Management team has been working tirelessly on an update for the stage 1 Feasibility Study to reflect current market conditions. In association with the Feasibility Study update, Management has successfully secured two binding offtake agreements during the year, accounting for all the stage 1 production volume.

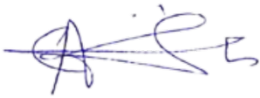
There is also significant potential long-term value in exposure to quality lithium assets, particularly with access to key European markets. To this end, Volt entered into an agreement to acquire three license applications in Serbia in November 2021 that are prospective for lithium-borate, once the licenses have been granted the acquisition can be finalised. Drilling is planned across all three licences, subject to the applications being granted.

Given Volt's strategy to focus on becoming a significant supplier in the battery materials supply chain, we have been looking at ways to crystallise value held in our Gold Projects in Guinea during the year. We remain focused in finding the best value for our shareholders whilst not incurring any further material investment into the project.

As Volt progresses through the 2023/24 financial year, we look to build on the momentum securing financing for the Stage 1 Bunyu Project and accelerating downstream projects. Progressing with these key objectives that will see us extract further value for our shareholders.

On behalf of the Volt Board, I would like to thank our teams across all locations for their continued dedication, not least those at Zavalievsky, who have endured and succeeded in extremely challenging circumstances.

We would also like to thank all shareholders for your continued support through the year as the Volt business grows toward becoming a mature, vertically integrated producer of graphite products for the battery industry. This is an exciting time for your Company, and we look forward to keeping you updated as we continue our progress.



Asimwe Kabunga  
Executive Chairman

27 September 2023

## Material business risks

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

As the risks described in this section may impact upon the Company's future performance, the Company and its Directors have taken steps to safeguard the Company from, and to mitigate the Company's exposure, to these risks.

### Risk related to the Graphite and Lithium Market, Gold Prices, and the Volt Group's Activities

#### General Economic and Political Risks

Changes in the general economic and political climate in the jurisdictions in which the Volt Group and its assets are located, or on a global basis that could impact on economic growth, the graphite and/or gold price, interest rates, the rate of inflation, taxation and tariff laws, domestic security which may affect the value and viability of any mining activity that may be conducted by the Volt Group.

#### Title Risk

All licenses are subject to compliance with certain requirements, including but not limited to, meeting the minimum exploration work commitments, lodgement of reports, payment of royalties and compliance with environmental conditions and environmental legislation, and government policies. Consequently, the Volt Group could lose title to or its interest in any of the licenses to any of its assets if these requirements are not met.

#### Risks of Foreign Operations

The Volt Group operates in areas that may be considered politically unstable and is subject to the laws of foreign jurisdictions. The Volt Group's graphite operations and related assets are in Tanzania and Ukraine, lithium exploration license applications in Serbia, and its gold exploration projects are located in Guinea. Tanzania and Guinea rank in the lowest quartile of both the Human Development Index (World Bank) and the Ease of Doing Business Index (World Bank) and may be considered to be politically and/or economically unstable. Ukraine and Serbia are highly ranked in terms of both indexes. Risks exist in terms of the relevant governmental approval for the various activities which mining licenses require and the timetable associated with obtaining such approvals.

Volt is subject to extensive laws and regulations governing prices, taxes, royalties, production, transport, pollution control, export of graphite and many other aspects of its business in its country of operations. There can be no assurance that the actions of present or future national governments will not materially and adversely affect the business, financial condition, or results of operations of the Volt Group.

Through its operations in foreign jurisdictions, the Volt Group may become subject to economic and political risks, such as:

- the renegotiation, cancellation or forced modification of existing contracts and product sharing agreements;
- expropriation or nationalization of property;
- changes in laws or policies or increasing legal and regulatory requirements, including those relating to tax, royalties, imports, exports, duties, currency or other claims by government entities (including retroactive claims or changes in administration of laws, policies and practices);
- uncertain political and economic environments, war, terrorism, sabotage and civil disturbances;
- delays or inability to obtain or maintain necessary government permits or to operate in accordance with such permits or regulatory requirements; and
- currency fluctuations.

On 24 February 2022, the Russian military invaded Ukraine. Operations at the Company's 70% owned Zavalievsky Graphite business located at Zavallya were suspended immediately and all staff requested to remain at home following the commencement of the invasion. The town of Zavallya is located in a rural area with no military or major infrastructure targets in the region. There has been no military action near Zavallya since the commencement of hostilities and ZG management at this stage see little risk at Zavallya to ZG staff, their families located at the town and the business assets during this conflict.

On 2 August 2022, Zavalievsky Graphite Group restarted operations at the Zavallya mine. The decision to restart was based on the lack of Russian forces in the immediate vicinity of Zavallya and the belief that a restart of the business is viable and safe for ZG Group staff members. The associated impacts of the war including power and transport disruptions, and limited sources of financing will continue to have a material impact on operations.

Exploration, development or production activities in Tanzania, Guinea, Ukraine, and Serbia may require protracted negotiations with host governments and third parties and there is no guarantee that results of these negotiations will be favourable.

In addition, if a dispute arises with regards to Volt's graphite operations, Volt will be subject to the exclusive jurisdiction of the courts of Tanzania. Tanzania's legal system, developing since independence in 1961, is relatively emergent compared to for instance the 800 year old UK legal system, therefore Volt may have difficulty in obtaining effective legal redress in the national courts. Similarly in Guinea, The judicial system is based on French civil law, customary law, and decree; legal codes are under revision, and Guinea has not accepted compulsory ICJ jurisdiction. In 1958 and 1965, the government introduced some customary law, but retained French law as the basic framework for the court system.

In Ukraine the law and legal system are subject to deep and complex changes. Since independence Ukraine has made progress in the creation of new legislation. On its way to incorporate international legal standards in its domestic legislation and make it consistent

with international norms, Ukraine adopted in 1996 a new constitution and market-oriented laws.

The development of Ukrainian legal system has been significantly influenced by the declared European integration of the country. Ukraine is currently in the process of adapting its legislation to European norms and standards with a goal to acquire full membership to the European Union.

According to the Constitution of Serbia, the Government:

- Determines and guides
- Executes laws and other general acts of the National Assembly
- Adopts regulations and other general acts for the purpose of enforcing laws
- Proposes to the National Assembly the laws and other general acts and gives an opinion on them when submitted by another proposer
- Directs and coordinates the work of public administration bodies and supervises their work, and
- Performs other duties determined by the Constitution and the law.

Also, the Government is responsible to the National Assembly for the policy of the Republic of Serbia, for the implementation of laws and other general acts of the National Assembly and for the work of state administration bodies.

These risks may limit or disrupt Volt operations, restrict the movement of funds, or result in the deprivation of contract rights or the taking of property by nationalization or expropriation without fair compensation and may materially adversely affect Volt's financial position and results of operations. Volt operates in regions that may be subject to a higher degree of political, social and economic risks than more developed regions.

The occurrence of these several factors and uncertainties cannot be accurately predicted and could have an adverse effect on the operations or profitability of the Company. The Company has made its investment and strategic decisions based on the information currently available to its directors, however, should there be any material change in the political, economic, legal and social environments in Tanzania or Guinea, the directors may re-assess investment decisions and commitments to assets in the country.

### **Regulatory**

Changes in relevant taxes, legal and administration regimes, accounting practice and government policies may adversely affect the financial performance of the Company.

#### ***The Tanzanian government exercises significant influence over Tanzania's mining industry***

In Tanzania, the state retains ownership of the minerals and consequently retains control of the exploration and production of mineral resources. Accordingly, these operations may be materially affected by the government through royalty payments, export taxes and regulations, surcharges, value added taxes, production bonuses and other charges.

The Company has operated in Tanzania for a number of years and management believes the Company has reasonably good relations with the current Tanzanian government. However, there can be no assurance that present or future administrations or governmental regulations in Tanzania will not materially adversely affect the operations or future cash flows of the Company.

### **Risks Associated with Changes in Legislation**

Changes to mineral exploration or investment policies and legislation or a shift in political attitude within the jurisdiction in which the Volt operates may adversely affect the Volt's proposed operations and profitability. Government action or policy change in relation to access to lands and infrastructure, compliance with environmental regulations, export restrictions, taxation, royalties and subsidies may adversely affect Volt's operations and financial performance. Volt is governed by a series of national laws and regulations. Breaches or non-compliance with these laws and regulations can result in penalties and other liabilities. These may have a material adverse impact on the financial position, financial performance, cash flows, growth prospects and share price of the Company.

These laws and regulations may be amended from time to time, which may also have a material adverse impact on the financial position, financial performance, cash flows, growth prospects and share price for the Company. The legal and political conditions in Tanzania, Guinea, Ukraine, and Serbia and any changes thereto are outside the control of Volt.

The introduction of new legislation or amendments to existing legislation by the national government, developments in existing common law, or the interpretation of the legal requirements which govern Volt's operations or contractual obligations, could adversely affect the assets, operations and, ultimately, the financial performance of the Company and the value of its securities. In addition, there is a commercial risk that legal action may be taken against or by Volt in relation to commercial matters.

#### ***The evolution and interpretation of government legislation is uncertain and may impose restrictions on Volt***

Volt's business is subject to various levels of government controls and regulations which are revised from time to time. The Company is unable to predict what legislation may be proposed that might affect its business or when any such proposals, if enacted, might become effective. Such changes could require increased capital and operating expenditures and could prevent or delay certain operations by Volt. To the extent Volt is unable to comply with any such legislation, whether in the future or past, the Company may be unable to continue to successfully operate.

#### ***The 'Natural Wealth Resources' Regulations***

The introduction of new legislation such as the introduction in Tanzania of the Natural Wealth and Resources (Permanent Sovereignty) Act, 2017 and the Natural Wealth and Resources (Review and Renegotiation of Unconscionable Terms), 2017 which govern the Company's Tanzanian operations or contractual obligations, may adversely affect the assets, operations and, ultimately the financial performance of the Company and the value of its securities.



### **General Operational Risks**

Developing mineral resources inherently involves a high degree of risk. The business of Volt is subject to all of the operating risks normally associated with the exploration for, and the production, storage, transportation and marketing of graphite and/or gold. These risks include explosions, fire, migration of harmful substances and waste production spills, any of which could cause personal injury, result in damage to, or destruction of, production facilities and other property, eq equipment, and the environment, as well as interrupt operations. In addition, Volt will be subject to the risks normally incident to the construction of graphite and/or gold mines and the operation and development of graphite and/or gold properties, including encountering unexpected mining conditions, premature declines of resources, equipment failures and other accidents, adverse weather conditions, pollution and other environmental risks.

### **New Projects and Acquisitions**

The Company has to date and will continue to actively pursue and assess other new business opportunities. These new business opportunities may take the form of direct project acquisitions, joint ventures, farm-ins, acquisition of tenements/permits, or direct equity participation.

The acquisition of projects or other assets (whether completed or not) may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence and prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or successful. If the proposed acquisition is not completed, monies already advanced may not be recoverable, which may have a material adverse effect on the Company.

If an acquisition is completed, the Directors will need to reassess, at that time, the funding allocated to current projects and new projects or assets, which may result in the Company reallocating funds from other projects and/or the raising of additional capital (if available). Furthermore, notwithstanding that an acquisition may proceed upon the completion of due diligence, the usual risks associated with the new project/business activities will remain.

Furthermore, if a new investment or acquisition by the Company is completed, ASX may require the Company to seek Shareholder approval and to meet the admission requirements under Chapters 1 and 2 of the ASX Listing Rules as if the Company were a new listing. There would be costs associated with re-complying with the admission requirements. The Company may be required to incur these costs in any event, were it to proceed to seek to acquire a new project which is considered to result in a significant change to the nature or scale of its existing operations.

Any new project or business acquisition may change the risk profile of the Company, particularly if the new project is in another jurisdiction, involving a new commodity and/or changes to the Company's capital/funding requirements. Should the Company propose or complete the acquisition of a new project or business activity, investors should re-assess their investment in the Company in light of the new project/business activity.



## Ore Reserves and Mineral Resources Risks

### *Uncertainties in Estimating Reserves and Future Net Cash Flows*

Ore reserve and mineral resource estimates are expressions of judgement based on knowledge, experience, and industry practice. Estimates that were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource and reserve estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional drilling and analysis, the estimates may change. This may result in alterations to development and production plans which may in turn adversely affect the operations of Volt.

There are numerous uncertainties inherent in estimating quantities of proved and probable reserves and cash flows to be derived therefrom, including many factors beyond the control of the Company. These evaluations include a number of assumptions relating to factors such as initial production rates, ultimate recovery of reserves, timing and amount of capital expenditures, marketability of production, mineral price differentials to forecasts, operating costs, transportation costs, cost recovery provisions and royalties, governmental “back-in” methodology and other government levies that may be imposed over the producing life of the reserves.

Estimates of the economically recoverable graphite reserves attributable to the project properties, classification of such reserves based on risk of recovery and estimates of future net revenues associated with reserves may vary from actual results, and those variations could be material. The process of estimating reserves requires interpretations and judgments on the part of mining engineers, resulting in imprecise determinations, particularly with respect to new discoveries. Different engineers may make different estimates of reserve quantities and revenues attributable thereto based on the same data.

The reserve evaluation is based in part on the assumed success of activities Volt intends to undertake in future years. The reserves and estimated cash flows to be derived therefrom and contained in the reserve evaluation will be reduced to the extent that such activities do not achieve the level of success assumed in the reserve evaluation. The reserve evaluation is effective as of a specific effective date and, except as may be specifically stated, has not been updated and therefore does not reflect changes in the reserves of Volt since that date.

The estimation of proved reserves that may be developed and produced in the future are often based upon probabilistic calculations and upon analogy to similar types of reserves rather than upon actual production history. Estimates based on these methods generally are less reliable than those based on actual production history. Subsequent evaluation of the same reserves based upon production history may result in variation or revisions in the estimates reserves, and any such variations or revisions could be material. Market driven fluctuations of commodity prices may render the recovery of certain reserves uneconomic.

### *Risk of Inability to Maintain or Replace Reserve Levels*

Volt's ore reserves and production and, therefore, its cash flows and earnings are highly dependent upon Volt developing and increasing its current reserve base and discovering or acquiring additional reserves or resources. Without the addition of reserves through exploration, acquisition or development activities, the Volt Group's reserves and production will decline over time as they are depleted. To the extent that cash flow from operations is insufficient and external sources of capital become limited or unavailable, the ability of Volt to make the necessary capital investments to maintain and expand its graphite reserves will be impaired. There can be no assurance that Volt will be able to find and develop or acquire additional reserves to replace production at commercially feasible costs.

### **Environmental Risk**

#### *Risks Relating to Environmental and Other Regulations*

Extensive environmental laws and regulations will affect Volt operations. These laws and regulations set various standards regulating certain aspects of health and environmental quality, provide for penalties and other liabilities for the violation of such standards and establish in certain circumstances obligations to remediate current and former facilities and locations where operations are or were conducted. In addition, special provisions may be appropriate or required in environmentally sensitive areas of operation. There can be no assurance that Volt will not incur substantial financial obligations relating to environmental compliance. Significant liability could be imposed on Volt for damages, clean-up costs or penalties in the event of certain discharges into the environment or non-compliance with environmental laws or regulations. Such liability could have a material adverse effect on Volt. Moreover, Volt cannot predict what environmental legislation or regulations will be enacted in the future or how existing or future laws or regulations will be administered or enforced. Compliance with more stringent laws or regulations, or more vigorous enforcement policies of any regulatory authority, could in the future require material expenditures by Volt for the installation and operation of systems and equipment for remedial measures, any or all of which may have a material adverse effect on Volt.

While management believes that Volt is currently in compliance with environmental laws and regulations applicable to its operations in the jurisdictions it operates, no assurances can be given that it will be able to continue to comply with such environmental laws and regulations without incurring substantial costs.

Volt's planned operations are subject to extensive governmental legislation and regulation and increased public awareness concerning environmental protection. The introduction of more stringent regulations and conditions may also adversely affect Volt.

The Company expects that the cost of complying with environmental legislation and regulations will increase in the future. Compliance with existing environmental legislation and regulations has not had a material effect on capital expenditures, earnings or competitive position of Volt to date. Although management believes that Volt's operations and facilities are in compliance with such laws and regulations in all material respects, future changes in

these laws, regulations or interpretations thereof or the nature of its operations may require Volt to make significant additional capital expenditures to ensure compliance in the future.

### **Personnel Risks**

#### ***Reliance on Key Personnel***

The Company is highly dependent upon its executive officers and key personnel (including contractors). The unexpected loss of the services of any of these individuals could have a detrimental effect on the Company. There is no guarantee that the Company will retain members of its management team, and if the Company were to lose a member of its management team unexpectedly, its business, prospects, financial condition, and results of operations may be adversely affected.

#### ***Volt may not be able to attract and retain qualified personnel***

Volt may have difficulty attracting and retaining qualified local personnel to work on its projects due to shortages of qualified, experienced workers and competition for their services. It may also be difficult to attract, employ and retain qualified expatriate workers as a result of legal restrictions, socio-economic issues and security concerns in the jurisdictions in which the Company operates. In the event of a labour shortage, Volt could be forced to increase wages in order to attract and retain employees, which may result in higher operating costs and reduced profitability. A failure by Volt to attract and retain a sufficient number of qualified workers could have a material adverse effect.

### **Competition Risks**

#### ***Competition from other mining companies***

The graphite industry is competitive in all its phases. The Company competes with numerous other organizations in the search for, and the acquisition of, graphite properties and in the marketing of graphite products.

The Company's competitors include graphite companies that have substantially greater financial resources, staff and facilities than those of the Company. The Company's ability to increase its reserves in the future will depend on its ability to explore and develop its present properties. Competitive factors in the distribution and marketing of graphite include product quality, graphite flake size, price and methods and reliability of delivery and storage.

