

ANNUAL REPORT

For the year ended 30 June 2022

ACN: 106 353 253

Chairman's Letter

It is with great pleasure that I reflect on Volt Resources' progress and evolution as a company through the 2021/2022 financial year. During this time, the team has worked tirelessly to set the foundations for Volt to be one of just three ASX-listed graphite producers today, as well as build a portfolio of battery company partnerships to leverage the full graphite product value chain, and also work to unlock the huge latent value of a potential second graphite mine.

Becoming a graphite producer was not without some challenges. In July 2021, Volt acquired a 70% interest in the Zavalievsky Graphite group, the mine of which is a very long-life asset and already in production for close to a century. There was scope for optimisation, which we pursued through a new team, restructuring, and some initial investment.

Production was improving, however this came to an abrupt stop on 24 February, following the Russia invasion of the Ukraine. This came just a few weeks after Volt's Managing Director and I were in country to visit the site and offices. During the ensuing months, Volt has worked to provide support to the team in every way we are able to.

Located in western Ukraine, no military action has taken place near the plant through the invasion, and the safety of restarting operation was assessed post year-end. As reported recently, Zavalievsky is back in production again and on track to produce 8-9,000 tonnes over FY22/23, however there is scope to increase this significantly.

During the year, your company has also established a portfolio of valuable partnerships with US and European battery groups including Energy Supply Developers to provide CSPG products for lithium-ion batteries, Urban Electric Power in alkaline batteries, and Apollo Energy Systems in lead-acid batteries. Volt will be the Battery Active Anode Material supplier for Energy Supply Developers (ESD) a planned 50 gigawatt-hour plant that is backed by some highly regarded players in the industry and is going into construction in the near future.

These initiatives, and others that are emerging, will see Volt's investors exposed to the significant value of manufacturing specialised 'downstream' graphite products, rather than solely the value of being a producer of the raw material. In recognition of the potential value in this vertical business integration, Volt has formed a US subsidiary for the lithium-ion battery, lead acid and alkaline battery businesses, 'Volt Energy Materials', and furthermore, has also recently hired a highly experienced professional to manage its growth. The battery sector has seen terrific structural tailwinds, which have just grown stronger on US federal government support. This is a great time to be in the US battery sector and Volt Energy Materials positions investors to benefit from it.

While graphite production at Zavalievsky creates immediate value for investors, and these downstream initiatives are a medium-term value driver, our Bunyu graphite project in Tanzania remains a long-term value driver as we progress its development in two stages. The feasibility study for the first stage has an estimated capex of US\$31.8m for a mine and processing facility for 23,700 tonnes of graphite products annually on average. We continue to work on development funding and offtake options as discussed in the report.

There is also significant long-term value in exposure to quality lithium assets, particularly with access to key European markets. To this end, Volt has acquired three license applications in Serbia that are prospective for lithium-borate. Drilling is planned across all three licences, subject to the applications

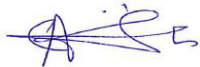
being granted. Success here would support our strategy of Volt becoming a multi-commodity battery minerals company.

With our focus on the battery minerals supply chain, we have been looking at ways to crystallise value for Volt shareholders from our Gold Projects in Guinea that will not require further material investment, and we look forward to providing updates on progress.

As Volt progresses through the 2022/23 financial year, we look forward to burnishing our credentials as a listed graphite producer as we build on the success at Zavelievsky, as well as building the downstream partnerships that will see us extract full value from the graphite product supply chain and progressing Bunyu along the route toward ultimate production.

On behalf of the Volt Board, I would like to thank our teams across all locations for their continued dedication, not least those at Zavelievsky, 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
Non-Executive Chairman

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Corporate Directory

Directors

Mr. Asimwe Kabunga (Non-Executive Chairman)

Mr. Trevor Matthews (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

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

Director's 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 2022.

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 |
| Giacomo Fazio | Non-Executive Director |

PRINCIPAL ACTIVITIES

The principal activities of the Company during the financial year included the acquisition of a 70% interest in the Zavalievsky Graphite Group (ZG Group) in the Ukraine and planning for the recommencement of operations following the Russian invasion, continued activities to obtain development funding for the Bunyu Project including the offtake agreements for the sale of forecast graphite production, the development of the Company's battery material business in America and Europe, and continuing to maintain its Guinea Gold projects.

RESULTS

The loss after tax for the year ended 30 June 2022 was \$16,397,340 (2021: \$2,564,475).

REVIEW OF OPERATIONS

Overview

Key operational highlights during the 2022 financial year included:

Graphite

Battery Anode Material and Battery Graphite Material

Battery Anode Material (Spherical Graphite)

The Company is engaged in advanced testwork and battery anode material ("BAM") supply discussions in the United States with a number of entities engaged in the electric vehicle and stationary energy storage sectors. Negotiations have also progressed with a multinational engineering firm to commence feasibility studies for the BAM facilities to meet the future demand from battery manufacturers. Volt has formed a US subsidiary, Volt Energy Materials LLC, which will be the entity within which the various graphite battery materials businesses will be incorporated, including the battery anode materials, and the alkaline and lead-acid battery products.

The Company has completed successful LIB cell cycle testing using BAM produced from natural graphite originated from the Bunyu resource in Tanzania. The testwork demonstrated highly consistent performance with negligible degradation of electrochemical characteristics from cycle to cycle.

The flat capacity curve signals that Bunyu graphite can compete not only with other natural graphite BAM products, but also with higher cost synthetic graphite BAM offerings, in its long-term cycling performance. The testwork confirmed Volt's flake graphite is well-suited for use in the production of battery-ready anode material for energy storage applications.

Volt will be adopting the inverted flow sheet for its downstream operations following the successful spheroidization and purification results achieved during the testwork program. The use of this proprietary process enables Volt to convert a significant portion of its graphite feed, achieving yields of 74% in the production of battery-ready anode material for lithium-ion batteries.

In addition, it allows Volt to generate a range of ultra-high purity by-products for use as electrically conductive diluents in battery cathodes and in a variety of valuable non-battery applications. The testwork program was undertaken by Volt's technology partner in the United States, American Energy Technologies Co ("AETC"), an established commercial graphite producer and processor which is headquartered in Illinois, USA.

Energy Supply Developers ("ESD") has selected Volt to be the BAM supplier for its Gigafactory/Super Site that is expected to commence operations in 2025. ESD is developing a unique integrated LIB facility with planned capacity of up to 50 gigawatt-hours. The Super Site facilities will be developed by ESD to incorporate battery materials suppliers, LIB cell manufacturer(s), R&D facilities and associated utilities and infrastructure¹.

A well-known U.S. based cell developer has progressed with their testing of the Volt CSPG product and has requested a further product sample with specific characteristics to meet their BAM requirements. The requested product sample has been prepared and supplied to the cell developer along with discussions on how Volt could supply the cell developer's forecast demand for BAM product².

Ultra-High Purity Graphite (Non-spherical Graphite)

The non-spherical ultra-high purity graphite ("UHPG") is a by-product of the spheroidization of purified graphite when producing LIB anode material. Volt will reap the benefits from the inverted flowsheet to produce not only spherical purified graphite for lithium-ion batteries, but also higher-margin UHPG that can be used in applications such as conductivity enhancement and other specialty uses³ in alkaline and lead-acid batteries.

Alkaline Battery – UEP Joint Development Agreement

A tripartite Joint Development Agreement (JDA) was signed during the June 2022 quarter between Volt; alkaline battery producer, Urban Electric Power; and Volt's technology partner in the United States, AETC. The JDA is targeting the use of non-spherical purified graphite for conductivity enhancement and ultra-high-purity graphite-based coatings to improve alkaline battery performance.

The JDA provides for the collaboration by the three parties to improve alkaline battery performance while benefitting end users, the consumers of UEP's alkaline battery technologies, by offering a more attractive cost structure than the currently available industry solutions on the market⁴.

Following the successful completion of the graphite technology programs for use in alkaline batteries, UEP and Volt plan to enter into an offtake agreement for the supply of ultra-high purity graphite-based coatings and additives in addition to potential licensing benefits derived from the intellectual property developed.

¹ Refer ASX announcement dated 17 February 2022 titled "Gigafactory Development Further Information".

² Refer ASX announcement dated 13 April 2022 titled "Battery Anode Material and Offtake Discussions".

³ Refer ASX announcement dated 8 November 2021 and titled "High Performance Results from Bunyu Battery Cell Testwork".

⁴ Refer ASX announcement dated 20 December 2021 titled "Strategic Collaboration with Urban Electric Power".

The development of non-spherical graphite products for the alkaline battery market will improve the economics of Volt's planned BAM facilities in the US and Europe, leveraging flake graphite production capability from the Zavalievsky graphite business located in Europe combined with the Bunyu graphite project development in Tanzania.

