

**ASX Code: VSR**

**ASX Announcement/Media Release**

**29 September 2022**

## PRE-QUOTATION DISCLOSURES

Voltaic Strategic Resources Ltd (**Company**) provides the following information to the ASX Limited (**ASX**) for release to the market in connection with the re-compliance of the Company and the re-quotations of its securities.

Capitalised terms not otherwise defined in this document have the same meaning given in the Company's prospectus dated 6 July 2022 (**Prospectus**).

### Statement of Confirmation - Completion of the Offers

The Company confirms the close of the Offers under the Prospectus and completion of:

- (a) the issue of 225,000,000 ordinary fully paid shares at an issue price of \$0.02 per share ('Share Offer');
- (b) the issue of 100,000,000 options at an issue price of \$0.0005 per option exercisable at \$0.03 each on or before three years from the date of re-quotations ('Options Offer');
- (c) the issue of 91,024,167 options at a nil issue price exercisable at \$0.03 each on or before three years from the date of re-quotations ('Re-Compliance Plan Options Offer'); and
- (d) the issue of 10,000,000 options at a nil issue price exercisable at \$0.04 each on or before four years from the date of re-quotations ('Director Options Offer').

### Statement of Confirmation –Completion of Acquisition Agreements

The Company confirms the conditions precedent have been satisfied and the completion of the following Acquisition Agreements:

- (a) The Agreement between the Company and Beau Resources Pty Ltd, including
  - i. the issue of 42,000,000 fully paid Ordinary Shares
  - ii. the issue of 21,250,000 Options exercisable at \$0.03 and expiring 3 years from the date of the Company's Re-Compliance listing date
  - iii. Payment of \$27,950 cash
- (b) The Agreement between the Company and Arabella Resources Pty Ltd, including
  - i. the issue of 5,000,000 fully paid Ordinary Shares
  - ii. the issue of 5,000,000 Options exercisable at \$0.03 and expiring 3 years from the date of the Company's Re-Compliance listing date
  - iii. Payment of \$12,434 cash
- (c) The Agreement between the Company and Jindalee Resources Ltd, including
  - i. the issue of 7,500,000 fully paid Ordinary Shares
  - ii. payment of \$25,000 cash
- (d) The Agreement between the Company and Nuclear Energy Pty Ltd, including the issue of 5,000,000 fully paid Ordinary Shares

### Statement of Confirmation – Monomatapa Coal Acquisition Agreement

The Company confirms that the conditions precedent under the Monomatapa Coal Acquisition Agreement have been satisfied and the completion of the Monomatapa Coal Acquisition Agreement has occurred, including the issue of 31,250,000 fully paid Ordinary Shares.

**Statement of Confirmation – Lead Manager Mandate**

The Company confirms the conditions precedent under the Lead Manager Mandate have been satisfied and the completion of the Lead Manager Agreement, including;

- (a) the issue of 12,500,000 fully paid Ordinary Shares
- (b) the issue of 12,500,000 Options exercisable at \$0.03 and expiring 3 years from the date of the Company's Re-Compliance listing date.

**Statement of Confirmation – CPS Convertible Notes**

The Company confirms the conditions precedent under the CPS Convertible Note Agreements have been satisfied and that the CPS Convertible Notes (totalling \$500,000) have been converted. On conversion, the Company has issued the following securities to the noteholders:

- i. 25,000,000 fully paid Ordinary Shares
- ii. 25,000,000 Options exercisable at \$0.03 and expiring 3 years from the date of the Company's Re-Compliance listing date

**Statement of Confirmation – Related Party Convertible Notes**

The Company confirms the conditions precedent under the Convertible Note Agreements entered with related parties have been satisfied and that the Convertible Notes have been converted. On conversion, the Company has issued the following securities to:

- (a) Bowman Gate Pty Ltd:
  - i. 5,750,000 fully paid Ordinary Shares
  - ii. 5,750,000 Options exercisable at \$0.03 and expiring 3 years from the date of the Company's Re-Compliance listing date
- (b) Riverview Corporation Pty Ltd i:
  - i. 2,875,000 fully paid Ordinary Shares
  - ii. 2,875,000 Options exercisable at \$0.03 and expiring 3 years from the date of the Company's Re-Compliance listing date
- (c) John and Emma Hannaford Superfund Pty Ltd:
  - i. 2,875,000 fully paid Ordinary Shares
  - ii. 2,875,000 Options exercisable at \$0.03 and expiring 3 years from the date of the Company's Re-Compliance listing date

**Statement of Confirmation – Related Party Securities**

The Company confirms that it has issued the following related party securities:

- (a) 1,769,950 post-consolidation shares to the director Mr Matthew McCann in satisfaction of outstanding director fees;
- (b) 1,165,300 post-consolidation shares to the former director Mr Gerard McGann in satisfaction of outstanding director fees;
- (c) 3,064,100 post-consolidation shares to the director Mr Simon Adams in satisfaction of outstanding CFO fees and other employee entitlements;
- (d) 5,750,000 post-consolidation shares and 5,750,000 post-consolidation options to the related parties Riverview Corporation Pty Ltd and John and Emma Hannaford Superfund Pty Ltd as referenced in the Related Party Convertible Notes confirmation above. These companies are associated with Mr John Hannaford;
- (e) 5,750,000 post-consolidation shares and 5,750,000 post-consolidation options to the related party Bowman Gate Pty Ltd as referenced in the Related Party Convertible Notes confirmation above. These companies are associated with Mr David Izzard;
- (f) 5,000,000 post-consolidation shares and 5,000,000 post-consolidation options to Arabella Resources Pty Ltd (being an entity associated with Director John Hannaford and Director-elect, David Izzard);
- (g) 1,097,261 post-consolidation shares to Riverview Corporation Pty Ltd (being an entity associated with Director John Hannaford);
- (h) 750,000 of the Public Offer Shares to Riverview Corporation Pty Ltd and 750,000 of the Public Offer Shares to John and Emma Hannaford Superfund Pty Ltd, entities associated with Mr John Hannaford;
- (i) 1,500,000 of the Public Offer Shares to Bowman Gate Pty Ltd, an entity associated with Mr David Izzard;

- (j) 500,000 of the Public Offer Shares to Jennifer Blair, a related party to Mr Lachlan Reynolds;
- (k) A total of 5,000,000 options to the nominees of director Mr Simon Adams comprising:
  - (i) 2,500,000 post consolidated options exercisable at \$0.03 each and expiring in 3 years from the date of re-compliance listing; and
  - (ii) 2,500,000 post consolidated options exercisable at \$0.04 each expiring in 4 years from the date of re-compliance listing.
- (l) A total of 5,000,000 options to JAEK Holdings Pty Ltd, a company associated with director Mr John Hannaford comprising:
  - (i) 2,500,000 post consolidated options exercisable at \$0.03 each and expiring in 3 years from the date of re-compliance listing; and
  - (ii) 2,500,000 post consolidated options exercisable at \$0.04 each and expiring in 4 years from the date of re-compliance listing.
- (m) A total of 5,000,000 options to director Mr Lachlan Reynolds comprising:
  - (i) 2,500,000 post consolidated options exercisable at \$0.03 each and expiring in 3 years from the date of re-compliance listing; and
  - (ii) 2,500,000 post consolidated options exercisable at \$0.04 each expiring in 4 years from the date of re-compliance listing.
- (n) A total of 5,000,000 options to Bowman Gate Pty Ltd, a Company associated with director Mr David Izzard comprising:
  - (i) 2,500,000 post consolidated options exercisable at \$0.03 each and expiring in 3 years from the date of re-compliance listing; and
  - (ii) 2,500,000 post consolidated options exercisable at \$0.04 each expiring in 4 years from the date of re-compliance listing.

**Statement of Confirmation – All other Re-compliance Plan Transactions**

The Company confirms the completion of the issue of all other securities relating to its Re-Compliance plan including:

- (a) the issue of 5,774,167 Options exercisable at \$0.03 and expiring 3 years from the date of the Company's Re-Compliance listing date to the participants of the 15% placement completed in June 2022;
- (b) the issue of 10,000,000 fully paid Ordinary Shares to previous Directors and Simon Adams in settlement of outstanding debts; and
- (c) the issue of 661,942 fully paid Ordinary Shares to prior employees in satisfaction of debts owed

**Statement of confirmation – No impediments to the Company entering the Tenements**

The Company confirms that there are no legal, regulatory, statutory or contractual impediments to the Company entering the Tenements (refer Annexure A for a schedule of the Tenements) and carrying out exploration activities such that the Company will be able to spend its cash in accordance with its commitments for the purposes of Listing Rule 1.3.2(b)

**Updated Pro-Forma Statement of Financial Position**

The Company provides its updated statement of financial position based on actual amount raised under the Prospectus, being \$4,550,000 (before costs)

	<b>31 December 2021 (Audited)</b>	<b>Pro-Forma Adjs</b>	<b>Pro-Forma (Re-Compliance)</b>
<b>Assets</b>			
<b>Current assets</b>			
Cash at Bank	1,541	4,034,072	4,035,613
Trade and Other Receivables	13,157	50,515	63,672
<b>Total current assets</b>	<b>14,698</b>	<b>4,084,587</b>	<b>4,099,285</b>
<b>Non-current assets</b>			
Exploration Expenditure	111,994	1,493,608	1,605,603
<b>Total non-current assets</b>	<b>111,994</b>	<b>1,493,608</b>	<b>1,785,878</b>
<b>Total assets</b>	<b>126,692</b>	<b>5,578,195</b>	<b>5,704,888</b>
<b>Liabilities</b>			
<b>Current Liabilities</b>			
Trade & Other Payables	432,540	(432,540)	-
Loans	39,192	(39,192)	-
<b>Total Liabilities</b>	<b>471,732</b>	<b>(471,732)</b>	<b>-</b>
<b>Net Assets</b>	<b>(345,040)</b>	<b>6,049,927</b>	<b>5,704,888</b>
<b>Equity</b>			
Contributed Equity	27,375,608	6,651,946	34,027,554
Reserves	389,925	555,500	945,425
Debt Shares	200,000	(200,000)	-
Convertible Notes	273,906	(273,906)	-
Retained earnings	(28,584,479)	(683,613)	(29,268,092)
<b>Total Equity</b>	<b>(345,040)</b>	<b>6,049,927</b>	<b>5,704,888</b>