#### ***Increased competition in Tanzania may pose a threat to the Company's ability to market its products***

A period of increased exploration activity in Tanzania, which has yielded significant discoveries of graphite that could, when developed, lead to increased competition for graphite markets and lower graphite prices in the future. In addition, various factors, including the effect of foreign regulation of production and transportation, general economic conditions, changes in supply due to mining by other producers and changes in demand may adversely affect the Company's ability to market its graphite production.

#### ***The Company may be affected by the inability to respond to changing technical development***

The mineral resource industry is characterized by rapid and significant technological advancements and introductions of new products and services utilizing new technologies. Other companies may have greater financial, technical and personnel resources that allow them to enjoy technological advantages and may in the future allow them to implement new technologies before the Company. There can be no assurance that the Company will be able to respond to such competitive pressures and implement such technologies on a timely basis or at an acceptable cost. One or more of the technologies currently utilized by the Company or implemented in the future may become obsolete. If the Company is unable to utilize the most advanced commercially available technology, its business, financial condition and results of operations could also be adversely affected in a material way.

### **Insurance**

Insurance against all risks associated with graphite development and production is not always available or justifiable on a cost-benefit basis. The Company will maintain insurance where it is considered appropriate for its needs, however it will not be insured against all risks either because appropriate cover is not available or because the Directors consider the required premiums to be excessive having regard to the benefits that would accrue.

### **Risks relating to Corruption and Bribery**

Having assessed the Company's exposure to corruption in the jurisdictions in which it operates, it was concluded that the risk of the Company and/or its subsidiaries violating applicable laws prohibiting corrupt activities are mitigated or unlikely given the Company's controls relating to such risks and their effective operation. There can be no assurance, however that corruption may not directly or indirectly affect or otherwise impair the Company's ability to operate in Tanzania and effectively pursue its business plan in either country.

### **Information Technology Systems and Cyber-Security**

The Company has become increasingly dependent upon the availability, capacity, reliability and security of our information technology infrastructure and our ability to expand and continually update this infrastructure, to conduct daily operations. The Company depends on various information technology systems to store and collate geological information, estimate resource and reserve quantities, process and record financial data, manage our land base, administer our contracts with our service providers and lessees and communicate with employees. Further, the Company is subject to a variety of information technology and system risks as a part of its normal course of operations, including potential breakdown, invasion, virus, cyber-attack, cyber-fraud, security breach, and destruction or interruption of the Company's information technology systems by third parties or insiders.

Unauthorized access to these systems by employees or third parties could lead to corruption or exposure of confidential, fiduciary, or proprietary information, interruption to communications or operations or disruption to our business activities or our competitive position. Further, disruption of critical information technology services, or breaches of information security, could have a negative effect on our performance and earnings, as well as on our reputation. The Company applies technical and process controls in line with industry-accepted standards to protect our information assets and systems; however, these

controls may not adequately prevent cyber-security breaches. The significance of any such event is difficult to quantify but may in certain circumstances be material and could have a material adverse effect on the Company's business, financial condition and results of future operations.

### Reputational Risk

Due to the Company's asset concentration, the Company's operations are dependent on positive relationships with a small number of organizations (including the governments of Tanzania and Guinea). Damage to the Company's reputation within Tanzania and/or Guinea due to the actual or perceived occurrence of any number of events could negatively impact the Company. Reputation loss may lead to increased challenges in developing and maintaining community relations, decreased investor confidence, and the impediment of the Company's overall ability to advance its project developments, thereby having a material adverse impact on financial performance, cash flows and growth prospects.

### Litigation and Dispute Risks

The Company may become involved in disputes with other parties in the future which may result in arbitration or litigation. The results of any future disputes cannot be predicted, and the Company may be subject to the exclusive jurisdiction of foreign bodies in settling these disputes. The costs of defending or settling these disputes may be significant. If the Company is unable to resolve these disputes favourably, it may have a material adverse impact on the Company's financial performance, cash flow and results of future operations.

Although the agreements in relation to the Company's assets all require international arbitration if there is a dispute in connection with its operations, the Company could still become subject to the jurisdiction of courts or arbitration tribunals in any country of operation or may not be successful in subjecting persons or government entities to the jurisdiction of the arbitrators or another country. There can be no assurance that if the Company becomes involved in a dispute that it will be dealt with in a satisfactory manner or in a way in which the Company expects. The delay or results of such dispute settlement could have a material adverse effect on the Company, its business, prospects, results of future operations and financial condition.

### Risks Relating to the Availability of Additional Financing

Volt has previously issued convertible securities to fund the acquisition of a controlling interest in a Ukraine graphite business. Future capital expenditures will be financed out of funds generated from operations, borrowings and possible future equity sales. The Company's ability to do so is dependent on, among other factors, the performance of its investments, the overall state of capital markets and investor appetite for investments in the Company's securities. From time to time the Company may enter into transactions to acquire assets or the shares of other companies. These transactions may be financed partially or wholly with debt, which may temporarily increase the Volt Group's debt levels above industry standards. To develop the productive capacity of its assets, depending on the timing, the Company may require significant additional capital. In addition, if capital costs for these projects exceed current estimates, or if the Company incurs major unanticipated expenses related to development or maintenance of its existing properties, it may be required to seek further additional capital to maintain its capital expenditures at planned levels.

Failure to obtain any financing necessary for the Company's capital expenditure plans may result in a delay in development or production on the Volt properties. There can be no assurance that the Company will be successful in its efforts to arrange additional financing in amounts sufficient to meet the Company's goals or requirements, or on terms that are acceptable to the Company. If additional financing is raised by the issuance of shares, control of the Company may change, and shareholders may suffer additional dilution.

### **External Influences on the Trading Price of Securities**

The trading price of securities of mineral commodities issuers is subject to substantial volatility often based on factors related and unrelated to the financial performance or prospects of the issuers involved. Factors unrelated to the Company's performance could include macroeconomic developments, domestic and global commodity prices or current perceptions of the graphite and gold market. Similarly, the market price of any securities of the Company could be subject to significant fluctuations in response to variations in the Company's operating results, financial condition, liquidity and other internal factors.

Lower commodity prices may also affect the value of the Volt Group's ore reserves as certain reserves may become uneconomic. In addition, lower commodity prices may restrict the Volt Group's cash flow resulting in a reduced capital expenditure budget. As a result, the Volt Group may not be able to replace its production with additional reserves and both the production and reserves of the Volt Group could be reduced on a year over year basis. Any decrease in value of its reserves may reduce the borrowing base under future credit facilities, which, depending on the level of indebtedness, could result in the Volt Group having to repay a portion of its indebtedness. If market conditions were to decline resulting in a lack of confidence in the graphite and/or gold industry, the Volt Group may have difficulty raising additional funds or if it is able to do so, it may be on unfavourable and highly dilutive terms.

Any substantial decline in the prices of graphite and/or gold could have a material adverse effect on the Volt Group and the level of its graphite and/or gold reserves. Additionally, the economics of producing from some deposits may change as a result of lower prices, which could result in a suspension of production by the Volt Group. Accordingly, the price at which any securities of the Company will trade cannot be accurately predicted.

### **General economic and market conditions**

The operating and financial position of the Company is influenced by a range of general domestic and global economic and business conditions that are outside the control of the Company. These conditions may include, but are not limited to, political movements, stock market movements, interest rates, industrial disruption, environmental impacts, natural disasters, taxation changes and legislative or regulatory changes. A prolonged deterioration in market, business or economic conditions may potentially have an adverse impact on the Company and its operations.



## Contents

Corporate Directory	15
Directors' Report	16
Auditor's Independence Declaration	32
Consolidated Statement of Profit or Loss and Other Comprehensive Income	33
Consolidated Statement of Financial Position	34
Consolidated Statement of Changes in Equity	35
Consolidated Statement of Cash Flows	36
Notes to the Consolidated Financial Statements	37
Directors' Declaration	66
Independent Auditor's Report	67



## Corporate Directory

### Directors

Mr. Asimwe Kabunga (Executive Chairman)  
Mr. Prashant Chintawar (Managing Director)  
Mr. Giacomo (Jack) Fazio (Non-Executive Director)

### Company Secretary

Mr Robbie Featherby

### Registered Office

Level 25, 108 St Georges Terrace  
Perth WA 6000  
Telephone: +61 8 9486 7788

### Business Offices

#### **Volt Resources Ltd**

Level 25,108 St Georges Terrace  
Perth WA 6000

#### **Volt Graphite Tanzania Plc**

C/- Level 1, Golden Heights Building, Wing B  
Plot No 1826/17 Chole Road  
Msasani Peninisula, Masaki  
PO Box 80003  
Dar es Salaam, Tanzania

#### **Volt Energy Materials LLC**

Level 16, 100 Park Avenue  
New York, New York 10017  
United States of America

### Website and Email

[www.voltresources.com](http://www.voltresources.com)  
[info@voltresources.com](mailto:info@voltresources.com)

### Share Registry

Link Market Services  
Level 12, 680 George Street  
Sydney NSW 2000

### Auditors

HLB Mann Judd (WA Partnership)  
Level 4  
130 Stirling Street  
Perth WA 6000

## Directors' Report

### Securities Exchange

ASX:VRC

Your Directors submit the financial report of Volt Resources Limited ("the Company" or "Volt") and its Controlled Entities (Consolidated Entity) for the year ended 30 June 2023.

### DIRECTORS

The names of Directors who held office during or since the end of the year:

Asimwe Kabunga	Non-Executive Chairman
Trevor Matthews	Managing Director (from 1 July 2022 to 31 December 2022) Executive Director (from 1 January 2023 to 29 June 2023)
Prashant Chintawar	Managing Director from (from 29 June 2023)
Giacomo Fazio	Non-Executive Director

### PRINCIPAL ACTIVITIES

The principal activities of the Company during the financial year included:

- the recommencement of operations at Zavalievsky Graphite following the Russian invasion,
- continued activities to obtain funding for the Bunyu Project Stage 1 development including the execution of two offtake agreements for the sale of forecast graphite production and the update of the Bunyu Stage 1 feasibility study,
- the further development of the Company's battery material business in America and Europe, and
- review of various options that would provide value for Volt shareholders with respect to the Guinea Gold projects.

### RESULTS

The loss after tax for the year ended 30 June 2023 was \$13,331,973 (2022: \$16,397,340).

### REVIEW OF OPERATIONS

#### Overview

Key operational highlights during the 2023 financial year included:

#### Graphite

Volt is implementing a plan to become a natural graphite anode manufacturer in the United States and Europe based on an integrated supply chain using natural flake graphite sourced from its producing mine and processing plant in Ukraine and the development ready Bunyu project in Tanzania.

#### Natural Graphite Anode

In October 2022, the company announced it entered into a Joint Development Agreement with 24M Technologies Inc ("**24M**") and American Energy Technologies Co. ("**AETC**"). The focus is on the production and evaluation of coated spheroinised purified graphite ("**CSPG**") and non-spherical graphite products to enhance Lithium-ion battery ("**LIB**") cathode performance.

Testwork progressing to support 24M's commercialization activities that utilize its SemiSolid™ lithium-ion battery technology in multiple markets; including electric vehicles, stationary storage, and electric aviation. The testwork is leveraging AETC's inverted LIB anode materials flowsheet design to produce graphite products sourced from Volt's 70% owned Zavalievsky Graphite business in Europe and future supply from the Bunyu Graphite Project in Tanzania.

Following on from the Joint Development Agreement, the Company announced it had entered a Memorandum of Understanding ("MOU") with 24M to collaborate on qualifying Volt's battery anode material and cathode conductive additive products for use in 24M's SemiSolid™ manufacturing platform.

Under the terms of the MOU, subject to a successful determination of the Joint Development Agreement program by 24M, it will promote Volt as a preferred supplier for the LIB natural graphite anode and LIB cathode conductive additive to 24M licensees.

The two companies have outlined in the MOU initial indicative pricing for LIB anode materials based on current market conditions. Volt has agreed to meet the future LIB natural graphite anode and LIB cathode conductive additive volume requirements of 24M's licensees. Within six months of execution of a binding graphite offtake agreement, 24M will evaluate an investment in Volt's US subsidiary, Volt Energy Materials LLC ("VEM").

In addition to 24M, two new potential customers have started evaluation of the Company's natural graphite anode product. One is a large global battery producer with over 30 GWhr/year production capacity and the other one is a NASDAQ listed and US headquartered battery producer.

### ***Feasibility Study and Natural Graphite Anode Plant Site Selection***

In the March 2023 quarter, the Company commenced a Feasibility Study to support the capital cost estimate, operating cost summary, and financial model on Volt's planned natural graphite anode plant as a part of its downstream strategy.

Due to the Inflation Reduction Act, Bipartisan Infrastructure Law, and other US government policies, there is a growing number of gigafactories planned in the US which will all need local suppliers of graphite anodes. Selection of a site for a chemical (natural graphite anode) plant is a complex process where multiple criteria (lowest capital and operating cost via financial incentives, low-cost labor, access to labor, connectivity via rail and port, ease of permitting, availability of raw materials, access to renewable or low carbon power, etc.) must be taken into consideration. Since early 2023, the Company has been in discussions with three states in the US to identify and assess potential sites. Although no final decision has been made, a 32-acre site in the US Battery Belt (Southeast US) seems suitable based on various criteria.

## Natural Graphite

### *Zavaliievsky Graphite Group - Ukraine*

Volt has a 70% interest in the Zavaliievsky Graphite (ZG) business located in the Ukraine. Zavaliievsky is a long-life graphite business that has been in operation for 87 years. The graphite mine and processing facilities are located adjacent to the town of Zavallya, approximately 280 kilometres south of the Ukrainian capital Kyiv and 230 kilometres north of the main port of Odessa.

Importantly, the Zavaliievsky Graphite business has the following significant advantages for Volt:

- Located in Eastern Europe, the Zavaliievsky Graphite business is in close proximity to key markets with significant developments in LIB facilities planned to service the European based car makers and renewable energy sector.
- Long life multi-decade producing mine that has further exploration upside.
- Existing customer base and graphite product supply chains.
- Excellent transport infrastructure covering road, rail, river and sea freight combined with reliable grid power, ample potable ground water supply and good communications.
- An experienced workforce which can assist with training, commissioning and ramp-up for the Bunyu development.
- Co-products of quarry stone for the domestic market and garnet for the European market for relatively low capital and operating cost leveraging the synergies from the graphite business infrastructure and experienced mining and processing staff.
- A 79% interest in 636 hectares of freehold land, with the mine, processing plant and other buildings and facilities located on that land.

Following the Russian military invasion of Ukraine on 24 February 2022, operations at Zavallya were suspended immediately and all staff requested to remain at home until further advised. The town of Zavallya is located in a rural area with no military or major infrastructure targets in the region. There has been no military action near Zavallya since the commencement of hostilities and ZG management at this stage see little risk at Zavallya to ZG staff, their families, and the business assets during this conflict.

On 2 August 2022, ZG Group successfully restarted operations at the Zavallya mine. Over an initial 2-week period of production, 846 tonnes were produced, for an average of 60.5 tonnes of graphite product per day. In November 2022, energy supply disruptions commenced due to Russian missile attacks on power generation facilities affecting the entire Ukraine energy grid. Combined with the continuation of supply disruptions, this resulted in ZG management being unable to recommence production prior to the Ukraine winter.

Following positive discussions with ZG Group's power supplier, it was concluded that the required operational load of up to 5 MWh could be supported (subject to disruption from Russian missile and drone attacks) and as a result operations were able to recommence.

In April 2023, ZG Group started an optimised production campaign to produce 3,000 tonnes of graphite during the 2023 calendar year. The first production campaign began on 11 April 2023 and was completed on 17 May 2023. During this period 1,015 tonnes of graphite concentrate was produced at an average daily production rate of 52 tonnes. In May 2023, ZG Group was selected for grant funding of up to €600,000 through the European Union's (EU) Horizon Research and Innovation funding program. The Horizon project "GR4FITE3" will be executed by an international consortium. This consortium was successful in obtaining funding due to the Project's environmental attributes, innovation, cost competitiveness and great potential to reduce the European continent's dependence on battery ready graphite supplies from Asia.

In June 2023, ZG Group was identified as a strategic asset by European agencies, EIT and ERMA, shortlisting it as one of only a few graphite projects included in approximately 50 investment cases to meet European demand for critical and strategic materials. This recognition is expected to open new business development opportunities for Volt in Europe. Whilst mining for graphite at Zavallya over many years, it has been noted that various minerals are also naturally occurring within the ore body, including Garnet. Traditionally ZG Group has treated garnet as a waste material and disposed of it to the tailings storage facility (TSF) or stockpiled the mined material.

Garnet is an industrial mineral used in applications such as water filtration, abrasive blasting, water jet cutting, abrasive powders and other applications. Volt considers that given the ZG mine's proximity to European markets there is an opportunity to develop a viable industrial garnet business. A business development plan is now in preparation to determine if garnet can be extracted in an economically viable manner. In association with this, discussion have begun with potential customers. We will provide updates on this opportunity once the plan has been completed. Adding a secondary revenue stream to the ZG Group will aid in the Company's aim to make the business financially independent.

### *Bunyu Graphite Project - Tanzania*

The Company remains focused on the two-stage development of its wholly owned Bunyu Graphite Project in Tanzania. The Bunyu Graphite Project has one of the largest flake graphite resources globally and 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 to the southeast.

During the financial year, the Company successfully completed the signing of two offtake agreements, effectively selling all the Bunyu Stage 1 graphite production for the first 5 years of Bunyu production with the option to extend the offtake periods by a further 5 years.