Earlier this year, UEP announced the installation of a 1,000kWh battery back-up system for the San Diego University Supercomputer Centre located in California, USA. For further information about UEP visit <https://urbanelectricpower.com>

Lead-Acid Battery – Apollo Energy Systems

Lead-acid batteries containing Volt's UHPG were tested side-by-side with the control formulation whose expander was based on the formulation of traditional carbon materials such as carbon black and lignosulfonate. Cells containing Volt's UHPG consistently delivered higher capacity than the control. With Volt's UHPG expander product, the capacity of the battery continued to gradually increase during cycling which can be attributed to the unique capacitance effect of the Bunyu flake.

Volt is strongly positioned to address both cost management, as well as improved performance sought by the lead-acid battery industry, given its UHPG product used for lead-acid battery expanders is actually a by-product of a larger downstream process for manufacturing of spherical graphite or BAM for lithium-ion battery anodes.

The testwork results provided very favourable information regarding the behaviour and performance of Volt's UHPG in lead-acid battery applications. More work is continuing with this product and battery technology.

Volt is in discussion with Apollo with respect to an offtake agreement.

Zavalievsky Graphite Group

On 26 July 2021, Volt acquired a 70% interest in the Zavalievsky Graphite business located in the Ukraine. Zavalievsky 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 Zavalievsky Graphite business has the following significant advantages for Volt:

- Located in Eastern Europe, the Zavalievsky 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.

During the year the Company's management team along with the 30% owner of ZG Group have undertaken ZG Group governance improvements, implemented an organisational restructure including the appointment of a senior management team and commenced operational and productivity improvements programs. The progress on these activities was halted on 24 February 2022 with the Russian military invasion of Ukraine.

Operations 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 and the business assets during this conflict.

On 2 August 2022 ZG Group successfully restarted operations at the Zavallya mine. This 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.

Bunyu Graphite Tanzania

The Company remains focused on the two-stage development of its wholly owned Bunyu Graphite Project in Tanzania and continued with project development funding discussions during the year.

The Bunyu Graphite Project is ideally located near to critical infrastructure with sealed roads running through the project area and ready access to the deep-water port of Mtwara 140km to the southeast.

Volt completed the Stage 1 Feasibility Study (FS) 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\$31.8m⁵.

Over the past 12 months the Company has been working closely with a leading African development bank to progress the funding proposal for the Bunyu Project. It has become clear during this process that the current off-take parties lack the required transparency to enable financiers to conduct the required credit assessment to progress with potential offers of finance for the project. As a result, the Company's management have been working with new potential off-take customers in Europe and the U.S.

To date management of the company have been able to execute a Letter of intent with Graphex Technologies LLC ("Graphex") for the sale of 5,000 tonnes per annum of Bunyu Graphite over a 10-year term, with allowances for volume increases to up to 10,000 tonnes by mutual agreement. Graphex Group Limited is listed on the Hong Kong Stock Exchange and the New York Stock Exchange. Graphex Group is currently among the top suppliers of specialized spherical graphite to the EV and renewable energy industries and holds 23 patents in areas including products, production methods, machinery design and environmental protection.

⁵ Refer to Volt's ASX announcement titled "Positive Stage 1 Feasibility Study Bunyu Graphite Project" dated 31 July 2018. The Company confirms that it is not aware of any new information or data that materially affects the information included in this document and that all material assumptions and technical parameters underpinning the estimates continue to apply and have not materially changed.

Gold

Guinea Gold Projects

The Guinea Gold Projects comprise 6 permits in Guinea, West Africa having a total area of 348km². The Projects are located in the prolific Siguiro Basin which forms part of the richly mineralised West African Birimian Gold Belt.

The Company is focussed on executing its graphite and battery minerals strategy and has been reviewing various options that would provide value for Volt shareholders and continue the evaluation of the exploration potential that exists in the three gold projects without the need for further material investment by the Company.

An auger drilling campaign identified four drilling targets as follows:

- extended the known gold anomalous areas in Kouroussa to over 1,000m in length;
- identified two major gold anomalies in the Konsolon permit for a combined strike length of over 2,450m and which remain open and a number of other gold anomalous areas: and
- a large open gold anomaly within the Nzima permit which is currently 600m in length and remains open.

Volt has six permits and has formed them into three projects – the Kouroussa Project, Mandiana Project and Konsolon Project. See Figure 1 below for the project and permit locations.

The **Kouroussa Project** is formed by three permits, the *Kouroussa*, *Kouroussa West* and *Fadougou* permits. The Kouroussa and Kouroussa West permits border Predictive Discovery's Kaninko Project which is a major gold discovery.

The **Konsolon Project** constitutes one large permit named *Konsolon*. The permit has a NW-SE trending soil geochemical anomaly identified by previous explorers.

The **Mandiana Project** is formed by the *Nzima* and *Monebo* permits. The Nzima permit area surrounds the Nzima gold deposit which is operated by small scale miners.



Figure 1. The Permits located in the Siguiri Basin which forms part of the richly mineralised West African

Lithium

Asena

On 18 November 2021 the Company announced the proposed acquisition of three license applications that are considered to be prospective for lithium-borate mineralisation. The license applications are in respect to a total area of 291km², located in Serbia and are west and south-west of the Serbian capital, Belgrade. Volt has acquired 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:

- Acquisition of lithium licence applications in Serbia – Jadar North, Petlovaca and Ljig
- The transaction forms part of a larger 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
- Subject to the licence applications being granted, Phase 1 drilling program planned across all three licences.

To date the acquisition is still subject to the 3 license applications being granted.

Corporate Overview

On 26 July 2021, the company completed the acquisition of a 70% interest in the ZG Group to become a graphite producer in Europe. The completion of the acquisition immediately transformed Volt into one of the few ASX-listed graphite producers. The Zavalievsky mine and processing facilities are located adjacent to the town of Zavallya, approximately 280 kilometres south of the Ukraine capital of Kyiv and 230 kilometres north of the main port of Odessa.

On 24 February 2022 as Russia commenced a military invasion of Ukraine, which directly affected the ZG Group, with all production activities coming to a halt. At 31 December 2021 there was no reasonable way to predict when ZG Group could return to production. As a result the Company's Board had determined that the investment in the ZG Group should be impaired by its full value.

The ZG Group mine is located close to the town of Zavallya. Given the relatively remote location and lack of military targets, the town of Zavallya has seen no Russian military activity. The Company recommenced production at Zavallya on 2 August 2022. Once ZG Group operations can generate consistent positive cashflows the Company's Board will re-evaluate the impairment of the investment in the ZG Group. Until then the investment in the asset and associated supporting costs will continue to be impaired. See Note 23 to the Financial Statements for further details in relation to impairment.

On 9 September 2021, the Company successfully raised \$5,050,000 (before costs) to assist with the development of battery anode and downstream graphite products in Europe and the United States, working capital requirements of the Zavalievsky Graphite business, complete Lithium Ion Battery (LIB)

cycling test work on Bunyu graphite and debt servicing. The capital raising was completed through the placement of 230,000,000 new fully paid ordinary shares at A\$0.025 (2.5 cents) per share.

Volt's Chairman, Asimwe Kabunga, subscribed for an additional \$700,000 of the placement shares through his private company, Kabunga Holdings Pty Ltd. This comprised of 28,000,000 fully paid ordinary shares issued at \$0.025 each. Shareholder approval for the issue of shares to Mr. Kabunga's private company was received at the Company's Annual General Meeting on 30 November 2021 and the shares were issued on 3 December 2021. On 30 November 2021 all resolutions presented to shareholders at the Company's Annual General Meeting were passed by a poll.

On 21 August 2020, 10,000,000 performance rights were issued to Mr H Millunga, a senior geologist of the Company pursuant to the terms and conditions approved by shareholders at a general meeting on 20 July 2020. During February 2021, 5,000,000 performance rights were converted to 5,000,000 fully paid ordinary shares and issued to Mr H Millunga in accordance with him achieving the initial vesting condition attached to the performance rights. On 10 September 2021 the remaining 5,000,000 performance rights were converted to fully paid ordinary shares following the achievement of the remaining vesting condition.

On 14 March 2022, the Company successfully raised \$2,000,000 (before costs) to advance the Bunyu project development funding, continue to service debt and general working capital. The capital raising was completed through the placement of 181,818,181 new fully paid ordinary shares at A\$0.011 (1.1 cents) per share.

Volt's Chairman, Asimwe Kabunga, subscribed for an additional \$500,000 of the placement shares through his private company, Kabunga Holdings Pty Ltd. This comprised of 45,454,546 fully paid ordinary shares issued at \$0.011 each, subject to shareholder approval.

On 16 May 2022, 54,000,000 options with an exercise price of A\$0.01 were converted into fully paid ordinary shares.