The first agreement was signed with the listed battery anode material producer Graphex Group Limited a subsidiary of Graphex Michigan 1 LLC, for the sale of 7,500-10,000 tonnes per annum of Bunyu Graphite "fine natural flake" product for an initial five year term. The second agreement was signed with Qingdao Baixing Graphite Co., Ltd., for the sale of 12,000 tonnes per annum increasing to 90,000 tonnes per annum of Bunyu Graphite "coarse natural flake" product for a five-year term.

Volt completed the Bunyu Stage 1 Feasibility Study (FS) on 31 July 2018. This study was based on a mine and processing facility producing on average 23.7ktpa of graphite products. The Stage 1 FS showed attractive project economics with a capital development cost of US\$31.8m<sup>1</sup>.

Subsequent to the end of the financial year, on 14 August 2023, the Company announced the results of the Bunyu Stage 1 Feasibility Study Update. The updated capital development cost is US\$33.1M with Stage 1 Ore Reserves increased to 5.4M tonnes for a project life of 13.7 years, almost double that of the 2018 study. This underwrites a project delivering total EBITDA over the project life of US\$169.6M, an IRR (before tax) of 31.5%, an NPV (before tax) of US\$58.9M and a payback period (before tax) of 2.9 years. These metrics are significantly improved when compared with the 2018 FS results, which is a strong achievement given current macroeconomic conditions.

Whilst securing the necessary funding for the Bunyu Stage 1 project has been difficult to date, the company remains focused on securing funding by the end of the financial year 2024. Over the past six months, the Company has progressed with detailed discussions with multiple potential funding partners.

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<sup>1</sup> Refer to Volt's ASX announcement titled "Positive Stage 1 Feasibility Study Bunyu Graphite Project" dated 31 July 2018.

## Gold

### *Guinea Gold Projects*

The Guinea Gold Projects comprise six permits in Guinea, West Africa having a total area of 348km<sup>2</sup>. The Projects are located in the prolific Siguiri Basin which forms part of the richly mineralised West African Birimian Gold Belt.

The Company is focussed on executing its graphite and battery material strategy and has been reviewing various options that would provide value for Volt shareholders without the need for further material investment by the Company. The carrying value of the exploration and evaluation asset was impaired to nil during the year because no substantive exploration work is budgeted or planned.

## Lithium

### *Asena*

On 18th November 2021 the Company announced the proposed acquisition of three 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. Volt will acquire 100% of the issued share capital in Asena Investments d.o.o. Beograd-Stari grad (Asena), a Serbian company which holds the rights in relation to the three licence applications. Key features of the Asena transaction include:

- The proposed acquisition of lithium licence applications in Serbia – Jadar North, Petlovaca and Ljig
- The transaction forms part of a long term strategy to position Volt as a multi-commodity battery minerals company
- Jadar North licence application over ground adjacent to Rio's world-class Jadar lithium-borate project in Serbia
- Anomalous intersections of lithium and borate identified on Jadar North from limited historical diamond drilling
- Jadar basin 100% occupied by Rio and Asena – subject to Asena being granted the Jadar North licence
- Volt will acquire Serbian company Asena Investments d.o.o. which holds the rights to the three licence applications
- Subject to the licence applications being granted, Phase 1 drilling program expected to commence in late 2023 or early 2024 across all three licences

Currently the Company is waiting for the granting of the Exploration licenses. Once the licenses are granted to Asena, the acquisition can be finalised, and Volt will then evaluate the best way forward in order to maximise the value in the asset for the group.

## Corporate Overview

On 15 November 2022, the Company successfully raised \$10,000,000 (before costs) to assist with a feasibility study for the development of a commercial scale LIB Active Anode Material production facilities in Europe and the United States, working capital requirements of the Zavalievsky Graphite business, continue the production of testwork samples for natural graphite anode and cathode conductive additive for lithium-Ion battery cells and complete the update of the Bunyu Stage 1 feasibility study. The capital raising was completed through the placement of 555,555,556 new fully paid ordinary shares at A\$0.018 (1.8 cents) per share. In addition, 555,555,556 listed options ("Placement Options") were issued to participants in the Placement (being one listed option for every share subscribed for under the Placement) subject to the approval of Volt's shareholders pursuant to Listing Rule 7.1. The listed options issued to Placement participants have an exercise price of 2.4 cents and an expiry date of 30 June 2025. Shareholder approval was obtained on 30 January 2023.



In addition:

- Volt's Chairman, Asimwe Kabunga, subscribed for 55,555,556 fully paid ordinary shares and 55,555,556 listed options.
- Volt's then Managing Director Trevor Matthews subscribed for 2,777,777 fully paid ordinary shares and 2,777,777 listed options; and
- Volt's Non-Executive Director Giacomo Fazio subscribed for 1,666,667 fully paid ordinary shares and 1,666,667 listed options, on the same terms as the Placement to raise an additional \$1.08 million. Shareholder approval for the Director Placements was obtained on 30 January 2023.

## General Meetings

On 30 November 2022 a general meeting was held, all resolutions presented to the shareholders were passed by a poll.

## Board and Management Changes

On 31 December 2022 Mr Trevor Matthews resigned as the Managing Director of Volt and commenced in the role of Executive Director effective 1 January 2023. On 29 June 2023, Mr Matthews resigned as a director of Volt. Mr Prashant Chintawar was appointed to the position of Chief Executive Officer from 1 January 2023 and on 29 June 2023 was appointed Managing Director. On 29 June 2023 Mr Asimwe Kabunga was appointed Executive Chairman.

## DIRECTOR AND COMPANY SECRETARY INFORMATION

### Mr Asimwe Kabunga | Executive Chairman

From 4 August 2017, appointed 5 April 2017

**Qualifications:** Bachelor of Science, Mathematics and Physics.

**Other current directorships of Listed Public Companies:** Lindian Resources Limited (Chairman), Resource Mining Corporation Limited (Chairman).

**Former directorships of Listed Public Companies in last three years:** nil.

**Interests in Shares and Options over Shares in the Company:** 574,565,522 fully paid ordinary shares, 22,727,273 unlisted options, 64,430,556 listed options and 70,000,000 performance rights.

Asimwe Kabunga is a Tanzanian born Australian entrepreneur with multiple interests in mining and IT businesses around the world. Mr. Kabunga has extensive technical and commercial experience in Tanzania, Australia, United Kingdom, and the United States.

Mr. Kabunga has been instrumental in establishing the Tanzania Community of Western Australia Inc. and served as its first President. Mr. Kabunga was also a founding member of Rafiki Surgical Missions and Safina Foundation, both NGOs dedicated to helping children in Tanzania.



**Mr Prashant Chintawar** | Managing Director

Appointed 29 June 2023

**Qualifications:** PhD in Chemical Engineering.

**Other current directorships of Listed Public Companies:** Nil

**Former directorships of Listed Public Companies in last three years:** Nil.

**Interests in Shares and Options over Shares in the Company:** 5,100,000 fully paid ordinary shares.

An experienced business leader with a track record of growing chemical or material businesses, creating & scaling new business (lithium ion battery material business), raising capital, industrialisation, and structuring deals. Key strengths, honed at large global organizations and a top tier consulting firm, include strategic planning and tactical execution by rallying teams. Possesses unique combination of commercial and technical skills along with PhD in Chemical Engineering & certificate in finance.

**Mr Giacomo (Jack) Fazio** | Non-Executive Director

Appointed 1 July 2019

**Qualifications:** Diploma in Geometry, Associate Diploma in Civil Engineering, Graduate Certificate in Project Management.

**Other current directorships of Listed Public Companies:** Lindian Resources Limited (Non-Executive Director).

**Former directorships of Listed Public Companies in last three years:** nil.

**Interests in Shares and Options over Shares in the Company:** 3,915,892 fully paid ordinary shares, 1,666,667 listed options and 10,000,000 performance rights.

Mr Fazio is a highly experienced project, construction and contract/commercial management professional having held senior project management roles with Primero Group Limited, Laing O'Rourke and Forge Group Ltd. His experience ranges from feasibility studies through to engineering, procurement, construction, and commissioning of diverse mining resources, infrastructure, oil & gas and energy projects.

**Mr Robbie Featherby** | Company Secretary

Appointed 2 February 2022

Mr Featherby is a Corporate Advisor at SmallCap Corporate, a boutique corporate advisory firm specialising in providing company secretarial, CFO and transaction management services involving both listed and unlisted companies. He has over 5 years' experience in the financial services industry. Before joining SmallCap Corporate, Mr Featherby spent 4 years in London working at a leading investment research provider in the private equity sector. He has completed a Bachelor of Commerce Degree at the University of Notre Dame majoring in Finance and Economics. Mr Featherby currently serves as the Company Secretary of Victory Goldfields (ASX: 1VG), Cosmos Exploration Limited (ASX: C1X), Odessa Minerals Limited (ASX: ODE) and Volt Resources Limited (ASX:VRC).

## MEETINGS OF DIRECTORS

The following table sets out the number of meetings of the Company's Directors (and committees of Directors) held during the year ended 30 June 2023, and the number of meetings attended by each Director.

Directors	Number of Meetings Eligible to Attend	Number of Meetings Attended
Mr. Asimwe Kabunga	7	7
Mr. Trevor Matthews	6	6
Mr. Prashant Chintawar	1	1
Mr. Giacomo Fazio	7	6

## SHARE OPTIONS

At the date of this report the following options have been granted over unissued capital.

Grant Date	Details	Expiry Date	Exercise Price	Number of Options
23 October 2020	Unlisted options	23 October 2023	\$0.022	69,450,002
26 July 2021	Unlisted options	26 July 2024	\$0.05	30,000,000
9 September 2021	Unlisted options	9 September 2024	\$0.0385	4,259,740
9 September 2021	Unlisted options	9 September 2024	\$0.05	5,000,000
14 November 2022	listed options	30 June 2025	\$0.024	648,055,557
				182,709,742

## PERFORMANCE RIGHTS

On 13 September 2022, 150,000,000 performance were issued in the following manner:

- 70,000,000 Performance Rights to Mr Trevor Matthews (or his nominee)
- 70,000,000 Performance Rights to Mr Asimwe Kabunga (or his nominee)
- 10,000,000 Performance Rights to Mr Giacomo Fazio (or his nominee)

On the terms and conditions set out below. Each Performance Right is a right to subscribe for one Share, subject to the satisfaction of the applicable vesting condition.

The Performance Rights granted to each Director will have the following vesting conditions:

### (Series 1 Performance Rights);

- 25% of the Performance Rights will be subject to the condition that
  - the person remains as a Director as at the date that is 18 months after the Meeting; and
  - at any time between the Meeting and the date that is 30 months after the Meeting, the VWAP of Shares calculated over any 5 consecutive trading day period on which trades in Shares were recorded is \$0.05 or more,

### (Series 2 Performance Rights);

- 25% of the Performance Rights will be subject to the condition that:
  - the person remains as a Director as at the date that is 24 months after the Meeting; and
  - at any time between the Meeting and the date that is 30 months after the Meeting, the VWAP of Shares calculated over any 5 consecutive trading day period on which trades in Shares were recorded is \$0.075 or more,

**(Series 3 Performance Rights);**

- 50% of the Performance Rights will be subject to the condition that:
  - the person remains as a Director as at the date that is 30 months after the Meeting; and
  - at any time between the Meeting and the date that is 30 months after the Meeting, the VWAP of Shares calculated over any 5 consecutive trading day period on which trades in Shares were recorded is \$0.10 or more,

On the 29 June 2023, Mr Trevor Matthews resigned from the board of Volt Resources and his Performance Rights lapsed.

**REMUNERATION REPORT**

The "Remuneration Report" which forms part of the Director's Report, outlines the remuneration arrangements in place for the Key Management Personnel of Volt Resources Limited for the year ended 30 June 2023 and is included from page 26.

**EVENTS SUBSEQUENT TO REPORTING DATE**

On 14 August 2023, the Company announced the results of the Bunyu Stage 1 Feasibility Study Update. The updated capital development cost is US\$33.1M with Stage 1 Ore Reserves increased to 5.4M tonnes for a project life of 13.7 years, almost double that of the 2018 study. This underwrites a project delivering total EBITDA over the project life of US\$169.6M, an IRR (before tax) of 31.5%, an NPV (before tax) of US\$58.9M and a payback period (before tax) of 2.9 years. These metrics are significantly improved when compared with the 2018 FS results, which is a strong achievement given current macroeconomic conditions.

**LIKELY DEVELOPMENTS**

The Consolidated Entity will continue to advance discussions with strategic investors and financial institutions with the aim of receiving funding proposals for Bunyu Project. Subsequent to development funding being approved and a positive final investment decision for Stage 1, the Company would then be in a position to commence resettlement of affected landowners, upgrade of access roads and water supply, preparation of the plant site, and commencement of construction works.

During August 2023, the ZG group recommenced mining and the processing of graphite ore under the second production campaign with a third campaign scheduled for the last quarter 2023.

The Company will progress natural graphite anode testwork and commercial negotiations in the US with LIB cell developers and manufacturers including EV OEMs. In addition to progressing the technical qualification and commercial aspect of the BAM business in the US, the Company plans to seek non-dilutive funding (Government Grant) for design and construction of a natural graphite anode plant signalling the implementation of our industrialization plan.

The Company expects the three lithium license applications held by Asena will be granted by the Serbian government during the 2023/24 financial year.

**ENVIRONMENTAL REGULATION**

The Consolidated Entity has a policy of exceeding or at least complying with its environmental obligations. During the financial year, the Consolidated Entity did not materially breach any particular or significant regulation in respect to environmental management in any of the jurisdictions in which it operates.

## SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There have been no significant changes in the state of affairs of the group to the date of this report, other than those disclosed in the subsequent events note.

## DIVIDENDS

No dividends have been declared, provided for or paid in respect of the financial year ended 30 June 2023 (2022: nil).

## INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

The Company has agreed to indemnify all the Directors and Officers of the Company for any liabilities to another person (other than the Company or related body corporate) that may arise from their position as Directors or Officers of the Company and its controlled entities, except where the liability arises out of conduct involving a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract insuring the Directors and Officers of the Company and its controlled entities against any liability incurred in the course of their duties to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

## PROCEEDINGS ON BEHALF OF COMPANY

No person has applied for leave of court to bring proceedings on behalf of the Consolidated Entity or intervene in any proceeding to which the Consolidated Entity is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings. The Consolidated Entity was not a party to any such proceedings during the year.

## CORPORATE GOVERNANCE

A copy of Volt's 2023 Corporate Governance Statement, which provides detailed information about governance, and a copy of Volt's Appendix 4G which sets out the Company's compliance with the recommendations in the fourth edition of the ASX Corporate Governance Council's Principles and Recommendations is available on the corporate governance section of the Company's website at [www.voltresources.com](http://www.voltresources.com)

## NON-AUDIT SERVICES

No fees for non-audit services were paid or payable to the external auditor of Volt during the year ended 30 June 2023 (2022: nil).

## AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration for the year ended 30 June 2023, which forms a part of the Directors' Report has been received and is included within this annual report at page 21.

## REMUNERATION REPORT (Audited)

This remuneration report outlines the key management personnel remuneration arrangements of the Consolidated Entity in accordance with the requirements of the Corporations Act 2001 and its Regulations. For the purposes of this report, key management personnel (KMP) of the Consolidated entity are defined as those persons having authority and responsibility for planning, directing, and controlling the major activities of the Consolidated Entity, directly or indirectly, including any Director (whether executive or otherwise) of the parent company, and includes the specified executives. For the purposes of this report, the term 'executive' encompasses the chief executive, senior executives, and secretaries of the Parent and the Consolidated Entity.

### Remuneration Committee

The Company is not of a sufficient size to justify the establishment of a remuneration committee and so the Board of Directors of the Company fulfils this obligation and is responsible for determining and reviewing remuneration arrangements for the directors and executives. The Board of Directors assesses the appropriateness of the nature and amount of remuneration of executives on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality, high performing Director and executive team.

### Remuneration Philosophy

The performance of the Company depends upon the quality of its Directors and executives. To prosper, the Company must attract, motivate, and retain highly skilled directors and executives. To this end, the charter adopted by the remuneration committee aims to align rewards with achievement of strategic objectives. The remuneration framework applied provides for a mixture of fixed and variable pay and a blend of short and long term incentives as appropriate.

### Remuneration Structure

In accordance with best practice corporate governance, the structure of Non-Executive Director and executive remuneration is separate and distinct.

### Non-Executive Directors

The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at a General Meeting and was capped at \$360,000 in November 2018. The Company's policy is to remunerate Non-Executive Directors at market rates (for comparable companies) for time, commitment, and responsibilities. Fees for non-executive directors are not linked to the performance of the Company however, to align Directors' interests with shareholders' interests, Directors are encouraged to hold shares in the Company, and subject to approval by shareholders, are permitted to participate in the Employee Incentive Plan.

### *Retirement Benefits and Allowances*

No retirement benefits or allowances are paid or payable to directors of the Company (other than statutory or mandatory superannuation contributions, where applicable).

## Performance on Shareholder Wealth

In considering the Group's performance and benefits for shareholder wealth, the Board have regarded the following indices in respect of the current and previous four financial years:

	2023	2022	2021	2020	2019
EPS loss (cents)	(0.36)	(0.60)	(0.12)	(0.19)	(0.24)
Net profit / loss (\$'000)	(13,331)	(16,397)	(2,564)	(3,134)	(3,483)
Exploration and Evaluation expenditure (\$'000)	1,215	528	1,450	355	603
Share price (\$)	0.010	0.017	0.035	0.024	0.020

## Executives

### Base Pay

Executives are offered a competitive level of base pay, which is comprised of a fixed (unrisked) component of their pay and rewards. Base pay for senior executives is reviewed annually to ensure market competitiveness. There are no guaranteed base pay increases included in any senior executives' contracts.