General Meetings

On 30 November 2021 a general meeting was held, all resolutions presented to the shareholders were passed by a poll.

At a general meeting held on 16 February 2022, all resolutions presented to the shareholders were passed by a poll.

Board and Management Changes

No changes occurred at a Board level during the financial year ending 30 June 2022.

DIRECTOR AND COMPANY SECRETARY INFORMATION

Mr Asimwe Kabunga | Non-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: 455,805,420 fully paid ordinary shares and 22,727,273 options.

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 Trevor Matthews | Managing Director

Appointed 1 May 2020

Qualifications: Bachelor of Commerce, Post Graduate Diploma in Applied Finance and Investment.

Other current directorships of Listed Public Companies: Victory Goldfields Limited, Resource Mining Corporation Limited

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

Interests in Shares and Options over Shares in the Company: 3,580,043 fully paid ordinary shares

Mr Matthews has an accounting and finance background with 35 year's experience in the resources industry including roles with North and WMC Resources in executive-level positions. More recently, his last two roles were as Managing Director for ASX listed companies MZI Resources (2012-16) and Murchison Metals (2005-11). During his career Mr Matthews has gained considerable experience managing a number of nascent resource projects through to production.

Consequently, he has extensive executive management experience of feasibility studies, project planning/development, coordination and leveraging capital markets effectively to secure the appropriate mix of debt/equity funding, to successfully complete a mining project.

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: 2,249,225 fully paid ordinary shares.

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.

Ms Susan Park | Company Secretary

Appointed 1 August 2017 (Resigned 2 February 2022)

Ms Park has over 25 years' experience in the corporate finance industry and has extensive experience in Company Secretarial and Non-Executive Director roles on ASX, AIM and TSX listed companies. She is founder and Managing Director of consulting firm Park Advisory Pty Ltd, which specialises in the provision of corporate governance and company secretarial advice to ASX, AIM and TSX listed companies. She has previously held senior management roles at Ernst & Young, PricewaterhouseCoopers and Bankwest, both in Perth and Sydney. Ms Park holds a Bachelor of Commerce degree majoring in accounting and finance, is a Chartered Accountant, a Fellow of the Financial Services Institute of Australasia, a Fellow of the Institute of Chartered Secretaries and Administrators and a Graduate Member of the Australian Institute of Company Directors.

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 2022, and the number of meetings attended by each Director.

| Directors | Number of Meetings Eligible to Attend | Number of Meetings Attended |
|---------------------|---------------------------------------|-----------------------------|
| Mr. Asimwe Kabunga | 6 | 6 |
| Mr. Trevor Matthews | 6 | 6 |
| Mr. Giacomo Fazio | 6 | 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 |
|------------------|------------------|------------------|----------------|-------------------|
| 30 June 2022 | listed options | 30 June 2025 | \$0.024 | 73,625,001 |
| 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 |
| | | | | 182,709,742 |

PERFORMANCE RIGHTS

On 21 August 2020, 10,000,000 performance rights were issued to Mr H Millanga, a senior geologist of the Company pursuant to the terms and conditions approved by shareholders at a general meeting on 20 July 2020. During February 2021, 5,000,000 performance rights were converted to 5,000,000 fully paid ordinary shares and issued to Mr H Millanga in accordance with him achieving the initial vesting condition attached to the performance rights. On 10 September 2021 the remaining 5,000,000 performance rights were converted to fully paid ordinary shares following the achievement of the remaining vesting condition.

Mr Trevor Matthews had a remaining Tranche C – 10,000,000 Performance Rights. These rights lapsed on 3 December 2021 as a result of the share price not exceeding a 20 business day VWAP equal to or exceeding 15 cents per share.

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 2022 and is included from page 16.

EVENTS SUBSEQUENT TO REPORTING DATE

On 11 July 2022, the Company successfully raised \$1.716 million (before costs) through the issue of 107,250,000 fully paid ordinary shares at \$0.016 per share (representing a 5.9% discount to trading) plus 53,625,000 listed options ("Placement Options") with an exercise price of 2.4 cents and a maturity date 36 months from the date of issue (with each investor to receive one option for every two shares subscribed for under the Placement).

In addition, Volt's Chairman, Asimwe Kabunga, subscribed for 17,750,000 fully paid ordinary shares and 8,875,000 listed options for an additional \$284,000 on the same terms as the Placement securities, subject to shareholder approval, ("Director Placement") for a total commitment of \$2.0 million (before costs).

On 2 August 2022, production recommenced at the Zavalievsky graphite mine and processing plant. The export of graphite products to central and eastern Europe will commence later in August with sales revenue planned to be received soon thereafter. Based on past operating performance and improvements to operations and planning, ZG is forecast to produce between 8,000 and 9,000 tonnes of graphite products for the year ending 30 June 2023.

On 22 August 2022, Volt advised that Graphex Technologies LLC has request an extension of time to complete and sign the definitive offtake agreement contemplated under the terms of the Letter of Intent (LOI) entered into by Graphex and Volt. The additional time was to accommodate Graphex's need to focus on critical activities associated with their expansion plans and follows their recent listing on the NYSE American Exchange (NYSE:GRFX).

LIKELY DEVELOPMENTS

The Consolidated Entity will continue to advance discussions with potential off-takers for forecast graphite production from the Bunyu Project. Once signed offtake agreements are in place the Company will recommence discussions with the African development bank and other financial institutions with the aim of receiving a debt funding proposal for the 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.

On 1 August 2022, the ZG group recommenced mining and the processing of graphite ore in Ukraine. Should circumstances in Ukraine deteriorate such that the risk to local staff is determined to be too great, mining and processing operations may be suspended again.

The Company will progress BAM testwork and commercial negotiations in the US with LIB cell developers and manufacturers including EV OEM's for the supply of BAM. In association with progressing the technical qualification and commercial aspect of the BAM business in the US the Company will formally engage a global engineering firm to complete feasibility studies for the Company's planned US and European BAM manufacturing facilities to address demand from LIB manufacturers. Similar activities for the long term supply of UHPG products for alkaline and lead-acid battery manufacturers will also be undertaken.

The Company expects the three lithium license applications held by Asena will be granted by the Serbian government and the transaction completed.

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

Refer to the Zavalievsky Graphite Group section of the Review of Operations. 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 2022 (2021: 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 2022 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

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 2022 (2021: nil).

AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration for the year ended 30 June 2022, 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 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 Share Option 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:

| | 2022 | 2021 | 2020 | 2019 | 2018 |
|---|----------|---------|---------|---------|---------|
| EPS loss (cents) | (0.60) | (0.12) | (0.19) | (0.24) | (0.27) |
| Net profit / loss (\$'000) | (16,397) | (2,564) | (3,134) | (3,483) | (3,079) |
| Exploration and Evaluation expenditure (\$'000) | 528 | 1,450 | 355 | 603 | 4,863 |
| Share price (\$) | 0.017 | 0.035 | 0.024 | 0.020 | 0.021 |

Executives

Base Pay

Executives are offered a competitive level of base pay, which is comprised of a fixed (unrisky) 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 Matthews will receive a monthly retainer of \$3,000 with additional hours charged at a consulting rate of \$200 per hour. Mr Matthews has a one-month notice period by either party without cause 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 2022. 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

Both performance rights and share options 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 and exercise prices set specifically to increase goal congruence between Directors, executives and shareholders. Performance rights and options 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 2022 financial year.

Remuneration of Directors and Key Management Personnel

| 2022 | Short term | | | Performance rights | Post employment | Total | Performance related |
|--------------------------------|----------------------------|---------------|-----------------|----------------------|-----------------|----------------|---------------------|
| | Base salary & annual leave | Director fees | Consulting fees | Share based payments | Superannuation | | |
| | \$ | \$ | \$ | \$ | \$ | \$ | % |
| Directors | | | | | | | |
| Asimwe Kabunga | - | 36,000 | 246,996 | - | - | 282,996 | - |
| Giacomo Fazio | - | 24,000 | - | - | - | 24,000 | - |
| Trevor Matthews | - | 36,000 | 370,008 | - | - | 406,008 | - |
| | - | 96,000 | 617,004 | - | - | 713,004 | - |
| KMP | | | | | | | |
| Justine MacDonald ¹ | - | - | 141,938 | - | - | 141,938 | - |
| | - | 96,000 | 758,942 | - | - | 854,942 | - |

| 2021 | Short term | | | Performance rights | Post employment | Total | Performance related % |
|------------------|----------------------------|---------------|-----------------|----------------------|-----------------|----------------|-----------------------|
| | Base salary & annual leave | Director fees | Consulting fees | Share based payments | Superannuation | | |
| | \$ | \$ | \$ | \$ | \$ | \$ | |
| Directors | | | | | | | |
| Asimwe Kabunga | - | 36,000 | 204,000 | - | - | 240,000 | - |
| Giacomo Fazio | - | 24,000 | - | - | - | 24,000 | - |
| Trevor Matthews | - | 36,000 | 298,704 | - | - | 334,704 | - |
| | - | 96,000 | 502,704 | - | - | 598,704 | - |
| KMP | | | | | | | |
| | - | - | - | - | - | - | - |
| | - | 96,000 | 502,704 | - | - | 598,704 | - |

1. 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

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

Mr Trevor Matthews had a remaining Tranche C – 10,000,000 Performance Rights. These rights lapsed in 3 December 2021 as a result of the share price not exceeding a 20 business day VWAP equal to or exceeding 15 cents per share.

Shares

| Key Management Personnel | Balance at Beginning of Year | Issued as Remuneration | Purchase of Shares | Net Other Change | Balance at End of Year |
|--------------------------|------------------------------|------------------------|--------------------|------------------|------------------------|
| 2022 | | | | | |
| Asimwe Kabunga | 427,805,420 | - | 28,000,000 | - | 455,805,420 |
| Giacomo Fazio | 2,249,225 | - | - | - | 2,249,225 |
| Trevor Matthews | 3,580,043 | - | - | - | 3,580,043 |
| Justine MacDonald | - | - | 310,000 | - | 310,000 |
| Total | 433,634,688 | - | 28,310,000 | - | 461,944,688 |

Performance rights

| Key Management Personnel | Balance at Beginning of Year | Granted as Remuneration | Vested and converted into ordinary shares | Lapsed as hurdle not achieved / cancelled | Balance at End of Year |
|--------------------------|------------------------------|-------------------------|---|---|------------------------|
| 2022 | | | | | |
| Asimwe Kabunga | - | - | - | - | - |
| Giacomo Fazio | - | - | - | - | - |
| Trevor Matthews | 10,000,000 | - | - | (10,000,000) | - |
| Justine MacDonald | - | - | - | - | - |
| Total | 10,000,000 | - | - | (10,000,000) | - |

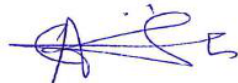
No employee share options were granted as remuneration during the 2022 and 2021 financial years. Performance rights have been the preferred method of remuneration in recent years.

Other Transactions with Key Management Personnel of the Consolidated Entity

During the 2022 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
 Non-Executive Chairman
 30 September 2022

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 2022, 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
30 September 2022**

**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

Liability limited by a scheme approved under Professional Standards Legislation.

HLB Mann Judd (WA Partnership) is a member of HLB International, the global advisory and accounting network.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2022

| | | 2022 | 2021 |
|--|----|--------------|-------------|
| | | \$ | \$ |
| Revenue | | | |
| Interest income | 2 | 532 | 25,258 |
| Expenses | | | |
| Corporate compliance fees | | (1,027,796) | (645,827) |
| Corporate management costs | | (1,525,852) | (833,504) |
| Marketing and investor relations costs | | (1,038,004) | (174,401) |
| Occupancy expenses | | (37,444) | (20,756) |
| Interest expense (Borrowings) | 3 | (1,639,783) | (335,523) |
| Gain/loss on financial Instruments on | 3 | 156,837 | - |
| Foreign exchange gain (loss) | | 544,550 | (113,817) |
| Share based payments | 2 | (89,186) | (161,157) |
| Share of losses in associate | 23 | (1,083,260) | - |
| Impairment of investments | 23 | (10,348,523) | - |
| Other expenses | 2 | (309,411) | (304,748) |
| Loss before income tax | | (16,397,340) | (2,564,475) |
| Income tax (expense)/benefit | 4 | - | - |
| Loss after income tax | | (16,397,340) | (2,564,475) |
| 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 | | 1,060,711 | (1,148,592) |
| Other comprehensive loss for the year, net of income tax | | 1,060,711 | (1,148,592) |
| Total comprehensive loss for the year | | (15,336,629) | (3,713,067) |
| Loss attributable to: | | | |
| Owners of Volt Resources Limited | | (16,414,107) | (2,547,897) |
| Non-controlling interests | | 16,767 | (16,578) |
| | | (16,397,340) | (2,564,475) |
| Total comprehensive loss attributable to: | | | |
| Owners of Volt Resources Limited | | (15,336,629) | (3,713,067) |
| Non-controlling interests | | - | - |
| | | (15,336,629) | (3,713,067) |
| Loss per share attributable to owners of Volt Resources Limited | | | |
| Basic and diluted loss per share (cents per share) | 5 | (0.60) | (0.12) |

The accompanying notes form part of these financial statements.

Consolidated Statement of Financial Position

As at 30 June 2022

| | Note | 2022 \$ | 2021 \$ |
|---|------|-------------------|-------------------|
| Current Assets | | | |
| Cash and cash equivalents | 6 | 358,496 | 254,521 |
| Trade and other receivables | 7 | 90,401 | 82,854 |
| Prepayments | | 29,373 | 130,190 |
| Total current assets | | 478,270 | 467,565 |
| Non-current Assets | | | |
| Property, plant and equipment | 8 | 40,988 | 38,487 |
| Deferred exploration and evaluation expenditure | 9 | 28,140,314 | 26,245,694 |
| Investment in joint venture | 23 | - | - |
| Total non-current assets | | 28,181,302 | 26,284,181 |
| Total assets | | 28,659,572 | 26,751,746 |
| Current Liabilities | | | |
| Trade and other payables | 10 | 6,330,800 | 573,446 |
| Borrowings | 3 | - | - |
| Derivative liability | 3 | - | - |
| Total current liabilities | | 6,330,800 | 573,446 |
| Non-current Liabilities | | | |
| Total liabilities | | 6,330,800 | 573,446 |
| Net assets | | 22,328,772 | 26,178,300 |
| Equity | | | |
| Share capital | 11 | 86,403,507 | 75,505,006 |
| Reserves | 12 | 1,671,240 | 5,162 |
| Accumulated losses | | (65,536,315) | (49,122,208) |
| Parent entity interest | | 22,538,432 | 26,387,960 |
| Non-controlling interests | | (209,660) | (209,660) |
| Total equity | | 22,328,772 | 26,178,300 |

The accompanying notes form part of these financial statements.

Consolidated Statement of Changes in Equity

For the year ended 30 June 2022

| | Share capital \$ | Reserves \$ | Accumulated losses \$ | Parent entity interest \$ | Non-controlling interests \$ | Total equity \$ |
|---|---------------------|--------------------|-----------------------------|---------------------------------|------------------------------------|---------------------|
| At 1 July 2020 | 67,880,852 | 1,113,436 | (46,574,311) | 22,419,977 | (209,660) | 22,210,317 |
| Loss for the year | - | - | (2,547,897) | (2,547,897) | (16,578) | (2,564,475) |
| Other comprehensive loss | - | (1,165,169) | - | (1,165,169) | 16,578 | (1,148,592) |
| Total comprehensive loss | | (1,165,169) | (2,547,897) | (3,713,066) | - | (3,713,066) |
| <i>Transactions with owners in their capacity as owners</i> | | | | | | |
| Shares issued | 7,807,053 | - | - | 7,807,053 | - | 7,807,053 |
| Cost of share issue | (287,159) | - | - | (287,159) | - | (287,159) |
| Share based payments | 104,260 | 56,896 | - | 161,157 | - | 161,157 |
| At 30 June 2021 | 75,505,006 | 5,162 | (49,122,208) | 26,387,960 | (209,660) | 26,178,300 |
| <i>At 1 July 2021</i> | <i>75,505,006</i> | <i>5,162</i> | <i>(49,122,208)</i> | <i>26,387,960</i> | <i>(209,660)</i> | <i>26,178,300</i> |
| 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 |
| Total comprehensive loss | | 1,077,478 | (16,414,107) | (15,336,629) | - | (15,336,629) |
| <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 |
| At 30 June 2022 | 86,403,507 | 1,671,240 | (65,536,315) | 22,538,432 | (209,660) | 22,328,772 |

The accompanying notes form part of these financial statements.