As Managing Director, Mr Chintawar will receive a monthly fee of US\$26,750. Mr Chintawar's agreement includes termination without cause by either party following a 12 month notice period and immediate termination by the company with cause. Performance rights are to be agreed by the Volt Board and approved by shareholders.

### Short Term Incentives

Payment of short-term incentives is dependent on the achievement of key performance milestones as determined by the Board of Directors. No bonuses have been paid or are payable in respect of the year to 30 June 2023. There have been no forfeitures of bonuses by key management personnel during the current or prior periods and no cash bonuses remained unvested at year-end.

### Long Term Incentives - Share-Based Compensation

Performance rights have been issued to Directors and executives as part of their remuneration. Share-based compensation instruments are not issued based on performance criteria, however, they are issued with vesting conditions set specifically to increase goal congruence among Directors, executives and shareholders. Performance rights granted carry no dividend or voting rights. The Company currently has no policy in place to limit an individual's risk exposure in relation to the issue of company securities as remuneration.

### Use of Remuneration Consultants

No remuneration consultants were utilised during the 2023 financial year.



## Remuneration of Directors and Key Management Personnel

2023	Short term			Performance rights	Post employment	Total	Performance related
	Base salary & annual leave	Director fees	Consulting fees	Share based payments	Superannuation		
	\$	\$	\$	\$	\$		
<b>Directors</b>							
Asimwe Kabunga	-	36,000	183,996	592,148	-	812,122	72.91%
Giacomo Fazio	-	24,000	-	84,953	-	108,593	78.23%
Trevor Matthews	-	-	224,260	-	-	224,260	-
Prashant Chintawar	-	-	391,703	-	-	391,703	-
	-	<b>60,000</b>	<b>799,959</b>	677,101	-	<b>1,536,678</b>	<b>44.04%</b>
<b>KMP</b>							
Justine MacDonald <sup>1</sup>	-	-	238,241	-	-	238,241	-
	-	<b>60,000</b>	<b>1,038,200</b>	677,101	-	<b>1,774,940</b>	-

1. Justine MacDonald's contract was terminated with Volt on 12 June 2023.

2022	Short term			Performance rights	Post employment	Total	Performance related
	Base salary & annual leave	Director fees	Consulting fees	Share based payments	Superannuation		
	\$	\$	\$	\$	\$		
<b>Directors</b>							
Asimwe Kabunga	-	36,000	246,996	-	-	282,996	-
Giacomo Fazio	-	24,000	-	-	-	24,000	-
Trevor Matthews	-	36,000	370,008	-	-	406,008	-
	-	<b>96,000</b>	<b>617,004</b>	-	-	<b>713,004</b>	-
<b>KMP</b>							
Justine MacDonald <sup>2</sup>	-	-	141,938	-	-	141,938	-
	-	<b>96,000</b>	<b>758,942</b>	-	-	<b>854,942</b>	-

2. Justine MacDonald was appointed Chief Operating Officer 23 August 2021.



## Share Based Compensation

### *Options*

There were no options granted, exercised, or lapsed during the financial year, in relation to key management personnel's remuneration.

### *Performance Rights*

On 19 October 2022, shareholders approved the issue of series 1, 2 and 3 performance rights to Chairman Asimwe Kabunga, Executive Director Trevor Matthews and Non-Executive Director Giacomo Fazio.

The Performance Rights granted have the following vesting conditions:

- o Mr Matthews (or his nominee): 17,500,000 Series 1 Performance Rights, 17,500,000 Series 2 Performance Rights and 35,000,000 Series 3 Performance Rights;
- o Mr Kabunga (or his nominee): 17,500,000 Series 1 Performance Rights, 17,500,000 Series 2 Performance Rights and 35,000,000 Series 3 Performance Rights; and
- o Mr Fazio (or his nominee): 2,500,000 Series 1 Performance Rights, 2,500,000 Series 2 Performance Rights and 5,000,000 Series 3 Performance Rights

- Each Performance Right is a right to subscribe for one Share
- No amount will be payable by the holder for any Shares issued in respect of any Performance Rights that vest and are converted.
- The expiry date of the Performance Rights is 31 December 2025
- The Performance Rights granted have the following vesting conditions:

- o Series 1 Performance Rights will be subject to the condition that:

- the person remains as a Director as at the date that is 18 months after grant date; and
- at any time between grant date and the date that is 30 months after grant date, the VWAP of Shares calculated over any 5 consecutive trading day period on which trades in Shares were recorded is \$0.05 or more;

- o Series 2 Performance Rights will be subject to the condition that:

- the person remains as a Director as at the date that is 24 months after grant date; and
- at any time between grant date and the date that is 30 months after grant date, the VWAP of Shares calculated over any 5 consecutive trading day period on which trades in Shares were recorded is \$0.075 or more; and

- o Series 3 Performance Rights will be subject to the condition that:

- the person remains as a Director as at the date that is 30 months after grant date; and
- at any time between grant date and the date that is 30 months after grant date, the VWAP of Shares calculated over any 5 consecutive trading day period on which trades in Shares were recorded is \$0.10 or more

On 29 June 2023, Trevor Matthews resigned as a Director of the company and the series 1, 2 and 3 performance rights granted to him during the year lapsed.

## Shareholdings

Key Management Personnel	Balance at Beginning of Year	Issued as Remuneration	Purchase of Shares	Net Other Change	Balance at End of Year
2023					
Asimwe Kabunga	455,805,420	-	118,760,102	-	574,565,522
Prashant Chintawar	-	-	3,650,000	-	3,650,000
Giacomo Fazio	2,249,225	-	2,777,777	-	5,025,002
Trevor Matthews	3,580,043	-	1,666,667	-	5,246,716
Justine MacDonald	310,000	-	-	(310,000)	-
<b>Total</b>	<b>461,944,688</b>	<b>-</b>	<b>126,854,546</b>	<b>(310,000)</b>	<b>588,489,234</b>

## Performance rights

Key Management Personnel	Balance at Beginning of Year	Granted as Remuneration	Vested and converted into ordinary shares	Lapsed as resigned or hurdle not achieved	Balance at End of Year
2023					
Asimwe Kabunga	-	70,000,000	-	-	70,000,000
Prashant Chintawar	-	-	-	-	-
Giacomo Fazio	-	10,000,000	-	-	10,000,000
Trevor Matthews	-	70,000,000	-	(70,000,000)	-
Justine MacDonald	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>150,000,000</b>	<b>-</b>	<b>(70,000,000)</b>	<b>80,000,000</b>

No employee share options were granted as remuneration during the 2023 and 2022 financial years. Performance rights have been the preferred method of remuneration in recent years. Mr T Matthew resigned from the board on 29 June 2023 and as per the conditions associated with the above-mentioned performance rights his performance rights lapsed.

Key Management Personnel	Performance rights	Grant Date	Grant Value \$	% vested during year	% forfeited during year	% remaining unvested	Vesting expiry date
Asimwe Kabunga	Series 1	19 Oct 2022	487,375	0%	0%	100%	19 Apr 2025
	Series 2	19 Oct 2022	432,775	0%	0%	100%	19 Apr 2025
	Series 3	19 Oct 2022	775,950	0%	0%	100%	19 Apr 2025
Giacomo Fazio	Series 1	19 Oct 2022	69,625	0%	0%	100%	19 Apr 2025
	Series 2	19 Oct 2022	61,825	0%	0%	100%	19 Apr 2025
	Series 3	19 Oct 2022	110,850	0%	0%	100%	19 Apr 2025
Trevor Matthews	Series 1	19 Oct 2022	487,375	0%	100%	0%	N/A
	Series 2	19 Oct 2022	432,775	0%	100%	0%	N/A
	Series 3	19 Oct 2022	775,950	0%	100%	0%	N/A
Prashant Chintawar	-	-	-	-	-	-	-
Justine MacDonald	-	-	-	-	-	-	-

### Options

Key Management Personnel	Balance at Beginning of Year	Issued	Vested and converted into ordinary shares	Lapsed as hurdle not achieved / cancelled	Balance at End of Year
<b>2023</b>					
Asimwe Kabunga	22,727,273	64,430,556	-	-	88,824,496
Prashant Chintawar	-	-	-	-	-
Giacomo Fazio	-	1,666,667	-	-	1,666,667
Trevor Matthews	-	2,777,777	-	-	2,777,777
Justine MacDonald	-	-	-	-	-
<b>Total</b>	<b>22,727,273</b>	<b>68,875,000</b>	<b>-</b>	<b>-</b>	<b>93,268,940</b>

Options issued during the year relate to following circumstances:

14 July 2022 capital raise, where 107,250,000 share were issued @ 0.016 per share plus 62,500,000 options with an exercise price of 2.4 cents and a expiry date of 30 June 2025.

- Asimwe Kabunga subscribed to 17,750,000 fully paid ordinary shares and 8,875,000 unlisted options.

15 November 2022 capital raise, where 555,555,556 shares were issued at \$0.018 per share plus 555,555,556 options with an exercise price of \$0.024 cents and an expiry date of 30 June 2025.

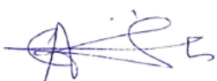
- Asimwe Kabunga, to subscribe for 55,555,556 fully paid ordinary shares and 55,555,556 unlisted options.
- Trevor Matthews to subscribe for 2,777,777 fully paid ordinary shares and 2,777,777 unlisted options.
- Giacomo Fazio subscribed for 1,666,667 fully paid ordinary shares and 1,666,667 unlisted options.

### Other Transactions with Key Management Personnel of the Consolidated Entity

During the 2023 financial year, there were no other transactions with Key Management Personnel.

#### End of Remuneration Report

Signed in accordance with a resolution of directors.



Asimwe Kabunga  
Executive Chairman  
27 September 2023

## AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the consolidated financial report of Volt Resources Limited for the year ended 30 June 2023, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- a) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b) any applicable code of professional conduct in relation to the audit.

Perth, Western Australia  
27 September 2023



**B G McVeigh**  
Partner

**hlb.com.au**

**HLB Mann Judd (WA Partnership) ABN 22 193 232 714**

Level 4, 130 Stirling Street, Perth WA 6000 / PO Box 8124 Perth BC WA 6849

**T:** +61 (0)8 9227 7500 **E:** mailbox@hlbwa.com.au

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## Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2023

		2023	2022
		\$	\$
<b>Revenue</b>			
Interest income	2	70,963	532
<b>Expenses</b>			
Corporate compliance fees		(927,451)	(1,027,796)
Corporate management costs		(1,568,579)	(1,525,852)
Marketing and investor relations costs		(1,636,344)	(1,038,004)
Occupancy expenses		(91,894)	(37,444)
Interest expense (Borrowings)	3	(1,746)	(1,639,783)
Gain on derecognition of financial liability	3	-	156,837
Foreign exchange gain (loss)		(649,109)	544,550
Share based payments	2	(795,741)	(89,186)
Share of losses in associate	22	-	(1,083,260)
Impairment of investments/loans	22	(3,080,023)	(10,348,523)
Impairment of exploration and evaluation assets	9	(4,341,640)	-
Other expenses	2	(310,410)	(309,411)
<b>Loss before income tax</b>		<b>(13,331,973)</b>	<b>(16,397,340)</b>
Income tax (expense)/benefit	4	-	-
<b>Loss after income tax</b>		<b>(13,331,973)</b>	<b>(16,397,340)</b>
Other comprehensive income, net of income tax			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Exchange differences on translation of foreign operations		482,490	1,060,711
<b>Other comprehensive income for the year, net of income tax</b>		<b>482,490</b>	<b>1,060,711</b>
<b>Total comprehensive loss for the year</b>		<b>(12,849,483)</b>	<b>(15,336,629)</b>
Loss attributable to:			
Owners of Volt Resources Limited		(13,339,319)	(16,414,107)
Non-controlling interests		7,346	16,767
		<b>(13,331,973)</b>	<b>(16,397,340)</b>
Total comprehensive loss attributable to:			
Owners of Volt Resources Limited		(12,849,483)	(15,336,629)
Non-controlling interests		-	-
		<b>(12,849,483)</b>	<b>(15,336,629)</b>
Loss per share attributable to owners of the parent			
Basic and diluted loss per share (cents per share)	5	(0.36)	(0.60)

The accompanying notes form part of these financial statements.

## Consolidated Statement of Financial Position

As at 30 June 2023

	Note	2023 \$	2022 \$
<b>Current Assets</b>			
Cash and cash equivalents	6	2,966,041	358,496
Trade and other receivables	7	126,933	90,401
Prepayments		109,709	29,373
<b>Total current assets</b>		<b>3,202,683</b>	<b>478,270</b>
<b>Non-current Assets</b>			
Property, plant and equipment	8	5,774	40,988
Deferred exploration and evaluation expenditure	9	25,085,654	28,140,314
Investment in joint venture	22	-	-
<b>Total non-current assets</b>		<b>25,091,428</b>	<b>28,181,302</b>
<b>Total assets</b>		<b>28,294,112</b>	<b>28,659,572</b>
<b>Current Liabilities</b>			
Trade and other payables	10	6,656,819	6,330,800
Borrowings	3	-	-
Derivative liability	3	-	-
<b>Total current liabilities</b>		<b>6,656,819</b>	<b>6,330,800</b>
<b>Non-current Liabilities</b>			
<b>Total liabilities</b>		<b>6,656,819</b>	<b>6,330,800</b>
<b>Net assets</b>		<b>21,637,293</b>	<b>22,328,772</b>
<b>Equity</b>			
Share capital	11	97,884,770	86,403,507
Reserves	12	2,837,817	1,671,240
Accumulated losses		(78,875,634)	(65,536,315)
Parent entity interest		21,846,953	22,538,432
Non-controlling interests		(209,660)	(209,660)
<b>Total equity</b>		<b>21,637,293</b>	<b>22,328,772</b>

The accompanying notes form part of these financial statements.

## Consolidated Statement of Changes in Equity

For the year ended 30 June 2023

	Share capital	Reserves	Accumulated losses	Parent entity interest	Non-controlling interests	Total equity
	\$	\$	\$	\$	\$	\$
<i>At 1 July 2021</i>	75,505,006	5,162	(49,122,208)	26,387,960	(209,660)	26,178,300
Loss for the year	-	-	(16,414,107)	(16,414,107)	16,767	(16,397,340)
Other comprehensive loss	-	1,077,478	-	1,077,478	(16,767)	1,060,711
<b>Total comprehensive loss</b>		<b>1,077,478</b>	<b>(16,414,107)</b>	<b>(15,336,629)</b>	<b>-</b>	<b>(15,336,629)</b>
<i>Transactions with owners in their capacity as owners</i>						
Shares issued	10,356,975	-	-	10,356,975	-	10,356,975
Unissued share capital	363,500	-	-	363,500	-	363,500
Cost of share issue	(503,953)	-	-	(503,953)	-	(503,953)
Share based payments	129,279	(40,093)	-	89,186	-	89,186
Options for convertible notes	-	489,000	-	489,000	-	489,000
Broker options issued	-	139,693	-	139,693	-	139,693
Options exercised	552,700	-	-	552,700	-	552,700
<b>At 30 June 2022</b>	<b>86,403,507</b>	<b>1,671,240</b>	<b>(65,536,315)</b>	<b>22,538,432</b>	<b>(209,660)</b>	<b>22,328,772</b>
<i>At 1 July 2022</i>	86,403,507	1,671,240	(65,536,315)	22,538,432	(209,660)	22,328,772
Loss for the year	-	-	(13,339,319)	(13,339,319)	7,346	(13,331,973)
Other comprehensive loss	-	489,836	-	489,836	(7,346)	482,490
<b>Total comprehensive loss</b>		<b>489,836</b>	<b>(13,339,319)</b>	<b>(12,849,483)</b>	<b>-</b>	<b>(12,849,483)</b>
<i>Transactions with owners in their capacity as owners</i>						
Shares issued	12,500,000	-	-	12,500,000	-	12,500,000
Unissued share capital	(363,500)	-	-	(363,500)	-	(363,500)
Cost of share issue	(774,237)	-	-	(774,237)	-	(774,237)
Share based payments	119,000	676,741	-	795,741	-	795,741
<b>At 30 June 2023</b>	<b>97,884,770</b>	<b>2,837,817</b>	<b>(78,875,634)</b>	<b>21,846,953</b>	<b>(209,660)</b>	<b>21,637,293</b>

The accompanying notes form part of these financial statements.



## Consolidated Statement of Cash Flows

For the year ended 30 June 2022

	Note	2023 \$	2022 \$
<b>Cashflows from Operating Activities</b>			
Payments to suppliers and employees		(4,449,392)	(3,609,899)
Interest (paid)/received		36,680	11,273
Finance costs	3	(1,746)	-
<b>Net cash used in operating activities</b>	<b>6</b>	<b>(4,414,458)</b>	<b>(3,598,626)</b>
<b>Cashflows from Investing Activities</b>			
Payments for exploration expenditure		(1,214,654)	(528,125)
Payments for plant and equipment		24	-
Investment in joint venture	22	(3,080,023)	(6,267,515)
<b>Net cash used in investing activities</b>		<b>(4,294,653)</b>	<b>(6,795,640)</b>
<b>Cashflows from Financing Activities</b>			
Proceeds from issue of shares		12,136,500	8,526,027
Proceeds from borrowings	3	45,607	5,704,104
Repayment of borrowings	3	(47,353)	(3,098,658)
Payments of share issue costs		(774,237)	(633,232)
<b>Net cash from financing activities</b>		<b>11,316,656</b>	<b>10,498,241</b>
Net Increase in cash held		2,607,546	103,975
Cash and cash equivalents at beginning of period		358,496	254,521
<b>Cash and cash equivalents as at year end</b>	<b>6</b>	<b>2,966,041</b>	<b>358,496</b>

The accompanying notes form part of these financial statements.