Consolidated Statement of Cash Flows

For the year ended 30 June 2022

| | | 2022 | 2021 |
|--|----|-------------|-------------|
| | | \$ | \$ |
| Cashflows from Operating Activities | | | |
| Government incentive received | | - | 7,924 |
| Payments to suppliers and employees | | (3,609,899) | (1,865,786) |
| Interest (paid)/received | | 11,273 | (11,355) |
| Finance costs | | - | (351,486) |
| Net cash used in operating activities | 6 | (3,598,626) | (2,220,703) |
| Cashflows from Investing Activities | | | |
| Payments for exploration expenditure | | (528,125) | (1,450,056) |
| Proceeds from disposal of plant and equipment | | - | (3,111) |
| Investment in joint venture | 23 | (6,267,515) | - |
| Net cash used in investing activities | | (6,795,640) | (1,453,167) |
| Cashflows from Financing Activities | | | |
| Proceeds from issue of shares | | 8,526,027 | 5,598,661 |
| Proceeds from borrowings | 3 | 5,704,104 | - |
| Repayment of borrowings | 3 | (3,098,658) | (1,543,299) |
| Payments of share issue costs | | (633,232) | (391,420) |
| Net cash from financing activities | | 10,498,241 | 3,663,942 |
| Net Increase/(decrease) in cash held | | 103,975 | (9,928) |
| Cash and cash equivalents at beginning of period | | 254,521 | 264,449 |
| Cash and cash equivalents as at year end | 6 | 358,496 | 254,521 |

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 completing the acquisition of a 70% interest in the Zavalievsky Graphite Ltd (“Zavalievsky Graphite Business” or “Zavalievsky”) in Ukraine, developing its downstream battery anode material business in the US and Europe, continuing funding activities to advance to the development stage of its Bunyu Graphite Project in Tanzania and the Guinea gold projects exploration programme.

(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 2022 the Consolidated Entity had cash of \$358,496, a working capital deficiency of \$5,852,530, and net assets of \$22,328,773 primarily represented by deferred exploration expenditure of \$28,140,314 on its Graphite prospecting tenements in Tanzania and Guinea gold exploration. During the year, net cash outflows from operating activities totalled \$3,598,626 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 is currently in the process of preparing warranty claims under the SPA’s which the Directors believe will materially decrease the liability. Refer to note 10 for further details.

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 2022, 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 2021. 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 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 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 30 September 2022. 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) **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 23 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.

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 note 23 regarding impairment recognised on the Group's investment in the ZG Group.

2. Revenue and expenses

| | 2022 | 2021 |
|--|---------|---------|
| | \$ | \$ |
| <i>Other income</i> | | |
| Cashflow boost | - | 25,258 |
| Interest Income | 532 | - |
| | 532 | 25,258 |
| <i>Expenses include:</i> | | |
| Share based payments | 89,186 | 161,157 |
| <i>Other expenses</i> | | |
| Corporate advisors and brokers, including business development | - | 1,667 |
| Depreciation | 784 | 1,419 |
| Travel and accommodation | 179,347 | 59,506 |
| Other | 129,279 | 243,824 |
| Total other expenses | 309,411 | 304,748 |

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 takes into account the effective yield on the financial asset.

3. Borrowings

Movement in borrowings:

| | Short term loan a) | SBC Convertible loan b) | Derivative SBC loan b) | 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) |
| | - | - | - | - |

| | Other loans \$ | Lars Bader loan \$ | Working capital \$ | Insurance premium funding \$ | Total \$ |
|--|-------------------|--------------------------|--------------------------|---------------------------------------|-------------|
| 2021 | | | | | |
| Opening balance | - | 1,461,159 | 73,595 | 8,545 | 1,543,299 |
| Proceeds from borrowings | - | - | - | - | - |
| Repayment of borrowings ^{c, d)} | - | (1,582,003) | (75,781) | (9,015) | (1,666,799) |
| Non-cash repayments | - | - | - | - | - |
| Interest paid | - | 348,830 | 2,186 | 470 | 351,486 |
| Interest and borrowing costs expensed | - | - | - | - | - |
| Forex movement on USD loans | - | (227,986) | - | - | (227,986) |
| | - | - | - | - | - |

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 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.

c) During February 2021 the Company successfully raised capital of \$3,650,000 (before costs) to assist with funding. Part of proceeds of the funding was used to clear the outstanding debt facilities at the time.

d) In Relation to “Repayments of borrowings” totalling \$1,666,799, the net total of this amount appears in the following areas within the Statement of Cash Flows; Finance costs \$351,486, Forex movement on USD loans \$(227,987) is sitting within “Payments to Suppliers and Employees”, repayment of borrowings \$(1,543,299)

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

| | 2022 | 2021 |
|---|---------------------|--------------------|
| | \$ | \$ |
| 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 | (16,397,340) | (2,564,475) |
| Total loss before income tax expense | (16,397,340) | (2,564,475) |
| Prima facie income tax benefit @ 30% (2021: 30%) | (4,919,202) | (769,343) |
| Share based payments | 14,997 | 48,347 |
| Other non-deductible expenditure | 619,908 | 447,826 |
| Tax effect of impairment and losses attributable to investments | 3,429,535 | - |
| Non-assessable income | - | (17,939) |
| Section 40-880 deduction | (22,146) | (13,627) |
| Income tax losses and movement in deferred tax not brought to account | 876,908 | 304,736 |
| Aggregate income tax benefit | - | - |

Unrecognised Deferred Tax Balances

The following deferred tax assets and liabilities have not been brought to account:

| | | |
|---|------------------|------------------|
| Deferred tax assets at 30% (2021: 30%) | | |
| Carry forward revenue and capital losses | 9,550,233 | 8,739,007 |
| Other deferred tax balances | 239,872 | 165,656 |
| Total Deferred tax assets | 9,790,105 | 8,904,663 |
| Deferred tax liabilities at 30% (2021: 30%) | | |
| Exploration | 1,323,547 | 1,292,166 |
| Other deferred tax balances | 76,382 | 86,499 |
| Total Deferred tax liabilities | 1,399,929 | 1,378,665 |

The tax rates used in the above reconciliation are the corporate tax rates of Australia 30% and Tanzania 30% (2021: 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 \$23,077,427 (2021: \$20,574,154) 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 2021 totalled A\$5,769,249. The Tanzania tax losses for the year ended 30 June 2022 total A\$5,970,063. 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

| | 2022 | 2021 |
|--|--------------|-------------|
| | \$ | \$ |
| Loss attributable to owners of Volt Resources Limited used in calculating basic and dilutive EPS | (16,414,107) | (2,547,897) |

| | 2022 | 2021 |
|---|---------------|---------------|
| | Number | Number |
| Weighted average number of ordinary shares used in calculating basic and diluted earnings / (loss) per share (*): | 2,742,020,130 | 2,184,764,518 |

| | | |
|--------------------------------|-----------------|-----------------|
| | Cents per share | Cents per share |
| Basic / diluted loss per share | (0.60) | (0.12) |

*As the Consolidated Entity is loss making in both 2022 and 2021, 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

| | 2022 | 2021 |
|--|--------------------|--------------------|
| | \$ | \$ |
| <i>Reconciliation of operating loss after tax to the net cash flows from operations:</i> | | |
| Loss after tax | (16,397,340) | (2,564,475) |
| <i>Non-cash items</i> | | |
| Depreciation | 784 | 1,419 |
| Share based payments | 89,186 | 161,157 |
| Impairment charges | 10,348,523 | - |
| Loss in associate | 1,083,260 | - |
| Unrealised Foreign currency (gain)/loss | (309,063) | 331,684 |
| 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 | (7,552) | 46,426 |
| Prepayments | 100,817 | (90,725) |
| Trade and other payables | 241,314 | (106,189) |
| Provisions | 351,772 | - |
| Net cash outflow from operating activities | (3,598,626) | (2,220,703) |
| <i>Reconciliation of cash:</i> | | |
| Cash at bank and on hand | 358,496 | 254,521 |
| | 358,496 | 254,521 |

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

| | 2022 | 2021 |
|---------------------------|---------------|---------------|
| | \$ | \$ |
| Current | | |
| GST receivable | 37,653 | 40,303 |
| Cashflow boost receivable | - | - |
| Other receivable | 52,748 | 42,551 |
| | 90,401 | 82,854 |

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

| | 2022 | 2021 |
|--------------------------------------|---------------|---------------|
| | \$ | \$ |
| Plant and equipment – at cost | 160,373 | 149,370 |
| Accumulated depreciation | (119,385) | (110,884) |
| Net book amount | 40,988 | 38,487 |
| Balance at the beginning of the year | 38,487 | 40,846 |
| Acquisitions | - | 2,494 |
| Depreciation expense | (784) | (1,419) |
| Disposal | - | - |
| Foreign currency translation | 3,285 | (3,435) |
| Balance at the end of the year | 40,988 | 38,487 |

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

| | 2022 | 2021 |
|--|-------------------|-------------------|
| | \$ | \$ |
| Exploration and evaluation phase – at cost | | |
| At beginning of the year | 26,245,694 | 23,959,210 |
| Exploration expenditure during the year | 528,125 | 1,450,056 |
| Non-cash Acquisition | - | 2,312,653 |
| Foreign currency translation | 1,366,495 | (1,476,225) |
| Total exploration and evaluation | 28,140,314 | 26,245,694 |

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.

Accounting policy: 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.

10. Trade and other payables

| | 2022 | 2021 |
|--|------------------|----------------|
| | \$ | \$ |
| Trade payables and accruals | 814,760 | 573,446 |
| Zavalievsky Graphite deferred consideration ⁽¹⁾ | 5,516,040 | - |
| Trade payables and other payables | 6,330,800 | 573,446 |

⁽¹⁾ Under the terms of the Share Purchase Agreements (SPA's), Volt paid the vendors the first instalment of the price of US \$3.8 million on 26 July 2021. The second and final consideration payment of USD \$3.8 million was to be paid in July 2022. This deferred payment is effectively an unsecured loan provided to Volt by the vendors. With the assistance of its Ukraine legal advisers, Avellum, Volt is currently preparing warranty claims under the SPA's, to be offset against the deferred payment. It is expected that the claims will materially reduce the deferred payment amount. Extinguishment of the deferred payment will not be made until agreement has been reached with the vendors or the matter is settled by arbitration.

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

| | 2022 | 2021 |
|----------------------------|------------|------------|
| | \$ | \$ |
| Ordinary shares fully paid | 86,403,507 | 75,505,006 |
| | 86,403,507 | 75,505,006 |

b) Movement in shares on issue

| | 2022 | 2022 | 2021 | 2021 |
|--------------------------------------|---------------|------------|---------------|------------|
| | number | \$ | number | \$ |
| Balance at the beginning of the year | 2,439,701,585 | 75,505,006 | 1,898,836,797 | 67,880,852 |
| Share placements | 395,452,382 | 7,340,855 | 387,809,849 | 5,269,261 |
| Shares for Guinea Acquisition | - | - | 121,718,576 | 2,312,653 |
| Shares issued in lieu of services | 6,283,751 | 79,280 | - | - |
| Vested Performance Rights | 5,000,000 | 50,000 | 5,000,000 | 50,000 |
| Options exercised | 54,850,000 | 552,700 | 26,336,363 | 279,400 |
| Shares issued on debt conversion | 305,326,059 | 3,016,119 | - | - |
| Unissued Share Capital | - | 363,500 | - | - |
| Share issue costs | - | (503,953) | - | (287,159) |
| Balance at the end of the year | 3,206,613,777 | 86,403,507 | 2,439,701,585 | 75,505,006 |

c) Share options

| 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 |
| | | | | 124,800,002 | (16,090,260) | 108,709,742 |

The 9,259,740 options granted in September 2021 were issued to brokers and consultants for services received. The 30,000,000 options granted during the 2022 financial year were associated with the SBC finance facility. The options granted during the 2021 financial year were free attaching to the October 2020 placement.

d) Performance rights

| 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.

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

| | 2022 | 2021 |
|--------------------------------------|-------------|----------|
| | \$ | \$ |
| Performance rights reserve | - | 79,289 |
| Share based payments reserve | (178,889) | - |
| Convertible note reserve | (489,000) | - |
| Foreign currency translation reserve | (1,003,351) | (74,128) |
| | (1,671,240) | 5,161 |

Movement in Reserves;

| | 2022 | 2021 |
|---|-----------|-------------|
| | \$ | \$ |
| Share based payments reserve | | |
| Balance at the beginning of the year | 79,289 | 22,393 |
| Share based payment | 89,186 | 161,157 |
| Options and performance rights exercised | (129,279) | (104,261) |
| Broker options issued | 139,693 | - |
| Balance at the end of the year | 178,889 | 79,289 |
| Convertible note reserve | | |
| Balance at the beginning of the year | - | - |
| Convertible Note (option) | 489,000 | - |
| Exercised | - | - |
| Balance at the end of the year | 489,000 | - |
| Foreign currency translation reserve | | |
| Balance at the beginning of the year | (74,127) | 1,091,042 |
| Currency translation differences | 1,077,478 | (1,165,169) |
| Balance at the end of the year | 1,003,351 | (74,127) |
| Total reserves | 1,671,240 | 5,162 |

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). \$3,357 of vesting expense was recognised during the year. At the date of lapsing, an amount of (\$39,197) was recognised in profit and loss to recognised that no rights eventually vested.

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

Performance rights

In the previous financial year, a geologist of the company was issued with 10,000,000 performance rights, with nil exercise price and valued using the grant date share price of \$0.01. The only vesting conditions attached were non-market service periods with 5,000,000 vesting at 21 February 2021 and 5,000,000 vesting 21 August 2021. The latter vested during the year and vesting expense of \$6,549 was recognised. The total vesting expense recognised over the term was transferred to share capital.

At the start of the financial year Mt Trevor Matthews had 10 million tranche C performance rights on issue and these lapsed unvested on 3 December 2021. The fair value of these rights were valued using a trinomial option model using inputs below:

| Details | Performance Rights |
|-----------------------------------|--------------------|
| Tranche | C |
| Expiry | 22 Oct 2021 |
| 20 day share price barrier (VWAP) | \$0.15 |
| Expected volatility | 70% |
| Risk free interest rate | 2.09% |
| Expected life | 3 years |
| Exercise price | nil |
| Grant date share price | \$0.021 |
| Fair value per right/option | \$0.004 |

At 30 June 2022, the Company had no further performance rights on issue.

Other share based payments

DGWA GmbH, a consulting firm provided the company with investor relations services, was issued 725,570 shares with a share based payment expense of \$18,139 recognised. This was valued using the grant date share price of \$0.025.

Peak Asset Management Pty Ltd was engaged to provide investor relations services and was issued 5,558,181 shares for services received. A share based payment expense of \$67,140 was recognised based on the grant date price of \$0.011. 5 million options were also granted and were valued at \$67,117 using a Black and Scholes option pricing model using the inputs below:

| Details | |
|----------------------------|-------------|
| Grant date | 30 Nov 2021 |
| Expiry date | 9 Sep 24 |
| Spot price at grant date | \$0.028 |
| Exercise price | \$0.05 |
| Interest rate | 0.87% |
| Volatility | 100% |
| Number of unlisted options | 5,000,000 |
| Value of options | \$67,117 |

EAS Advisors LLC were engaged to provide consulting services and were issued 4,259,740 options in consideration for services received. These valued were at \$72,576 using a Black and Scholes option model using the inputs below:

| Details | |
|----------------------------|-------------|
| Grant date | 30 Aug 2021 |
| Expiry date | 9 Sep 24 |
| Spot price at grant date | \$0.03 |
| Exercise price | \$0.0385 |
| Interest rate | 0.15% |
| Volatility | 100% |
| Number of unlisted options | 4,259,740 |
| Value of options | \$72,576 |

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.

| | 2022 | 2021 |
|-----------------------------|------------------|----------------|
| | \$ | \$ |
| Financial assets | | |
| Cash and cash equivalents | 358,496 | 254,521 |
| Trade and other receivables | 90,401 | 82,854 |
| | 448,897 | 337,375 |
| Financial liabilities | | |
| Trade and other payables | 6,330,800 | 573,446 |
| Borrowings | - | - |
| | 6,330,800 | 573,446 |

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 | |
|---------------------|---------|---------|-------------|-----------|
| | 2022 | 2021 | 2022 | 2021 |
| US dollars | 18,225 | 17,458 | 3,076,353 | 2,761,446 |
| Tanzanian shillings | 888,400 | 491,973 | - | - |

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.

| | 2022 | 2021 |
|---------------------|-----------|-----------|
| | \$ | \$ |
| USD impact | | |
| Result for the year | (305,813) | (272,827) |
| TZS impact | | |
| Result for the year | 88,840 | 49,197 |

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 % | 2022 \$ | Weighted Rate % | 2021 \$ |
|------------------------------|----------|--------------------|------------|--------------------|------------|
| Financial assets | | | | | |
| Cash and cash equivalents | Floating | 0.09% | 358,496 | 0.09% | 254,521 |
| Trade receivables | Floating | 0 | - | - | - |
| Financial liabilities | | | | | |
| Borrowings | Fixed | - | - | - | - |
| Creditors | Fixed | - | - | - | - |

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 \$3,047 (2021: \$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 2022.