## Notes to the Consolidated Financial Statements

### 1. Statement of significant accounting policies

#### (a) Basis of preparation

These financial statements are general purpose financial statements, which have been prepared in accordance with the requirements of the Corporations Act 2001, Accounting Standards and Interpretations and comply with other requirements of the law. The accounting policies detailed below have been consistently applied to all of the years presented unless otherwise stated. The financial statements are for the Consolidated Entity consisting of Volt Resources Limited and its subsidiaries.

The financial statements have also been prepared on a historical cost basis. Cost is based on the fair values of the consideration given in exchange for assets. The Company is a for-profit listed public company, incorporated in Australia.

The principal activities of the Consolidated Entity during the financial year included restarting the production of Zavalievsky Graphite Ltd (“Zavalievsky Graphite Business” or “Zavalievsky”) in Ukraine, developing its downstream battery anode material business in the US and Europe and continuing funding activities to advance to the development stage of its Bunyu Graphite Project in Tanzania.

#### (b) Going Concern

The financial report has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

At 30 June 2023 the Consolidated Entity had cash of \$2,966,041, a working capital deficiency of \$3,454,136 and net assets of \$21,637,293 primarily represented by deferred exploration expenditure of \$25,085,654 on its Graphite prospecting tenements in Tanzania. During the year, net cash outflows from operating activities totalled \$4,414,458 primarily in relation to corporate compliance, management, marketing and investor relations costs of the listed parent entity.

US \$3.8 mil was due to be paid on 26 July 2022 for the second and final consideration payment for the ZG Group acquisition. Volt continues to work with Avellum, its legal advisor based in Ukraine, and other advisors in relation to offset claims for the deferred payment. The Company is currently finalising its claims which we believe will put Volt in a strong position. Volt expects to be able to either significantly reduce the deferred payment, or completely offset the deferred payment liability.

Volt has until the end of July 2024 to submit claims and it is worth noting that no proceedings have been launched yet by either party. We look forward to providing further information in relation to the claims as progress warrants.

Notwithstanding the above, the Directors are of the opinion that the Consolidated Entity is a going concern due to the following factors:

- (i) The Company has the ability to raise additional working capital in the shorter term from:
  - a. a capital raising;
  - b. issue of convertible securities; and
- (ii) The Company has the ability to sell assets, or an interest in assets.

Whilst the Directors are confident that the above initiatives will generate sufficient funds to enable the Consolidated Entity to continue as a going concern for at least the period of 12 months from the date of signing this financial report, should these initiatives be unsuccessful, there exists a material uncertainty that may cast significant doubt on the ability of the Consolidated Entity to continue as a going concern and, therefore, whether it will be able to realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

(c) **Adoption of new and revised standards**

In the year ended 30 June 2023, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Consolidated Entity and effective for the current annual reporting periods beginning on or after 1 July 2022. As a result of this review, the Directors have determined that there is no material impact of the new and revised Standards and Interpretations on the Consolidated Entity and therefore no material change is necessary to the Consolidated Entity's accounting policies.

(d) **Standards and Interpretations issued but not yet adopted.**

The Directors have also reviewed all Standards and Interpretations issued and not yet adopted for the year ended 30 June 2023. As a result of this review, the Directors have determined that there is no material impact of the new and revised Standards and Interpretations in issue but not yet adopted and therefore no material change is necessary to the Group's accounting policies.

(e) **Statement of compliance**

The financial report was authorised for issue on 27 September 2023. The financial report complies with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial report, comprising the financial statements and notes thereto, complies with International Financial Reporting Standards (IFRS).

(f) **Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement in with the investee; and
- has the ability within its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements listed above. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss from the date the Company gains control until the date when the Company ceases to control the subsidiary. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests.

Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the controlling interest having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Consolidated Entity's accounting policies. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members are eliminated in full on consolidation.

(g) **Impairment of assets**

The Consolidated Entity assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Consolidated Entity makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs.

When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset unless the asset is carried at revalued amount (in which case the impairment loss is treated as a revaluation decrease). An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

(h) **Critical accounting judgements and key sources of estimation uncertainty**

The application of accounting policies requires the use of judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions are recognised in the period in which the estimate is revised if it affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

*Share-based payment transactions:*

The Consolidated Entity measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using either the Black and Scholes or Trinomial Options formula taking into account the terms and conditions upon which the instruments were granted.

*Joint Arrangements*

Note 22 describes that the ZG Group is an associate of Volt even though Volt has a 70% ownership interest. The directors have assessed whether Volt has control over ZG group based on whether Volt has the practical ability to direct the relevant activities of ZG Group unilaterally, or whether unanimous agreement of the parties to the joint arrangement is required. After assessment, the directors concluded that Volt does not

have sufficiently dominant voting interest and that joint control exists between the parties to the arrangement. As a result, Volt accounts for its interest in the associate using the equity method of accounting.

*Exploration and evaluation expenditure:*

The application of the Group's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits are likely either from future exploitation or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves.

The determination of a Joint Ore Reserves Committee (JORC) resource is itself an estimation process that requires varying degrees of uncertainty depending on sub-classification and these estimates directly impact the point of deferral of exploration and evaluation expenditure.

The deferral policy requires management to make certain estimates and assumptions about future events or circumstances, in particular whether an economically viable extraction operation can be established. Estimates and assumptions made may change if new information becomes available.

Volt's Management has made the decisions to not to support any substantive expenditure on further exploration for and evaluation of mineral resources with respect to Guinea Gold and is neither budgeted nor planned and as a result the carrying value date has been impaired.

*Derivative financial instrument:*

The Group measures the fair value of the derivative financial instruments based on the share price movement of Volt. The instrument is revalued at each reporting date and at the date of the conversion to equity.

*Impairment of non-financial assets other than goodwill and other indefinite life intangible assets*

The consolidated entity assesses impairment of non-financial assets at each reporting date by evaluating conditions specific to the consolidated entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions. Refer to notes 22 and 9 regarding impairment recognised on the Group's investment in the ZG Group and the exploration and evaluation carrying value of Guinea Gold.

## 2. Revenue and expenses

	Note	2023 \$	2022 \$
<i>Other income</i>			
Interest Income		70,963	532
		70,963	532
<i>Expenses include:</i>			
Share based payments	13	795,741	89,186
<i>Other expenses</i>			
Depreciation		36,187	784
Travel and accommodation		131,738	179,347
Other		142,485	129,279
Total other expenses		310,410	309,410

### Accounting policy: revenue recognition

Revenue is recognised at an amount that reflects the consideration to which the consolidated entity is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the consolidated entity: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

### Interest income

Interest revenue is recognised on a time proportionate basis that considers the effective yield on the financial asset

## 3. Borrowings

### Movement in borrowings:

	Short term loan \$	Total \$
2023		
Opening balance	-	-
Proceeds from borrowings	45,607	45,607
Repayment of borrowings	(47,353)	(47,353)
Interest paid	1,746	1,746
	-	-

Above borrowings was the result of an insurance premium fund.



	Short term loan <sup>a)</sup>	SBC Convertible loan <sup>b)</sup>	Derivative SBC loan <sup>b)</sup>	Total
	\$	\$	\$	\$
2022				
Opening balance	-	-	-	-
Proceeds from borrowings	401,114	4,336,491	966,499	5,704,104
Repayment of borrowings	-	(3,098,658)	-	(3,098,658)
Debt converted to equity	(409,145)	(1,789,303)	(817,671)	(3,016,119)
Fair value movement in financial liability	-	-	(148,828)	(148,828)
Gain on derecognition of financial liability	-	(156,837)	-	(156,837)
Interest paid	5,257	1,634,526	-	1,639,783
Forex movement on USD loans	2,774	(437,219)	-	(434,445)
Options for convertible notes	-	(489,000)	-	(489,000)
	-	-	-	-

a) On the 12 July 2021, Volt received a US\$300,000 in unsecured loan from an American based high net worth investor. On 10 September 2021, the loan was fully repaid via the issue of equity (total shares issued 16,365,800). In association with the repayment of this short term loan \$5,257 interest was realised along with a \$2,774 foreign exchange movement.

b) On the 27 July 2021 Volt acquired a 70% interest in Zavalievsky Graphite Ukraine for US\$7,600,000. The first 50% payment for the acquisition (US\$3,800,000) was funded via a convertible loan from SBC Global Investment Fund. The initial recognition of the notes was completed in the following manner: Financial Liability – Debt component \$3,847,491, Derivative financial Liability \$966,499 and transaction costs (equity) \$489,000. The Debt component was fully repaid during the financial year via: “Repayments of borrowings” totalling \$3,098,658, “Debt converted to equity” totalling \$1,789,303, gain on the derecognition on the financial liability \$156,837, a recognised foreign exchange gain of \$437,219 and included interest payments totalling \$1,634,526. \$148,828 of fair value movement was recognised on the derivative financial liability with \$817,671 converted to equity.

### **Accounting policy: Borrowings**

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

### **Compound instruments**

On the issue of compound instruments, the fair value of the liability component is determined using a market rate for an equivalent non-convertible debt instrument and this amount is carried as a non-current liability on the amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to the passage of time is recognised as a finance cost. The remainder of the proceeds are allocated to the conversion option that is recognised and included in shareholders’ equity as a reserve, net of transaction costs. The carrying amount of the conversion option is not subsequently remeasured. The corresponding interest on the compound instruments is expensed to profit or loss.



### Hybrid instruments

An embedded derivative is a component of a hybrid contract that also includes a non-derivative host – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. Derivatives embedded in hybrid contracts with hosts that are not financial assets within the scope of AASB 9 (e.g. financial liabilities) are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL. Subsequent to recognition, the embedded derivative is revalued at each reporting and conversion date with fair value movements recognised in profit and loss. An embedded derivative is presented as a non-current asset or non-current liability if the remaining maturity of the hybrid instrument to which the embedded derivative relates is more than 12 months and is not expected to be realised or settled within 12 months.

## 4. Income tax

	2023 \$	2022 \$
Numerical reconciliation between aggregate tax expense recognised in the income statement and the tax expense calculated in the statutory income tax return		
Accounting loss before tax	(13,331,973)	(16,397,340)
<b>Total loss before income tax expense</b>	<b>(13,331,973)</b>	<b>(16,397,340)</b>
Prima facie income tax benefit @ 30% (2021: 30%)	(3,999,592)	(4,919,202)
Share based payments	238,722	14,997
Other non-deductible expenditure	545,333	619,908
Tax effect of impairment and losses attributable to investments	2,226,499	3,429,535
Non-assessable income	-	-
Section 40-880 deduction	(33,902)	(22,146)
Income tax losses and movement in deferred tax not brought to account	1,022,940	876,908
<b>Aggregate income tax benefit</b>	<b>-</b>	<b>-</b>
Unrecognised Deferred Tax Balances		
<i>The following deferred tax assets and liabilities have not been brought to account:</i>		
Deferred tax assets at 30% (2021: 30%)		
Carry forward revenue and capital losses	10,706,022	9,550,233
Other deferred tax balances	344,996	239,872
<b>Total Deferred tax assets</b>	<b>11,051,018</b>	<b>9,790,105</b>
Deferred tax liabilities at 30% (2021: 30%)		
Exploration	1,766,510	1,323,547
Other deferred tax balances	32,913	76,382
<b>Total Deferred tax liabilities</b>	<b>1,799,423</b>	<b>1,399,929</b>

The tax rates used in the above reconciliation are the corporate tax rates of Australia 30% and Tanzania 30% (2022: Australia 30%, Tanzania 30%). The 25% tax rate on taxable profits for small businesses does not apply to Australian corporate entities under Australian tax law if greater than 80% passive income is expected. The Consolidated Entity has tax losses arising in Australia of \$27,624,766 (2022: \$23,077,427) that are available indefinitely for offset against future taxable profits of the companies in which the losses arose.

The availability of these losses is subject to the satisfaction of either the business continuity or continuity of ownership tests. Tax losses arising in Tanzania to 30 June 2023 totalled A\$6,727,673 (2022: \$5,769,249). Deferred tax assets have not been recognised in respect of these items because it is not sufficiently probable that future taxable profit will be available against which the Consolidated Entity can utilise the benefits thereof.

**Accounting policy: income tax**

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date. Deferred income tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax liabilities are recognised for all taxable temporary differences except:

- when the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in profit or loss. Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

**Tax consolidation legislation**

Volt Resources Limited and its 100% owned Australian resident subsidiaries have implemented the tax consolidation legislation. Current and deferred tax amounts are accounted for in each individual entity as if each entity continued to act as a taxpayer on its own.

Volt Resources Limited recognises both its own current and deferred tax amounts and those current tax liabilities, current tax assets and deferred tax assets arising from unused tax credits and unused tax losses which it has assumed from its controlled entities within the tax consolidated group. Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts payable or receivable from or payable to other entities in the Consolidated Entity. Any difference between the amounts receivable or payable under the tax funding agreement are recognised as a contribution to (or distribution from) controlled entities in the tax consolidated group.

**Accounting policy: other taxes**

Revenues, expenses and assets are recognised net of the amount of GST except:

- when the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables, which are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position. Cash flows are included in the statement of cash flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows. Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

**5. Loss per share**

	2023	2022
	\$	\$
Loss attributable to owners of Volt Resources Limited used in calculating basic and dilutive EPS	(13,339,319)	(16,414,107)
	2023	2022
	Number	Number
Weighted average number of ordinary shares used in calculating basic and diluted earnings / (loss) per share (*):	3,690,542,120	2,742,020,130
	Cents per share	Cents per share
Basic / diluted loss per share	(0.36)	(0.60)

\*As the Consolidated Entity is loss making in both 2023 and 2022, no potential ordinary shares are considered to be dilutive as they would act to decrease the loss per share.

The options on issue (Note 11) represent potential ordinary shares but are not dilutive and accordingly have been excluded from the weighted average number of ordinary shares and potential ordinary shares used in the calculation of diluted loss per share.

**Accounting policy: earnings/loss per share**

Basic earnings/loss per share is calculated as net profit or loss attributable to members of the parent, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element. Diluted earnings per share is calculated as net profit or loss attributable to members of the parent, adjusted for:

- costs of servicing equity (other than dividends) and preference share dividends;
- the after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and
- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares; divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

**6. Cash and cash equivalents**

	2023	2022
	\$	\$
<i>Reconciliation of operating loss after tax to the net cash flows from operations:</i>		
Loss after tax	(13,331,973)	(16,397,340)
<i>Non-cash items</i>		
Depreciation	36,187	784
Share based payments	795,741	89,186
Impairment of investments/loans	3,080,023	10,348,523
Impairment of exploration and evaluation assets	4,341,640	-
Loss in associate	-	1,083,260
Unrealised Foreign currency (gain)/loss	409,720	(309,063)
Fair value Gain/Loss on embedded derivative	-	(148,828)
Gain on derecognition of derivative	-	(156,837)
Non Cash interest and forex on short term borrowing	-	1,205,338
<i>Change in assets and liabilities</i>		
Trade and other receivables	(36,532)	(7,552)
Prepayments	(35,282)	100,817
Trade and other payables	110,536	241,314
Provisions	215,483	351,772
<b>Net cash outflow from operating activities</b>	<b>(4,414,458)</b>	<b>(3,598,626)</b>
<i>Reconciliation of cash:</i>		
Cash at bank and on hand	2,966,041	358,496
	<b>2,966,041</b>	<b>358,496</b>

**Accounting policy: cash and cash equivalents**

Cash comprises cash at bank and in hand. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Cash at bank earns interest at floating rates based on daily bank deposit rates.

**7. Trade and other receivables**

	2023	2022
	\$	\$
Current		
GST receivable	79,759	37,653
Other receivable	47,174	52,748
	126,933	90,401

**Accounting policy: trade and other receivables**

Trade receivables are measured on initial recognition at fair value and are subsequently measured at amortised cost using the effective interest rate method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within periods ranging from 15 days to 30 days.

The consolidated entity has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

**8. Plant and equipment**

	2023	2022
	\$	\$
Plant and equipment – at cost	165,511	160,373
Accumulated depreciation	(159,737)	(119,385)
Net book amount	5,774	40,988
Balance at the beginning of the year	40,988	38,487
Acquisitions	-	-
Depreciation expense	(36,187)	(784)
Disposal	-	-
Foreign currency translation	973	3,285
Balance at the end of the year	5,774	40,988

**Accounting policy: property, plant and equipment**

Plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses. Depreciation is calculated on a straight-line basis over the estimated useful life of the assets as follows:

Plant and equipment – over 3 years

The assets' residual values, useful lives and amortisation methods are reviewed, and adjusted if appropriate, at each financial year end.

### Impairment

The carrying values of plant and equipment are reviewed for impairment at each reporting date, with recoverable amount being estimated when events or changes in circumstances indicate that the carrying value may be impaired. The recoverable amount of plant and equipment is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, recoverable amount is determined for the cash-generating unit to which the asset belongs, unless the asset's value in use can be estimated to be close to its fair value. An impairment exists when the carrying value of an asset or cash-generating units exceeds its estimated recoverable amount. The asset or cash-generating unit is then written down to its recoverable amount. For plant and equipment, impairment losses are recognised in profit or loss for the year as a separate line item.

### Derecognition and disposal

An item of property, plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognised.

## 9. Deferred exploration and evaluation expenditure

	2023	2022
	\$	\$
Exploration and evaluation phase – at cost		
At beginning of the year	28,140,314	26,245,694
Exploration expenditure during the year	1,214,654	528,125
Non-cash Acquisition	-	-
Impairment of Guinea Gold Project <sup>(1)</sup>	(4,341,640)	-
Foreign currency translation	72,326	1,366,495
<b>Total exploration and evaluation</b>	<b>25,085,654</b>	<b>28,140,314</b>

(1) Guinea Gold was impaired during the year as substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned. This is indicative of impairment under AASB6 and Directors have fully impaired the balance.

### Accounting policy: exploration and evaluation

Exploration and evaluation expenditures in relation to each separate area of interest are recognised as an exploration and evaluation asset in the year in which they are incurred where the following conditions are satisfied:

- a) the rights to tenure of the area of interest are current; and
- b) at least one of the following conditions is also met:
  - (i) the exploration and evaluation expenditures are expected to be recouped through successful development and exploration of the area of interest, or alternatively, by its sale; or
  - (ii) exploration and evaluation activities in the area of interest have not at the reporting date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.



Exploration and evaluation assets are initially measured at cost and include acquisition of rights to explore, studies, exploratory drilling, trenching and sampling and associated activities and an allocation of depreciation and amortised of assets used in exploration and evaluation activities. General and administrative costs are only included in the measurement of exploration and evaluation costs where they are related directly to operational activities in a particular area of interest.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. The recoverable amount of the exploration and evaluation asset (for the cash generating unit(s) to which it has been allocated being no larger than the relevant area of interest) is estimated to determine the extent of the impairment loss (if any).

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

Where a decision has been made to proceed with development in respect of a particular area of interest, the relevant exploration and evaluation asset is tested for impairment and the balance is then reclassified to development.

Capitalised exploration and evaluation expenditure represents the accumulated cost of acquisition and subsequent cost of exploration and evaluation of the properties. Ultimate recoupment of these costs is dependent on the successful development and commercial exploitation, or alternatively, sale, of the respective areas of interest.

## 10. Trade and other payables

	2023	2022
	\$	\$
Trade payables and accruals	925,296	814,760
Zavalievsky Graphite deferred consideration <sup>(1)</sup>	5,731,523	5,516,040
<b>Trade payables and other payables</b>	<b>6,656,819</b>	<b>6,330,800</b>

<sup>(1)</sup> Under the terms of the SPAs entered into by Volt and the Sellers, Volt paid the Sellers the first instalment of the purchase price of US\$3.8 million in July 2021. Shares representing a 70% interest in each of the ZG group companies were transferred to Volt at this time.

A second and final deferred payment of US\$3.8 million was to be paid in July 2022 which is effectively an unsecured loan provided to Volt by the Sellers. Volt continues to work with Avellum, its legal advisor based in Ukraine, and other advisors in relation to offset claims for the deferred payment. The Company is currently finalising its claims which we believe will put Volt in a strong position. Volt expects to be able to either significantly reduce the deferred payment, or completely offset the deferred payment liability.

Volt has until the end of July 2024 to submit claims and it is worth noting that no proceedings have been launched yet by either party. We look forward to providing further information in relation to the claims as progress warrants.

### **Accounting policy: trade and other payables**

Trade payables and other payables are carried at amortised cost and represent liabilities for goods and services provided to the Consolidated Entity prior to the end of the financial year that are unpaid and arise when the Consolidated Entity becomes obliged to make future payments in respect of the purchase of these goods and services. Trade and other payables are presented as current liabilities unless payment is not due within 12 months. Trade payables are non-interest bearing and are normally settled on 30-day terms.



**11. Share capital**
**a) Share capital**

	2023	2022
	\$	\$
Ordinary shares fully paid	97,884,770	86,403,507

**b) Movement in shares on issue**

	Note	2023 number	2023 \$	2022 number	2022 \$
Balance at the beginning of the year		3,206,613,777	86,403,507	2,439,701,585	75,505,006
Share placements		726,010,102	12,500,000	395,452,382	7,340,855
Shares issued in lieu of services	13	6,800,000	119,000	6,283,751	79,280
Performance Rights issued		-	-	5,000,000	50,000
Options exercised		-	-	54,850,000	552,700
Shares issued on debt conversion		-	-	305,326,059	3,016,119
Unissued Share Capital		-	(363,500)	-	363,500
Share issue costs		-	(774,237)	-	(503,953)
<b>Balance at the end of the year</b>		<b>3,939,423,879</b>	<b>97,884,770</b>	<b>3,206,613,777</b>	<b>86,403,507</b>

**c) Share options**

2023						
Grant Date	Details	Expiry Date	Exercise Price	Balance 30 June 2022	Movement during the year	Balance 30 June 2023
23 October 2020	Unlisted options	23 October 2023	\$0.022	69,450,002	-	69,450,002
26 July 2021	Unlisted options	26 July 2024	\$0.05	30,000,000	-	30,000,000
9 September 2021	Unlisted options	9 September 2024	\$0.05	5,000,000	-	5,000,000
9 September 2021	Unlisted options	9 September 2024	\$0.0385	4,259,740	-	4,259,740
14 November 2022	Listed options <sup>2</sup>	30 June 2025	\$0.024	-	648,055,557	648,055,557
				<b>108,709,742</b>	<b>648,055,557</b>	<b>756,765,299</b>

2) Listed free-attaching options were issued as result of the 14 November capital raise, where one listed option was issued for every share subscribed for under the placement, having an exercise price of 2.4 cents and an expiry date of 30 June 2025.

2022						
Grant Date	Details	Expiry Date	Exercise Price	Balance 30 June 2021	Movement during the year	Balance 30 June 2022
15 May 2020	Unlisted options	15 May 2022	\$0.01	55,000,000	(55,000,000)	-
23 October 2020	Unlisted options	23 October 2023	\$0.22	69,800,002	(350,000)	69,450,002
26 July 2021	Unlisted options	26 July 2024	\$0.05	-	30,000,000	30,000,000
9 September 2021	Unlisted options	9 September 2024	\$0.05	-	5,000,000	5,000,000
9 September 2021	Unlisted options	9 September 2024	\$0.0385	-	4,259,740	4,259,740
				<b>124,800,002</b>	<b>(16,090,260)</b>	<b>108,709,742</b>

**d) Weighted Average Exercise Price of Options**

Grant Date	Details	Expiry Date	Exercise Price	Balance 30 June 2023	Weighted Exercise Price
23 October 2020	Unlisted options	23 October 2023	\$0.022	69,450,002	\$0.0020
26 July 2021	Unlisted options	26 July 2024	\$0.05	30,000,000	\$0.0020
9 September 2021	Unlisted options	9 September 2024	\$0.05	5,000,000	\$0.0003
9 September 2021	Unlisted options	9 September 2024	\$0.0385	4,259,740	\$0.0002
14 November 2022	Listed options <sup>3</sup>	30 June 2025	\$0.024	648,055,557	\$0.0086
				756,765,299	\$0.0251

**e) Performance rights**

2023							
Grant Date	Expiry Date	Tranche	Balance at 1 July 2022	Granted during the year	Vested during the year	Lapsed as terminated or hurdle not achieved	Balance at 30 June 2023
	31 December 2025	Series 1	-	37,500,000	-	(17,500,000)	20,000,000
	31 December 2025	Series 2	-	37,500,000	-	(17,500,000)	20,000,000
	31 December 2025	Series 3	-	75,000,000	-	(35,000,000)	40,000,000
				150,000,000		(70,000,000)	80,000,000
2022							
Milestone	Expiry Date	Tranche	Balance 30 June 2021	Granted during the year	Vested during the year	Expired during the year	Balance 30 June 2022
Mr H. Millanga Continued Employment twelve months from Grant	21 August 2021	B	5,000,000	-	(5,000,000)	-	-
Mr T Matthews Achieving a VRC 20-day VWAP of 15 cents per share	22 October 2021	C	10,000,000	-	-	(10,000,000)	-
			15,000,000	-	(5,000,000)	(10,000,000)	-

Tranche C rights contain market based vesting conditions and have been valued using an up and in single barrier share option pricing model with a Parisian barrier adjustment. The model takes into consideration that the Tranche C Rights will vest at any time during the performance period, given that the VWAP exceeds the determined barrier over the specified number of days. The model incorporates a trinomial option pricing model.

Mr Millanga's rights contain only non-market vesting conditions and were valued using the company's share price at the date of grant.

All tranches contain market-based vesting conditions and have been valued using an up-and-in single barrier option pricing model with a Parisian barrier adjustment. The model takes into consideration that the rights will vest at any time during the performance period given that the VWAP exceeds the determined barrier over the specified number of days. The model incorporates a trinomial option pricing model. Refer to note 13 for further details of the share-based payment arrangement and a summary of key inputs to the valuation.

The fair value of the rights was valued using a trinomial lattice up-and-in option pricing model with a Parisian barrier adjustment. The inputs to the model were as follow:

Assumption	Series 1	Series 2	Series 3
Grant Date	19-Oct-2022	19-Oct-2022	19-Oct-2022
Spot Price	\$0.031	\$0.031	\$0.031
Exercise Price	Nil	Nil	Nil
Vesting Date	19-Apr-2025	19-Apr-2025	19-Apr-2025
Barrier Price	\$0.050	\$0.075	\$0.100
Expiry Date	31-Dec-2025	31-Dec-2025	31-Dec-2025
Expected Future Volatility	100%	100%	100%
Risk Free Rate	3.5%	3.5%	3.5%
Dividend Yield	Nil	Nil	Nil

The company has determined the expected vesting period to be the life of the rights with vesting expense recognised on a straight-line basis over the vesting period. \$676,740 of vesting expense was recognised on the rights during the period.

#### **Accounting policy: issued capital.**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

## 12. Reserves

	2023	2022
	\$	\$
Share based payments reserve	(855,631)	(178,889)
Convertible note reserve	(489,000)	(489,000)
Foreign currency translation reserve	(1,493,186)	(1,003,351)
	(2,837,817)	(1,671,240)

#### **Foreign currency translation reserve**

This reserve is used to record exchange differences that arise from the translation of the financial statements of controlled foreign subsidiaries.

#### **Share-based payment reserve**

This reserve is used to recognise the value of share-based payments issued to employees and directors as part of their remuneration, plus share-based payments issued to third parties as compensation for their services.

#### **Convertible note reserve**

This reserve is used to record the value of options issued as transactions costs for issuing convertible notes.

*Movement in Reserves*

	Note	2023 \$	2022 \$
<b>Share based payments reserve</b>			
Balance at the beginning of the year		178,889	79,289
Share based payment	11(e)	676,741	89,186
Options and performance rights exercised		-	(129,279)
Broker options issued		-	139,693
Balance at the end of the year		855,630	178,889
<b>Convertible note reserve</b>			
Balance at the beginning of the year		489,000	-
Convertible Note (option) value	3	-	489,000
Exercised		-	-
Balance at the end of the year		489,000	489,000
<b>Foreign currency translation reserve</b>			
Balance at the beginning of the year		1,003,351	(74,127)
Currency translation differences		489,835	1,077,478
Balance at the end of the year		1,493,186	1,003,351
Total reserves		2,837,817	1,671,240

*Accounting policy: foreign currency translation*

Both the functional and presentation currency of Volt Resources Limited and its Australian subsidiaries is Australian dollars. Each entity in the Consolidated Entity determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

Transactions in foreign currencies are initially recorded in the functional currency by applying the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the reporting date. All exchange differences in the consolidated financial report are taken to profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. The functional currency of foreign operations through Dugal Resources Lda and Xiluva Mozambi Lda, is Mozambique New Metical (MZN). The functional currency of foreign operations through Volt Graphite Tanzania Limited is Tanzanian Shillings (TZS) and US Dollars (USD). The functional currency of foreign operations through Zavalievsky Graphite is Ukraine hryvnia (UAH) and US Dollars (USD). Volt Energy Materials functional currency is United States dollars (USD).

As at the reporting date the assets and liabilities of these subsidiaries are translated into the presentation currency of Volt Resources Limited at the rate of exchange ruling at the reporting date and their statements of comprehensive income are translated at the weighted average exchange rate for the year. The exchange differences arising on the translation are taken directly to a separate component of equity, being recognised in the foreign currency translation reserve. On disposal of a foreign entity, the deferred cumulative amount recognised in equity relating to that particular foreign operation is recognised in profit or loss.

### 13. Share based payments

#### *Broker Shares*

Peak Asset Management Pty Ltd was engaged to provide investor relations services and was issued 6,800,000 shares for services received. A share based payment expense of \$119,000 was recognised based on the grant date ASX share price of \$0.0175. Grant date was 11 July 2022, based on when the services were received, being the date of completing the placement.

#### *Performance Rights*

Refer to note 11 and page 12 of the Director's Report, for details of performance rights issued to Directors during the year, vesting conditions, the valuation methodology used and key inputs to the valuation. On 29 June 2023, Trevor Matthews resigned as Executive Director of the company. The performance rights issued to him during the year, as detailed on page 12 of the Director's Report, lapsed on that date. A share based payment of \$676,740 was recognised in the accounts.

#### **Accounting policy: share-based payment transactions**

##### *Equity settled transactions:*

The Consolidated Entity provides benefits to employees (including senior executives) of the Consolidated Entity in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions). The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an external valuer using a Black-Scholes model.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of Volt Resources Limited (market conditions) if applicable. The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting period).

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects:

- a) the extent to which the vesting period has expired; and
- b) the Consolidated Entity's best estimate of the number of equity instruments that will ultimately vest.

No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The consolidated statement of profit or loss and other comprehensive income charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period. No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition.

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous

paragraph. The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings/loss per share (see Note 4).

#### 14. Financial instruments

##### a) Capital risk management

The Consolidated Entity manages its capital to ensure that entities in the Consolidated Entity will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Consolidated Entity's overall strategy remains unchanged from 2020. The capital structure of the Consolidated Entity consists of debt, cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings. None of the entities are subject to externally imposed capital requirements. Operating cash flows are used to maintain and expand operations, as well as to make routine expenditures such as tax, and general administrative outgoings. Gearing levels are reviewed by the Board on a regular basis in line with its target gearing ratio, the cost of capital and the risks associated with each class of capital.

	2023	2022
	\$	\$
Financial assets		
Cash and cash equivalents	2,966,041	358,496
Trade and other receivables	126,933	90,401
	<b>3,092,974</b>	<b>448,897</b>
Financial liabilities		
Trade and other payables	6,656,819	6,330,800
Borrowings	-	-
	<b>6,656,819</b>	<b>6,330,800</b>

All of the above have a maturity within 12 months

##### b) Financial risk management objectives

The Consolidated Entity is exposed to market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk. The Consolidated Entity seeks to minimise the effect of these risks, by using derivative financial instruments to hedge these risk exposures where appropriate. The use of financial derivatives is governed by the Consolidated Entity's policies approved by the board of directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by management on a continuous basis. The Consolidated Entity does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

##### c) Market risk

The Consolidated Entity's activities expose it primarily to the financial risks of changes in foreign currency exchange rates, commodity prices and exchange rates. There has been no change to the Consolidated Entity's exposure to market risks or the manner in which it manages and measures the risk from the previous period.

**d) Foreign currency risk management**

The Consolidated Entity undertakes certain transactions denominated in foreign currencies, hence exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters. No forward contracts or other hedging instruments have been used during the current or prior year as the Consolidated Entity's foreign exchange exposure is not considered to be sufficiently material to justify such activities. The carrying amounts of the Consolidated Entity's foreign currency denominated monetary assets and monetary liabilities at the balance date expressed in Australian dollars are as follows:

	Assets		Liabilities	
	2023	2022	2023	2022
US dollars	801	1,410	5,731,523	5,516,040
Tanzanian shillings	27,268	1,079	-	-

**Foreign currency sensitivity analysis**

The Consolidated Entity is exposed to US Dollar (USD) and Tanzanian shillings (TZS) currency fluctuations. The following table details the Consolidated Entity's sensitivity to a 10% increase and decrease in the Australian dollar against the relevant foreign currencies. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the possible change in foreign exchange rates.

The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates. A positive number indicates a weakening against the respective currency. For a strengthening of the Australian Dollar against the respective currency there would be an equal and opposite impact on the result and other equity and the balances below would be negative.

	2023	2022
	\$	\$
USD impact		
Result for the year	(573,072)	(551,463)
TZS impact		
Result for the year	2,727	108



### e) Interest rate risk

As at and during the year ended on reporting date the Consolidated Entity had no significant interest-bearing assets or liabilities, other than liquid funds on deposit and various loans. As such, the Consolidated Entity's income and operating cash flows (other than interest income from funds on deposit and interest expense on the loans) are substantially independent of changes in market interest rates.

The Consolidated Entity's exposure to interest rate risk for each class of financial assets and liabilities is set out below:

		Weighted Rate %	2023 \$	Weighted Rate %	2022 \$
<b>Financial assets</b>					
Cash and cash equivalents	Floating	0.09%	2,996,041	0.09%	358,496
Trade receivables	Floating	0	-	0	-
<b>Financial liabilities</b>					
Trade and other payables		0%	6,656,819	0%	6,330,800

### Consolidated Entity and Parent Company sensitivity

The sensitivity analyses below have been determined based on the exposure to interest rates at the balance date and the stipulated change taking place at the beginning of the financial year and held constant through the reporting period. At balance date, if interest rates had been 80 basis points higher or lower and all other variables were held constant, the Consolidated Entity's net result would increase or decrease by \$23,968 (2022: \$2,036). This is mainly attributable to the Consolidated Entity's exposure to interest rates on its variable rate cash holdings.

### f) Credit risk

The Consolidated Entity seeks to trade only with recognised, trustworthy third parties and it is the Group's policy to perform credit verification procedures in relation to any customers wishing to trade on credit terms with the Consolidated Entity. The Consolidated Entity has no significant concentrations of credit risk.

### g) Liquidity risk

Prudent liquidity management involves the maintenance of sufficient cash, marketable securities, committed credit facilities and access to capital markets. It is the policy of the Board to ensure that the Consolidated Entity is able to meet its financial obligations and maintain the flexibility to pursue attractive investment opportunities through keeping committed credit lines available where possible, ensuring the Consolidated Entity has sufficient working capital and preserving the 15% share issue limit available to the Company under the ASX Listing Rules.