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

| | 2022 | 2021 |
|---------------------------------|---------------|---------------|
| | \$ | \$ |
| Within one year – exploration | 49,888 | 49,888 |
| Within one year – office lease | - | - |
| One to five years – exploration | - | - |
| | 49,888 | 49,888 |

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 | Zavaliievsky Graphite | Volt Resources Tanzania (Graphite) | Guinea Gold | Total |
|---------------------------------------|---------------------|--------------------------|---|----------------|---------------------|
| | \$ | | \$ | \$ | \$ |
| 2022 | | | | | |
| Revenue | - | - | - | - | - |
| Interest received | 532 | - | - | - | 532 |
| Total segment revenue | 532 | - | - | - | 532 |
| Expenditure | | | | | |
| 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) |
| Total segment expenditure | (15,364,354) | (1,083,260) | 49,742 | - | (16,397,872) |
| Loss before income tax | (15,363,822) | (1,083,260) | 49,742 | - | (16,397,340) |

| SEGMENT ASSETS | | | | | |
|-----------------------------|----------------|----------|-------------------|------------------|-------------------|
| Segment operating assets | 452,188 | - | 24,166,119 | 4,041,265 | 28,659,572 |
| Total segment assets | 452,188 | - | 24,166,119 | 4,041,265 | 28,659,572 |

| SEGMENT LIABILITIES | | | | | |
|----------------------------------|----------------|------------------|-----------------|----------|------------------|
| Segment operating liabilities | 833,135 | 5,516,040 | (18,375) | - | 6,330,800 |
| Total segment liabilities | 833,135 | 5,516,040 | (18,375) | - | 6,330,800 |

| | Corporate | Graphite | Gold | Total |
|------------------------------|---------------|----------|----------|---------------|
| | \$ | \$ | \$ | \$ |
| 2021 | | | | |
| Revenue | 25,251 | - | - | 25,251 |
| Interest received | 7 | - | - | 7 |
| Total segment revenue | 25,258 | - | - | 25,258 |

| | | | | |
|---------------------------------------|--------------------|------------------|----------|--------------------|
| Expenditure | | | | |
| Corporate compliance fees | (629,575) | (16,252) | - | (645,827) |
| Corporate management costs | (677,927) | (155,577) | - | (833,504) |
| Foreign exchange gain (loss) | 134,975 | (248,792) | - | (113,817) |
| Marketing and investor relation costs | (174,401) | - | - | (174,401) |
| Occupancy expenses | (19,935) | (821) | - | (20,756) |
| Share based payments | (161,157) | - | - | (161,157) |
| Finance costs | (335,523) | - | - | (335,523) |
| Other expenses | (299,741) | (5,007) | - | (304,748) |
| Total segment expenditure | (2,163,284) | (426,449) | - | (2,589,733) |
| Loss before income tax | (2,138,026) | (426,449) | - | (2,564,475) |

| SEGMENT ASSETS | | | | |
|-----------------------------|----------------|-------------------|------------------|-------------------|
| Segment operating assets | 421,185 | 22,650,973 | 3,679,588 | 26,751,746 |
| Total segment assets | 421,185 | 22,650,973 | 3,679,588 | 26,751,746 |

| SEGMENT LIABILITIES | | | | |
|----------------------------------|----------------|-----------------|----------|----------------|
| Segment operating liabilities | 583,850 | (10,404) | - | 573,446 |
| Total segment liabilities | 583,850 | (10,404) | - | 573,446 |

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 | 2022 % | 2021 % |
|--------------------------------------|-----------------------------|-----------|-----------|
| Volt Energy Materials LLC | United States | 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 capital consolidated Entity, therefore summarised financial information for these subsidiaries have not been provided in this financial report.

18. Auditors' remuneration

| | 2022 \$ | 2021 \$ |
|---|---------------|---------------|
| <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 | 50,462 | 48,000 |
| <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 | 9,470 | 9,470 |
| | 59,932 | 57,470 |

19. Key management personnel remuneration

| | 2022 \$ | 2021 \$ |
|---|----------------|----------------|
| Short term employee benefits | 854,942 | 598,704 |
| Share based payments | - | - |
| Post-employment benefits (superannuation) | - | - |
| Total remuneration | 854,942 | 598,704 |

20. Parent entity information

The following details information related to the parent entity, Volt Resources Limited, as at 30 June 2022. The information presented here has been prepared using consistent accounting policies as presented in Note 1.

| | 2022 | 2021 |
|--|---------------------|--------------------|
| | \$ | \$ |
| Current assets | 450,468 | 418,682 |
| Non-current assets | 28,311,208 | 27,621,486 |
| Total assets | 28,761,676 | 28,040,168 |
| Current liabilities | 6,350,174 | 583,849 |
| Non-current liabilities | - | - |
| Total liabilities | 6,350,174 | 583,849 |
| Net assets/(liabilities) | 22,411,502 | 27,456,319 |
| Issued capital | 86,403,507 | 75,505,006 |
| Reserves | 666,527 | 78,927 |
| Accumulated losses | (64,658,532) | (48,127,614) |
| Total equity | 22,411,502 | 27,456,319 |
| Loss for the year | (16,530,918) | (2,055,132) |
| Other comprehensive income for the year | | |
| Total comprehensive loss for the year | (16,530,918) | (2,055,132) |

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 11 July 2022, the Company successfully raised \$1.716 million (before costs) through the issue of 107,250,000 fully paid ordinary shares at \$0.016 per share (representing a 5.9% discount to trading) plus 53,625,000 unlisted options ("Placement Options") with an exercise price of 2.4 cents and a maturity date 36 months from the date of issue (with each investor to receive one option for every two shares subscribed for under the Placement).

In addition, Volt's Chairman, Asimwe Kabunga, subscribed for 17,750,000 fully paid ordinary shares and 8,875,000 unlisted options for an additional \$284,000 on the same terms as the Placement securities, subject to shareholder approval, ("Director Placement") for a total commitment of \$2.0 million.

On 1 August 2022, Production at the Zavalievsky graphite mine and processing plant. The export of graphite products to central and eastern Europe will commence later in August with sales revenue planned to be received soon thereafter. Based on past operating performance and improvements to operations and planning, ZG is forecast to produce between 8,000 and 9,000 tonnes of graphite products for the year ending 30 June 2023.

22. Acquisition of Gold Republic Pty Ltd

On 7 July 2020, the Company acquired Gold Republic Pty Ltd (“Gold Republic”) for consideration of 121,718,576 ordinary fully paid shares in the Company as well as a 2% net smelter return on gold recovered from the project and sold by the Company or any of its subsidiaries. Gold Republic holds 100% of the issued capital of KB Gold Sarlu and Norsk Gold Pte Ltd, which holds 100% of the issued capital of Novo Mines Sarlu.

KB Gold Sarlu and Novo Mines Sarlu hold the tenement licences which comprise the Guinea gold project.

Accounting standard applied:

The acquisition of Gold Republic has been accounted for as an asset acquisition. The acquisition does not meet the definition of a business combination in accordance with AASB 3 Business Combinations (as Gold Republic is not considered to be a business for accounting purposes). The acquisition has therefore been accounted for as a share-based payment transaction using the principles of AASB 3 Business Combinations and AASB 2 Share-based Payment.

The fair value of the consideration paid and allocation to net identifiable assets is as follows:

| | \$ |
|--|-----------|
| <i>Fair value of consideration paid:</i> | |
| Fully paid ordinary shares | 2,312,653 |
| 2% net smelter royalty ⁽¹⁾ | - |
| | 2,312,653 |
| <i>Fair value of net identifiable assets acquired:</i> | |
| Cash and cash equivalents | 6,476 |
| Debtor and other assets | 101,394 |
| Trade creditors | (106,757) |
| Exploration and evaluation expenditure | 2,311,540 |
| | 2,312,653 |

(1) No cost has been attributed to the net smelter royalty due to exploration activities of the Company not yet being at a stage to determine if the royalty will be paid.

23. Investments in Associate and Joint Arrangements

| | | |
|--|--------------|---|
| Acquisition cost (Zavalievsky Graphite) | 10,328,536 | - |
| Intercompany loan | 1,103,247 | - |
| Volt Resource's share of ZG Group loss – 70% | (1,083,260) | - |
| Impairment of Investment in Zavalievsky Graphite | (10,348,523) | - |
| Carrying Value | - | - |

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.

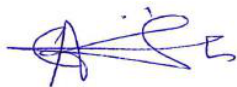
The statement of profit or loss reflects the Group's share of the results of operations of the joint venture. The aggregate of the Group's share of profit or loss of a joint venture is shown on the face of the statement of profit or loss outside operating profit and represents profit or loss after tax.

| | 2022 | 2021 |
|------------------------------|-------------|------|
| | \$ | \$ |
| Revenue | 2,487,809 | - |
| Other Income | 238,058 | - |
| Cost of Sales | (4,420,597) | - |
| Gross Profit | (1,694,730) | - |
| Foreign exchange gain/(loss) | (479,529) | - |
| Other expenses | (1,111,581) | - |
| Finance cost | (291,799) | - |
| Loss before income tax | (3,577,639) | - |
| Income tax (expense)/benefit | 242,130 | - |
| Loss after income tax | (3,335,509) | - |
| Current Assets | 1,058,548 | - |
| Non-current Assets | 7,513,195 | - |
| Current Liabilities | (5,040,996) | - |
| Non-current Liabilities | (3,589,241) | - |
| Net Assets | (58,494) | - |

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 2022 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 2022.