### h) Net fair value

The carrying amount of financial assets and liabilities recorded in the financial statements approximate their fair value at 30 June 2023.

### Accounting policy: investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is

determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless, an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the consolidated entity has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

*Financial assets at fair value through profit or loss*

Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

*Financial assets at fair value through other comprehensive income*

Financial assets at fair value through other comprehensive income include equity investments which the consolidated entity intends to hold for the foreseeable future and has irrevocably elected to classify them as such upon initial recognition.

*Impairment of financial assets*

The consolidated entity recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the consolidated entity’s assessment at the end of each reporting period as to whether the financial instrument’s credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset’s lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months.

Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset’s lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets measured at fair value through other comprehensive income, the loss allowance is recognised within other comprehensive income. In all other cases, the loss allowance is recognised in profit or loss.

**15. Commitments and contingencies**

	2023	2022
	\$	\$
Within one year – exploration	49,888	49,888
Within one year – office lease	-	-
One to five years – exploration	-	-
	<b>49,888</b>	<b>49,888</b>

There are no contingent liabilities as at the date of this report, other than for the Resettlement Action Plan totalling US\$3.5 million where commencement of resettlements and any commitments are contingent on the

consolidated entity making a Final Investment Decision (FID) to develop the Bunyu Graphite project which is contingent on an appropriate level of development funding being sourced.

On production and sale of graphite products from the Bunyu Graphite project, the previous owners are entitled to a 3% net smelter royalty on the sale of dried concentrate. At the Company's election, at any stage in the future the Company may pay US\$2.0 million to reduce the royalty rate to 1.5%. On production and sale of gold products from the Guinea project, Kabunga Holdings are entitled to a 2% net smelter royalty on the sale of the end gold product.

Changes to the legal framework governing the natural resources sector in Tanzania were passed by the Tanzanian Parliament in early July 2017 and the Company advised the ASX of the impact of the new legislation on 7 July 2017. One impact was the Tanzanian Government would have a 16% non-dilutable free carried interest in Volt's Tanzanian subsidiary which increases from a current interest of nil.

The 16% interest is to apply to mining operations under a mining licence or a special mining licence. The Company is not aware of any further guidance or application of this change to date. The Consolidated entity currently retains a 100% interest in Volt's Tanzanian subsidiary which holds the Bunyu Graphite Project.

## 16. Financial reporting by segments

AASB 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

The function of the chief operating decision maker is performed by the Board collectively. Information reported to the Board for the purposes of resource allocation and assessment of performance is focused broadly on the Group's diversified activities across different sectors.

The Group's reportable segments under AASB 8 are Corporate and Geographical locations:

	Corporate \$	Volt Resources Tanzania (Graphite)	Volt Energy Materials	Zavaliievsky Graphite \$	Guinea Gold \$	Total \$
<b>2023</b>						
Revenue	-	-	-	-	-	-
Interest received	70,963	-	-	-	-	70,963
<b>Total segment revenue</b>	<b>70,963</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>70,963</b>
<b>Expenditure</b>						
Corporate compliance fees	(832,800)	(60,962)	(33,690)	-	-	(927,452)
Corporate management costs	(979,301)	(166,212)	(423,066)	-	-	(1,568,579)
Marketing and Investor relation costs	(859,289)	-	(777,054)	-	-	(1,636,343)
Occupancy expenses	(27,901)	(12,560)	(51,432)	-	-	(91,893)
Interest expenses	(1,746)	-	-	-	-	(1,746)
Gain on financial instruments	-	-	-	-	-	-
Foreign exchange gain (loss)	(203,190)	(445,919)	-	-	-	(649,109)
Share based payments	(795,741)	-	-	-	-	(795,741)
Share of losses in associate	-	-	-	-	-	-
Impairment of investments	-	-	-	(3,080,023)	-	(3,080,023)
Impairment of exploration and evaluation	-	-	-	-	(4,341,640)	(4,341,640)
Other expenses	(208,906)	(52,444)	(49,061)	-	-	(310,410)
<b>Total segment expenditure</b>	<b>(3,908,873)</b>	<b>(738,097)</b>	<b>(1,334,303)</b>	<b>(3,080,023)</b>	<b>(4,341,640)</b>	<b>(13,402,936)</b>
<b>Loss before income tax</b>	<b>(3,837,910)</b>	<b>-</b>	<b>(1,334,303)</b>	<b>(3,080,023)</b>	<b>(4,341,640)</b>	<b>(12,593,876)</b>
<b>SEGMENT ASSETS</b>						
Segment operating assets	3,148,895	25,085,854	-	-	-	28,294,112
<b>Total segment assets</b>	<b>3,148,895</b>	<b>25,085,854</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>28,294,112</b>
<b>SEGMENT LIABILITIES</b>						
Segment operating liabilities	6,679,936	-	(23,117)	-	-	6,656,819
<b>Total segment liabilities</b>	<b>6,679,936</b>	<b>-</b>	<b>(23,117)</b>	<b>-</b>	<b>-</b>	<b>6,656,819</b>

	Corporate \$	Zavaliievsky Graphite	Volt Resources Tanzania (Graphite) \$	Guinea Gold \$	Total \$
<b>2022</b>					
Revenue	-	-	-	-	-
Interest received	532	-	-	-	532
<b>Total segment revenue</b>	<b>532</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>532</b>
<b>Expenditure</b>					
Corporate compliance fees	(972,776)	-	(55,020)	-	(1,027,796)
Corporate management costs	(1,430,115)	-	(95,737)	-	(1,525,852)
Marketing and Investor relation costs	(1,038,004)	-	-	-	(1,038,004)
Occupancy expenses	(27,461)	-	(9,983)	-	(37,444)
Interest expenses	(1,639,783)	-	-	-	(1,639,783)
Gain on financial instruments	156,837	-	-	-	156,837
Foreign exchange gain (loss)	319,317	-	225,233	-	544,550
Share based payments	(89,186)	-	-	-	(89,186)
Share of losses in associate	-	(1,083,260)	-	-	(1,083,260)
Impairment of investments	(10,348,523)	-	-	-	(10,348,523)
Other expenses	(294,660)	-	(14,751)	-	(309,411)
<b>Total segment expenditure</b>	<b>(15,364,354)</b>	<b>(1,083,260)</b>	<b>49,742</b>	<b>-</b>	<b>(16,397,872)</b>
<b>Loss before income tax</b>	<b>(15,363,822)</b>	<b>(1,083,260)</b>	<b>49,742</b>	<b>-</b>	<b>(16,397,340)</b>
<b>SEGMENT ASSETS</b>					
Segment operating assets	452,188	-	24,166,119	4,041,265	28,659,572
<b>Total segment assets</b>	<b>452,188</b>	<b>-</b>	<b>24,166,119</b>	<b>4,041,265</b>	<b>28,659,572</b>
<b>SEGMENT LIABILITIES</b>					
Segment operating liabilities	833,135	5,516,040	(18,375)	-	6,330,800
<b>Total segment liabilities</b>	<b>833,135</b>	<b>5,516,040</b>	<b>(18,375)</b>	<b>-</b>	<b>6,330,800</b>

**Accounting policy: segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, is the Board of Directors of Volt Resources Limited.

## 17. Subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries:

	Country of Incorporation	2023 %	2022 %
Volt Energy Materials LLC	United States	100	100
Volt Graphite Tanzania Plc	Tanzania	100	100
Gold Republic Pty Ltd	Australia	100	100
Norsk Gold Pte Ltd	Singapore	100	100
Novo Mines Sarlu	Guinea	100	100
KB Gold Sarlu	Guinea	100	100
Mozambi Graphite Pty Ltd	Australia	100	100
Mozambi Resource Investments Pty Ltd	Australia	100	100
Dugal Pty Ltd	Australia	100	100
Dugal Resources Lda (1)	Mozambique	70	70
Mozambi Ventures Lda(1)	Mozambique	80	80
Xiluva Mozambi Lda(1)	Mozambique	80	80

(1) Subsidiaries with non-controlling interests are not material to the consolidated entity, therefore summarised financial information for these subsidiaries have not been provided in this financial report.

## 18. Auditors' remuneration

	2023 \$	2022 \$
<i>Amounts received or due and receivable by the auditor for:</i>		
Amounts received or due and receivable by HLB Mann Judd for an audit or review of the financial report	66,000	50,462
<i>Amounts received or due and receivable by other auditors:</i>		
Amounts received or due and receivable by Innovex in Tanzania for the audit of Volt Graphite Tanzania Ltd	7,938	9,470
	<b>73,938</b>	<b>59,932</b>

## 19. Key management personnel remuneration

	2023 \$	2022 \$
Short term employee benefits	1,098,200	854,942
Share based payments	676,740	-
Post-employment benefits (superannuation)	-	-
<b>Total remuneration</b>	<b>1,774,940</b>	<b>854,942</b>

## 20. Parent entity information

The following information relates to the parent entity, Volt Resources Limited, as at 30 June 2023. The information presented here has been prepared using consistent accounting policies as presented in Note 1.

	2023	2022
	\$	\$
Current assets	3,147,925	450,468
Non-current assets	25,169,305	28,311,208
<b>Total assets</b>	<b>28,317,230</b>	<b>28,761,676</b>
Current liabilities	6,679,937	6,350,174
Non-current liabilities	-	-
<b>Total liabilities</b>	<b>6,679,937</b>	<b>6,350,174</b>
<b>Net assets/(liabilities)</b>	<b>21,637,293</b>	<b>22,411,502</b>
Issued capital	97,884,770	86,403,507
Reserves	1,344,631	666,527
Accumulated losses	(77,592,108)	(64,658,532)
<b>Total equity</b>	<b>21,637,293</b>	<b>22,411,502</b>
Loss for the year	(12,933,576)	(16,530,918)
Other comprehensive income for the year	-	-
<b>Total comprehensive loss for the year</b>	<b>(12,933,576)</b>	<b>(16,530,918)</b>

### *Accounting policy: parent entity financial information*

The financial information for the parent entity, Volt Resources Limited, disclosed in this note has been prepared on the same basis as the consolidated financial statements, except as set out below.

#### *Investments in subsidiaries, associates and joint venture entities*

Investments in subsidiaries, associates and joint venture entities are accounted for at cost in the financial statements of Volt Resources Limited. Dividends received from associates are recognised in the parent entity's profit or loss, rather than being deducted from the carrying amount of these investments.

#### *Share-based payments*

The Consolidated Entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using a Black-Scholes model.

## 21. Events subsequent to year end

On 14 August 2023, the Company announced the results of the Bunyu Stage 1 Feasibility Study Update. The updated capital development cost is US\$33.1M with Stage 1 Ore Reserves increased to 5.4M tonnes for a project life of 13.7 years, almost double that of the 2018 study. This underwrites a project delivering total EBITDA over the project life of US\$169.6M, an IRR (before tax) of 31.5%, an NPV (before tax) of US\$58.9M and a payback period (before tax) of 2.9 years. These metrics are significantly improved when compared with the 2018 FS results, which is a strong achievement given current macroeconomic conditions.



**22. Investments in Associate and Joint Arrangements**

	2023	2022
	\$	\$
Opening Balance	-	-
Acquisition cost (Zavalievsky Graphite)	-	10,328,536
Movement Intercompany loan	3,080,023	1,103,247
Volt Resource's share of ZG Group loss – 70%	-	(1,083,260)
Impairment of Investment in Zavalievsky Graphite/loans	(3,080,023)	(10,348,523)
<b>Carrying Value</b>	<b>-</b>	<b>-</b>

Share of loss not brought to account as net investment carried is nil.

On 26 July 2021, the Company completed the acquisition of a 70% interest in the ZG Group. Given the joint control of the ZG Group, the Company's 70% interest is accounted for using the equity method in the consolidated financial statements. ZG Group is governed by the three shareholders and a three-member Supervisory Board where key decisions require unanimous approval of all shareholders or Supervisory Board members.

**Accounting policy applied:**

A Joint arrangement is where the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exist only when the decisions about relevant activities require the unanimous consent of the parties sharing control. The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries. The Group's investment in its joint arrangement is accounted for using the equity method. Under the equity method, the investment in a joint arrangement is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the joint venture since the acquisition date.

The statement of profit or loss reflects the Group's share of the results of operations of the joint venture. The aggregate of the Group's share of profit or loss of a joint venture is shown on the face of the statement of profit or loss outside operating profit and represents profit or loss after tax.

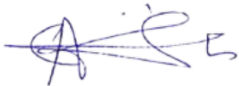
	2023	2022
	\$	\$
Revenue	2,093,071	2,487,809
Other Income	154,676	238,058
Cost of Sales	(2,742,305)	(4,420,597)
<b>Gross Profit</b>	<b>(494,558)</b>	<b>(1,694,730)</b>
Foreign exchange gain/(loss)	(1,413,871)	(479,529)
Impairment of Non-current assets	(5,671,968)	-
Other expenses	(776,821)	(1,000,499)
Finance cost	(254,120)	(291,799)
Finance penalty costs	(1,221,164)	(111,082)
<b>Loss before income tax</b>	<b>(9,832,502)</b>	<b>(3,577,639)</b>
Income tax (expense)/benefit	368,802	242,130
<b>Loss after income tax</b>	<b>(9,463,700)</b>	<b>(3,335,509)</b>
Current Assets	2,112,721	1,058,548
Non-current Assets	-	7,513,195
Current Liabilities	(8,481,683)	(5,040,996)
Non-current Liabilities	(3,140,891)	(3,589,241)
<b>Net Assets</b>	<b>(9,509,853)</b>	<b>(58,494)</b>

The non-current assets of the joint venture have been written-off due to the impairment indicators present, in particular the uncertainty caused by the ongoing war in the Ukraine.

**DIRECTORS' DECLARATION**

- 1) In the opinion of the directors of Volt Resources Limited (the 'Company'):
  - a. the accompanying financial statements and notes and the additional disclosures are in accordance with the Corporations Act 2001 including:
    - i. giving a true and fair view of the Consolidated Entity's financial position as at 30 June 2023 and of its performance for the year then ended; and
    - ii. complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations regulations 2001; and
  - b. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
- 2) The financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.
- 3) This declaration has been made after receiving the declarations required to be made to the directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 30 June 2023.

This declaration is signed in accordance with a resolution of the Board of Directors.

A handwritten signature in blue ink, appearing to read 'Asimwe Kabunga'.

Asimwe Kabunga  
Executive Chairman  
27 September 2023

## INDEPENDENT AUDITOR'S REPORT

To the Members of Volt Resources Limited

### Report on the Audit of the Financial Report

#### *Opinion*

We have audited the financial report of Volt Resources Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the Group's financial position as at 30 June 2023 and of its financial performance for the year then ended; and
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

#### *Basis for Opinion*

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* ("the Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Material Uncertainty Related to Going Concern*

We draw attention to Note 1(b) in the financial report, which indicates that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

#### *Key Audit Matters*

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

**h**l**b.com.au**

**HLB Mann Judd (WA Partnership) ABN 22 193 232 714**

Level 4, 130 Stirling Street, Perth WA 6000 / PO Box 8124 Perth BC WA 6849

T: +61 (0)8 9227 7500 E: mailbox@hlbwa.com.au

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Key Audit Matter	How our audit addressed the key audit matter
<p><b>Exploration and evaluation assets</b> Refer to note 9</p>	
<p>In accordance with AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i>, the Group capitalises all exploration and evaluation expenditure, including acquisition costs and subsequently it applies the capitalisation model after recognition.</p> <p>Our audit focused on the Group's assessment of the carrying amount of the capitalised exploration and evaluation asset, as this is the most significant asset of the Group. We planned our work to address the audit risk that the capitalised expenditure may no longer meet the recognition criteria of the standard. In addition, we considered it necessary to assess whether facts and circumstances existed to suggest the carrying amount of the exploration and evaluation assets may exceed their recoverable amounts.</p>	<p>Our procedures include but were not limited to:</p> <ul style="list-style-type: none"> <li>• Obtaining an understanding of the key processes associated with management's review of the carrying values of each area of interest;</li> <li>• Considering management's assessment of potential impairment indicators in addition to making our own assessment;</li> <li>• Obtaining evidence that the Group has current rights to tenure over its areas of interest;</li> <li>• Considering the nature and extent of planned ongoing activities;</li> <li>• Substantiating a sample of expenditure by agreeing to supporting documentation; and</li> <li>• Examining the disclosures made in the financial report.</li> </ul>

*Information Other than the Financial Report and Auditor's Report Thereon*

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2023, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

*Responsibilities of the Directors for the Financial Report*

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

*Auditor's Responsibilities for the Audit of the Financial Report*

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **REPORT ON THE REMUNERATION REPORT**

### *Opinion on the Remuneration Report*

We have audited the Remuneration Report included within the directors' report for the year ended 30 June 2023.

In our opinion, the Remuneration Report of Volt Resources Limited for the year ended 30 June 2023 complies with Section 300A of the *Corporations Act 2001*.

### *Responsibilities*

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

*HLB Mann Judd*

**HLB Mann Judd**  
**Chartered Accountants**

**Perth, Western Australia**  
**27 September 2023**



**B G McVeigh**  
**Partner**



Additional information required by the Australian Stock Exchange Ltd and not shown elsewhere in this report is as follows. The information is current at 18 September 2023.

## Number of Shareholders and Option Holders

### Shares

As at 18 September 2023, there were 5,639 shareholders holding a total of 3,939,423,879 fully paid ordinary shares.

### Options

As at 18 September 2023, there were 648,055,557 quoted Options exercisable at \$0.024 on or before 30 June 2025, 69,450,002 un-quoted Options exercisable at \$0.022 on or before 23 October 2023, 30,000,000 un-quoted Options exercisable at \$0.05 on or before 26 Jul 2024, 4,259,740 un-quoted Options exercisable at \$0.0385 on or before 9 September 2024, and 5,000,000 un-quoted Options exercisable at \$0.05 on or before 9 September 2024.

## Distribution of Equity Securities

	Ordinary Shares		Unlisted Options	
	Number of Holders	Number of Shares	Number of Holders	Number of Options
100,001 and Over	2,604	3,819,253,644	22	163,209,742
10,001 to 100,000	2,438	118,535,732	-	-
5,001 to 10,000	132	1,051,394	-	-
1,001 to 5,000	182	496,493	-	-
1 to 1,000	283	86,616	-	-
Total	5,652	3,939,423,879	22	163,209,742

There were 2,337 holders totalling 59,388,727 ordinary shares holding less than a marketable parcel.

## Top Twenty Share Holders

Shareholder name	Ordinary shares held number	%
KABUNGA HOLDINGS PTY LTD	574,565,522	14.59
MR PETER RAYMOND NOTMAN & MR ELAINE NOTMAN	193,071,567	4.90
MR DOMINIC VIRGARA	110,852,778	2.81
10 BOLIVIANOS PTY LTD	100,145,887	2.54
BOSSWHAT PTY LTD	75,000,000	1.90
BNP PARIBAS NOMINEES PTY LTD ACF CLEARSTREAM	71,338,038	1.81
CITICORP NOMINEES PTY LIMITED	68,509,589	1.74
SAFINIA PTY LTD	55,666,677	1.41
CHATA HOLDINGS PTY LTD	32,464,286	0.82
BNP PARIBAS NOMS PTY LTD	27,886,154	0.71
BNP PARIBAS NOMINEES PTY LTD	27,043,687	0.69
VEN CAPITAL PTY LTD	24,867,428	0.63
MR SCOTT WILLIAMS	22,575,421	0.57
MR KEVIN BRADY	22,499,980	0.57
MR FLORENCIO IGLESIAS	21,400,000	0.54
MR RICHARD HIM SIM VOM	20,209,172	0.51
MR WAYNE ANDREW HUTCHINS	20,000,000	0.51
WIRAJA ENTERPRISES PTY LTD	20,000,000	0.51
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	17,270,406	0.44
VIRPEZ DEVELOPMENTS PTY LTD	16,910,000	0.43
ELEANOR COLE	16,365,800	0.42
TOTAL	1,538,642,392	39.06%

## Substantial Share Holders

The names of substantial shareholders pursuant to the Company's share register are as follows:

Shareholder name	Ordinary shares held number	%
1 KABUNGA HOLDINGS PTY LTD <KABUNGA FAMILY A/C>	574,565,522	14.59
	574,565,522	14.59

## Voting Rights

All ordinary shares carry one vote per share without restriction.

### Tenement Listing

All tenements within Tanzania are held by Volt Graphite Tanzania Plc, a wholly owned subsidiary of Volt Resources Ltd. Tenements in Guinea are held by two subsidiary companies, KB Gold SARLU and Novo Mines SARLU.

Project	Location	Tenement Number	Status	VRC Beneficial Interest
Volt Tanzania Graphite Plc	Tanzania – Masasi District	ML 591/2018	None	100%
	Tanzania – Masasi District	ML 592/2018	None	100%
	Tanzania - Nachingwea, Ruangwa & Masasi Districts	PL 10643/2015	Renewal progress in	100%
	Tanzania - Ruangwa & Masasi Districts	PL 10644/2015	Renewal progress in	100%
	Tanzania - Newala & Masasi Districts	PL 10667/2015	Renewal progress in	100%
	Tanzania - Newala, Ruangwa & Masasi Districts	PL 10668/2015	Renewal progress in	100%
	Tanzania - Ruangwa & Lindi Districts	PL 10717/2015	Renewal progress in	100%
	Tanzania - Masasi District	PL 10788/2016	None	100%
	Tanzania – Masasi District	PL 13207/2018	Application#	100%
	Tanzania – Masasi District	PL 13208/2018	Application#	100%
KB Gold SARLU	Guinea - Nzima	EP 22980	None	100%
	Guinea - Monebo	EP 23058	None	100%
	Guinea - Kouroussa	EP 22982	None	100%
	Guinea - Fadougou	EP 22981	None	100%
	Guinea - Kouroussa West	EP 23057	None	100%
Novo Mines SARLU	Guinea - Konsolon	EP 22800	None	100%

# Prospecting Licence Applications PL 13207/2018 and PL 13208/2018 are for 100% of the remaining area covered by PL 10718/2015 which ceased on the granting of the two Mining Licenses over a portion of the previously held prospecting license tenement area. The Company is not a party to any farm-in or farm-out agreements.

### Summary of results of the entity's annual review of its Mineral Resources and Ore Reserves.

The Company carries out an annual review of its Mineral Resources and Ore Reserves as required by the ASX Listing Rules. The review was carried out as at 30 June 2020. The estimates for Ore Reserves and Mineral Resources were prepared and disclosed under the JORC Code 2012.

As of the 30 June 2021, the Company reviewed the Mineral Resource and Ore Reserve inventories and found:

- All Mineral Resource and Ore Reserve statements follow JORC 2012 guidelines.
- Opportunities for the Company to convert lower classified Mineral Resources into higher classification, and
- Opportunities to convert appropriate Mineral Resources into Ore Reserves,

with follow up exploratory work including but not limited to infill drilling and further metallurgical test work. The Company is not aware of any new information or data that materially affects the information included in the Annual Statement about Mineral Resources or Ore Reserves and confirms that all material assumptions and technical parameters underpinning the estimates continue to apply and have not materially changed as of 30 June 2021.

### Mineral Resource and Ore Reserve Statements

All Mineral Resources and Ore Reserves announced by Volt Resources Ltd are within the Republic of Tanzania. Volt Resources the consolidated entity, is targeting Graphite mineralisation within the Republic of Tanzania.

As of the 30 June 2022, the Graphite Mineral Resources for Volt Resources were:

Bunyu Project	Mt	TGC (%)
<b>Measured</b>		
Namangale North (now Bunyu 1)	20	5.3
Total Measured	20	5.3
<b>Indicated</b>		
Namangale North (now Bunyu 1)	122	5.2
Namangale South (now Bunyu 2 & 3)	33	4.3
Total Indicated	155	5.0
<b>Inferred</b>		
Namangale North (now Bunyu 1)	264	5.0
Namangale South (now Bunyu 2 & 3)	23	3.6
Total Inferred	286	4.9
<b>Total Resource</b>	<b>461</b>	<b>4.9</b>

Note:

The Mineral Resource is inclusive of the Ore Reserves.

Inconsistencies in totals are due to rounding.

Refer to announcement "Pre-Feasibility Study Completed" dated 15 December 2016.

This Mineral Resource statement has been compiled in accordance with the guidelines of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code – 2012 Edition).

Mineral Resources were based on cut-off grades of 2.5% TGC for Namangale North and 4% TGC for Namangale South.

As per clause 49 of the JORC 2012 Code, to detail the specifications of the minerals reported above:

Size		Namangale 1 (now Bunyu 1)	Namangale 2 (now Bunyu 2)	Namangale 3 (now Bunyu 3)
µm	Label	%	%	%
500	Super Jumbo	1	9	5
300	Jumbo	13	29	26
180	Large	29	29	30
150	Medium	12	8	10
75	Small	27	16	19
-75	Fine	18	9	11

Note:

Inconsistencies in totals are due to rounding.

Refer to announcement "Pre-Feasibility Study Completed" dated 15 December 2016.

As of the 30 June 2022, the Graphite Ore Reserves for Volt Resources were:

Ore Reserve Classification	Ore (Mt)	TGC (%)	Contained Graphite (Mt)
<b>Proved</b>			
Namangale 1 North (now Bunyu 1)	19.3	4.32	0.8
Namangale 2 South (now Bunyu 2)	-	-	-
Namangale 3 South (now Bunyu 3)	-	-	-
<b>Subtotal - Proved</b>	<b>19.3</b>	<b>4.32</b>	<b>0.8</b>
<b>Probable</b>			
Namangale 1 North (now Bunyu 1)	95.8	4.4	4.2
Namangale 2 South (now Bunyu 2)	6.4	5.11	0.3
Namangale 3 South (now Bunyu 3)	5.8	3.05	0.2
<b>Subtotal - Probable</b>	<b>108.1</b>	<b>12.56</b>	<b>4.7</b>
<b>Total Ore Reserve</b>	<b>127.4</b>	<b>16.88</b>	<b>5.5</b>

Note: Inconsistencies in totals are due to rounding.

Refer to announcement "Pre-Feasibility Study Completed" dated 15 December 2016.

This Ore Reserve statement has been compiled in accordance with the guidelines of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code – 2012 Edition).

Ore Reserves are based on the following processing cut-off that varied between deposits: 1.29% TGC for Namangale 1, 1.52% for Namangale 2, and 1.76% for Namangale 3.

### Material changes in Mineral Resources and Ore Reserve Holdings from the previous financial year

There were no material changes to Mineral Resources or Ore Reserves during the year ended 30 June 2023. An updated subset of the Mineral Resources and Ore Reserves relating to the Stage 1 higher grade portion of the Bunyu 1 deposit was announced on 31 July 2018 and is further detailed below.

### Governance Arrangements and Internal Controls with respect to Mineral Resource and Ore Reserve Estimates

The Company ensures that all Mineral Resource and Ore Reserve calculations are subject to appropriate levels of governance and internal controls.

Exploration Results are collected and managed by competent qualified geologists and metallurgists. All data collection activities are conducted to industry standards based on a framework of quality assurance and quality control protocols covering all aspects of sample collection, topographical and geophysical surveys, drilling, sample preparation, physical and chemical analysis and data and sample management.

Mineral Resource and Ore Reserve estimates are prepared by qualified independent Competent Persons. If there is a material change in the estimate of a Mineral Resource, the modifying factors for the preparation of Ore Reserves, or reporting an inaugural Mineral Resource or Ore Reserve, the estimate and supporting documentation in question are reviewed by a suitably qualified independent Competent Person.

The Company reports its Mineral Resources and Ore Reserves on an annual basis in accordance with the JORC Code 2012 Edition.

The Ore Reserves and Mineral Resources Statement is based on and fairly represents information and supporting documentation prepared by competent and qualified independent external professionals.

The Mineral Resources Statement has been approved by a Competent Person, Mr Mark Biggs of ROM Resources Ltd, a member of the Australasian Institute.

The Ore Reserves Statement has been approved by Mr Andrew Law of Optiro Pty Ltd (now Snowden Optiro), a Competent Person who is a Fellow of the Australasian Institute of Mining and Metallurgy. Mr Law, Mr Biggs and Mr Bull have consented to the inclusion of the Statement in the form and context in which it appears in this Annual Statement or Report.

### Competent Person's Statements

The information above is extracted from the announcement dated 15 December 2016. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and, in the case of estimates of Mineral Resources and Ore Reserves, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed.

On 31 July 2018, the Company announced an updated subset of the Mineral Resources and Ore Reserves relating to the Stage 1 higher grade portion of the Bunyu 1 deposit. The subset is further detailed in a separate section with separate competent person statements below.

The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement. Nevertheless, for ease of access, please see the relevant Competent Person's statements below:

The information in this report that relates to Exploration Targets and Exploration Results is based on information compiled by Mr Matthew Bull, a Competent Person who is a member of the Australasian Institute of Mining and Metallurgy. Mr Bull is a previous director of Volt Resources Ltd and held securities in the Company. Mr Bull has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Bull consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information in this report that relates to Mineral Resources is based on information compiled by Mr Mark Biggs, a Competent Person who is a member of the Australasian Institute of Mining and Metallurgy. Mr Biggs is a Director of ROM Resources Pty Ltd. Mr Biggs has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Biggs consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information in this report that relates to Ore Reserves is based on information compiled Mr Andrew Law, a Competent Person who is a Fellow and Chartered Professional of the Australasian Institute of Mining and Metallurgy. Mr Law was previously a Director of Optiro Pty Ltd (now Snowden Optiro). Mr Law has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Law consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

**In accord with the Stage 1 Feasibility Study for the Bunyu Graphite Project Tanzania dated 30 July 2018 – The Bunyu 1 (Stage 1): Mineral Resources & Ore Reserves tables below, relate to the Stage 1 higher grade portion of the Bunyu 1 deposit, not the entire Bunyu 1 deposit as detailed above.**



The July 2018 resource model was developed for investigation of the Stage 1 pit designs. The global Mineral Resource for Bunyu 1 reported with the 2016 Pre-feasibility Study results, on 15 December 2016 has not been re-estimated. The July 2018 model is restricted to above 240 mRL and includes only the top two layers of mineralisation within the southern area and the top four layers of mineralisation within the northern area. Geological interpretation has identified additional mineralised layers that are not included in the July 2018 resource model: seven within the northern area, eight within the south area and two within the eastern area.

The Mineral Resources have been reported for the July 2018 model at a 2.93% TGC cut-off grade and are included in the Table below. This cut-off grade was determined from technical and economic assessment of the mineralisation within the Stage 1 Feasibility Study (FS) pits by Orelogy. This resource tabulation is not a resource statement for the entire Bunyu 1 project and is presented for validation of the July 2018 resource model which has been used as the basis of the July 2018 Stage 1 FS pit designs.

**Bunyu 1 (Stage 1): Mineral Resources** (restricted above the base of model surface and above 240-mRL) reported above a cut-off grade of 2.93% TGC

Classification	Mt	TGC (%)
Measured	8.0	5.8
Indicated	31.9	5.6
Inferred	36.9	5.1
<b>Total</b>	<b>76.8</b>	<b>5.4</b>

Note: this update does not cover the global Mineral Resources at Bunyu 1

The July 2018 mineral resource model was used to determine the Bunyu 1 Stage 1 FS Ore Reserve and associated mine production schedule. The selected mining scenario, based on the outcomes of an open pit optimisation, was for three pits to be developed over 7 years with a total of 2.8Mt of mill feed being mined.

The scope of the Stage 1 FS was to develop a project plan for a relatively small component of the Bunyu 1 deposit. The Bunyu Stage 1 FS Ore Reserve is considered a subset of the 2016 Namangale 1 Ore Reserve released by Volt Resources 15 December 2016 as part of the 2016 Namangale Pre-Feasibility Study. It therefore does not replace or update this reserve and is for the purposes of underpinning the Stage 1 FS. The overall Ore Reserve for Bunyu (previously Namangale) will be updated as part of the Bunyu Stage 2 DFS which will be based on the whole of the Bunyu 1 deposit.

The specifications of the minerals reported above:

Size		Bunyu 1 (Stage 1)
µm	Label	%
500	Super Jumbo	1
300	Jumbo	11
180	Large	27
150	Medium	15
-150	Small to Fine	46

Note:

Inconsistencies in totals are due to rounding.

Refer to ASX announcement "Positive Stage 1 Feasibility Study Bunyu Graphite Project, Tanzania" dated 30 July 2018.



**The Bunyu 1 (Stage 1): Ore Reserves (not the entire Bunyu 1 deposit)**

Material		Ore		Waste	Total	Strip Ratio
Location	Classification	kt	TGC %	kt	kt	
North	Proved	833	6.1%	109	1,001	0.12
	Probable	60	5.1%			
	<b>Subtotal</b>	<b>893</b>	<b>6.0%</b>			
Central	Proved	472	6.2%	593	1,408	0.73
	Probable	343	5.6%			
	<b>Subtotal</b>	<b>815</b>	<b>5.9%</b>			
South Starter	Proved		0.0%	916	1,315	2.30
	Probable	399	6.8%			
	<b>Subtotal</b>	<b>399</b>	<b>6.8%</b>			
South Main	Proved		0.0%	649	1,358	0.91
	Probable	709	6.6%			
	<b>Subtotal</b>	<b>709</b>	<b>6.6%</b>			
TOTAL	Proved	1,305	6.1%	2,267	5,082	4.06
	Probable	1,511	6.4%			
	<b>Total</b>	<b>2,816</b>	<b>6.3%</b>			

The Bunyu Stage 1 FS Ore Reserve comprises 46% Proved and 54% Probable Ore Reserves. Both the Stage 1 Ore Reserve and Mineral Resource underpinning it have been prepared by competent persons in accordance with JORC requirements. The Bunyu Stage 1 FS mining schedule was designed to generate a minimum 400,000tpa of plant feed annually, for seven years, resulting in an average feed grade of 6.26% TGC.

**Competent Person's Statements**

The information in the Stage 1 Feasibility Study for the Bunyu Graphite Project Tanzania dated 30 July 2018 that relates to Mineral Resources is based upon information compiled by Mrs Christine Standing who is a Member of the Australasian Institute of Mining and Metallurgy and a Member of the Australian Institute of Geoscientists. Mrs Standing is an employee of Optiro Pty Ltd (now Snowden Optiro) and has sufficient experience relevant to the style of mineralisation, the type of deposit under consideration and to the activity undertaken to qualify as a Competent Person as defined in the 2012 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.

Mrs Standing consents to the inclusion in this annual statement of a summary based upon her information in the form and context in which it appears.

The information in the Stage 1 Feasibility Study for the Bunyu Graphite Project Tanzania dated 30 July 2018 that relates to Ore Reserves was compiled by Mr Ross Cheyne who is a Fellow of the Australasian Institute of Mining and Metallurgy. Mr Cheyne is a Director of Oreology Consulting Pty Ltd and has sufficient experience relevant to the style of mineralisation, the type of deposit under consideration and to the activity undertaken to qualify as a Competent Person as defined in the 2012 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Cheyne consents to the inclusion in this annual statement of a summary based upon his information in the form and context in which it appears.