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



Asimwe Kabunga
Non-Executive Chairman
30 September 2022

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 2022, 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 2022 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* ("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 Regarding Going Concern

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

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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 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 Regarding Going Concern Basis* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

| Key Audit Matter | How our audit addressed the key audit matter |
|--|--|
| Exploration and evaluation assets | |
| Refer to note 9 | |
| <p>In accordance with AASB 6 Exploration for and Evaluation of Mineral Resources, the Group capitalises all exploration and evaluation expenditure, including acquisition costs and subsequently 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 one of the most significant assets 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 that the carrying amount of the exploration and evaluation assets may exceed their recoverable amounts.</p> | <p>Our procedures included but were not limited to the following:</p> <ul style="list-style-type: none"> • We obtained an understanding of the key processes associated with management's review of the carrying values of each area of interest; • We verified a sample of amounts capitalised; • We considered management's assessment of potential indicators of impairment; • We obtained evidence that the Group has current rights to tenure of its areas of interest; • We examined the exploration budget for the year ending 30 June 2023 and discussed with management the nature of planned activities; • We enquired with management, reviewed ASX announcements and reviewed minutes of Directors' meetings to ensure that the Group had not resolved to discontinue exploration and evaluation at any of its areas of interest; and • We examined the disclosures made in the financial report. |
| Accounting for the acquired 70% interest in the Zavalievsky group | |
| Refer to note 23 | |
| <p>On 27 July 2021, the Group acquired a 70% interest in the Zavalievsky group for consideration of US \$7.6 mil.</p> <p>In accordance with AASB 11 Joint Arrangements, the Group classifies the Zavalievsky arrangement as a joint venture and accounts for its investment using the equity method in-line with the</p> | <p>Our procedures included but were not limited to:</p> <ul style="list-style-type: none"> • Obtaining an understanding of the terms of the acquisition by reviewing the sale agreement. • Ensuring the Group's assessment of 'joint control' is in accordance with the |

requirements of AASB 128 Investments in Associates and Joint Ventures. The Group has subsequently impaired the investment during the year due to the Russian invasion of Ukraine and the consequential effects on the operations.

This was determined to be a key audit matter as the investment and its impairment are material to the Group and is important to users understanding of the financial report as a whole. Additionally, significant judgement has been required in applying the criteria for 'joint control' under AASB 11 as well as the consideration of impairment indicators under AASB 136 Impairment of Assets.

requirements of AASB 11 Joint Arrangements.

- Evaluating whether the Group's accounting treatment for its interest in the joint arrangement is in-line with the requirements of AASB 128 Investments in Associates and Joint Ventures.
- Engaging a component auditor to audit and opine on the Zavalievsky Group's acquisition date financial statements and the financial statements for the period from acquisition to 30 June 2022. We evaluated the work performed by the component auditor and considered their findings and audit opinion.
- Ensuring initial recognition by the Group of acquisition date balances was correct.
- Evaluating the Group's subsequent assessment of the recoverability of the joint venture investment, as well as ensuring balances written-off were accurate.
- Assessing the associated disclosures in the financial report.

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 2022, 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, related safeguards.

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 the directors' report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of Volt Resources Limited for the year ended 30 June 2022 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
30 September 2022



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 20 September 2021.

Number of Shareholders and Option Holders

Shares

As at 20 September 2022, there were 5,463 shareholders holding a total of 3,320,663,777 fully paid ordinary shares.

Options

As at 20 September 2022, there were 73,625,001 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 Shares |
| 1 - 1000 | 279 | 87,307 | - | - |
| 1001 - 5000 | 184 | 505,010 | - | - |
| 5001 - 10,000 | 137 | 1,089,901 | - | - |
| 10,001 - 100,000 | 2,572 | 123,860,234 | - | - |
| 100,001 and above | 2,311 | 3,195,121,325 | 18 | 108,709,742 |
| Total | 5,483 | 3,320,663,777 | 18 | 108,709,742 |

There were 861 holders totalling 5,441,785 ordinary shares holding less than a marketable parcel.

Top Twenty Share Holders

| Shareholder name | Ordinary shares held number | % |
|---|-----------------------------|---------------|
| 1 KABUNGA HOLDINGS PTY LTD <KABUNGA FAMILY A/C> | 455,805,420 | 13.73% |
| 2 MR PETER RAYMOND NOTMAN & MR ELAINE NOTMAN | 165,847,517 | 4.99% |
| 3 VEN CAPITAL PTY LTD | 90,217,428 | 2.72% |
| 4 BOSSWHAT PTY LTD | 75,000,000 | 2.26% |
| 5 MR DOMINIC VIRGARA | 72,575,000 | 2.19% |
| 6 CITICORP NOMINEES PTY LIMITED | 62,105,110 | 1.87% |
| 7 SAFINIA PTY LTD | 50,500,000 | 1.52% |
| 8 BNP PARIBAS NOMINEES PTY LTD ACF CLEARSTREAM | 45,431,002 | 1.37% |
| 9 10 BOLIVIANOS PTY LTD | 34,793,937 | 1.05% |
| 10 CHATA HOLDINGS PTY LTD | 32,464,286 | 0.98% |
| 11 MS CHUNYAN NIU | 26,011,017 | 0.78% |
| 12 MR SCOTT WILLIAMS | 22,575,421 | 0.68% |
| 13 MR KEVIN BRADY | 21,909,091 | 0.66% |
| 14 NATIONAL NOMINEES LIMITED | 20,000,000 | 0.60% |
| 15 MR RICHARD HIM SIM VOM | 19,659,172 | 0.59% |
| 16 MR WAYNE ANDREW HUTCHINS | 18,000,000 | 0.54% |
| 17 MR VIKTOR KONDAS | 17,000,000 | 0.51% |
| 18 BNP PARIBAS NOMINEES PTY LTD | 16,963,790 | 0.51% |
| 19 ELEANOR COLE | 16,365,800 | 0.49% |
| 20 MR EMANUELE CAPPELLO | 16,000,000 | 0.48% |
| | 1,279,223,991 | 38.52% |

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> | 455,805,420 | 13.73 |
| | 455,805,420 | 13.73 |

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 in progress | 100% |
| | Tanzania - Ruangwa & Masasi Districts | PL 10644/2015 | Renewal in progress | 100% |
| | Tanzania - Newala & Masasi Districts | PL 10667/2015 | Renewal in progress | 100% |
| | Tanzania - Newala, Ruangwa & Masasi Districts | PL 10668/2015 | Renewal in progress | 100% |
| | Tanzania - Ruangwa & Lindi Districts | PL 10717/2015 | Renewal in progress | 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 (%) |
|-----------------------------------|------------|------------|
| Measured | | |
| Namangale North (now Bunyu 1) | 20 | 5.3 |
| Total Measured | 20 | 5.3 |
| Indicated | | |
| Namangale North (now Bunyu 1) | 122 | 5.2 |
| Namangale South (now Bunyu 2 & 3) | 33 | 4.3 |
| Total Indicated | 155 | 5.0 |
| Inferred | | |
| Namangale North (now Bunyu 1) | 264 | 5.0 |
| Namangale South (now Bunyu 2 & 3) | 23 | 3.6 |
| Total Inferred | 286 | 4.9 |
| Total Resource | 461 | 4.9 |

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) |
|---------------------------------|--------------|-------------|-------------------------|
| Proved | | | |
| Namangale 1 North (now Bunyu 1) | 19.3 | 4.32 | 0.8 |
| Namangale 2 South (now Bunyu 2) | - | - | - |
| Namangale 3 South (now Bunyu 3) | - | - | - |
| Subtotal - Proved | 19.3 | 4.32 | 0.8 |
| Probable | | | |
| 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 |
| Subtotal - Probable | 108.1 | 4.37 | 4.7 |
| Total Ore Reserve | 127.4 | 4.36 | 5.6 |

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 2022. 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 Oreology. 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 |
| Total | 76.8 | 5.4 |
| | | |

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% | | | |
| | Subtotal | 892 | 6.0% | | | |
| Central | Proved | 472 | 6.2% | 593 | 1,408 | 0.73 |
| | Probable | 343 | 5.6% | | | |
| | Subtotal | 815 | 5.9% | | | |
| South Starter | Proved | | 0.0% | 916 | 1,315 | 2.30 |
| | Probable | 399 | 6.8% | | | |
| | Subtotal | 399 | 6.8% | | | |
| South Main | Proved | | 0.0% | 649 | 1,358 | 0.91 |
| | Probable | 709 | 6.6% | | | |
| | Subtotal | 709 | 6.6% | | | |
| TOTAL | Proved | 1,305 | 6.1% | 2,267 | 5,082 | 0.81 |
| | Probable | 1,511 | 6.4% | | | |
| | Total | 2,815 | 6.3% | | | |

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.