## Updated Pro-Forma Statement of Commitments

The Company provides its updated statement of commitments based on actual amount raised under the Prospectus, being \$4,550,000 (before costs)

The Company intends to apply funds raised from the Share Offer, the Option Offer, the Placement, the issue of convertible notes and the funds accessed through MCPL, over the first two years following re-admission of the Company to the Official List of ASX as follows:

<b>Funds Available</b>	<b>\$'000</b>
Cash Reserves (prior to placement)	-
Placement	115
CPS Convertible Note Placement	500
Acquisition of MCPL	625
Share Offer	4,500
Option Offer	50
Funds borrowed <sup>1</sup>	47
<b>Total Funds Available</b>	<b>5,837</b>
<b>Proposed Use of Funds</b>	<b>\$'000</b>
Exploration expenditure – granted tenure <sup>2</sup>	2,895
Payment of outstanding related party creditors <sup>3</sup>	182
Payment of outstanding third party, unrelated creditors <sup>3</sup>	140
Payments to Vendors (cash)	65
Payments of accrued fees to Directors <sup>4</sup>	182
Payment of accrued fees to Rockford under the Rockford Mandate <sup>5</sup>	240
Repayment of Director Loans <sup>7</sup>	214
Directors Fees Post re-compliance <sup>8</sup>	360
General administration fees and working capital <sup>9</sup>	827
Expenses of the offer <sup>10</sup>	732
<b>Total Funds</b>	<b>5,837</b>

### Notes:

1. Additional funds loaned to the Company by Directors during offer period.
2. Further details of the exploration expenditure are set out in the Independent Geologist Report in Section 8 of the Prospectus.
3. Payment of fees owed to Rockford Partners Pty Ltd \$171,098 (excl GST) and Bowman Gate Pty Ltd \$11,046 (excl GST) for services provided under the office administration mandates during 2021 and 2022. Full details of the office administration mandates with each company is set out in Section 14 of the Prospectus. Mr Izzard and Mr Hannaford are associated with Rockford Partners Pty Ltd and Mr Izzard is associated with Bowman Gate Pty Ltd. Amounts vary from the Prospectus due to the extended time taken in Re-compliance.
4. \$65,000 being the balance of cash consideration owing under the Acquisition Agreements which relates to further reimbursement of exploration spend. Vendor Fees already paid (as outlined in Project Acquisition Agreements in Section 14 of the Prospectus) have been funded by the Director working capital loans.
5. Former Director, Matt McCann has accrued \$61,657 in executive fees for work carried out in 2021. Director, Simon Adams has accrued consultancy services in relation to the executive duties carried out as CFO and Company Secretary in 2021 and 2022. Current accrued fees to the re-admission date for Mr Adams total \$120,000 (excl GST).
6. Payment of fees to Rockford Partners Pty Ltd, a company associated with Mr Izzard and Mr Hannaford, under a corporate services mandate with the Company under which Rockford has been accruing service fees since August 2020 of \$10,000 per month. The total to be paid to Rockford under this mandate is \$240,000 plus GST (refer to Section 14.7 of the Prospectus for a summary of this mandate).
7. Mr Adams and entities associated with Mr Izzard and Mr Hannaford have been funding the ongoing operations of the Company whilst progressing the Re-compliance Plan. These working capital loans are undocumented, non-interest bearing and are to be repaid on successful re-listing on ASX.
8. These amounts include superannuation.

9. General administration and working capital includes administrative costs of a listed company including secretarial, audits, insurance, ASX registry fees and general business running costs as well as available capital to assess ongoing opportunities.
10. Refer to Section 15.8 of the Prospectus for a breakdown of the expenses of the Offers.

It should be noted that the Company's budgets will be subject to modification on an ongoing basis depending on the results obtained from exploration and evaluation work carried out. This will involve an ongoing assessment of the Company's mineral interests. The results obtained from exploration and evaluation programs may lead to increased or decreased levels of expenditure on certain projects reflecting a change in emphasis.

The above table is a statement of current intentions as at the date of this Prospectus. As with any budget, intervening events, including exploration success or failure, and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

### Capital Structure

The Company's Capital Structure at the Re-Compliance listing date is set out below:

Shares	#
Shares on issue at the date of the Prospectus	44,268,707
Director Settlement	10,000,000
Employee Shares	661,942
Related Party Convertible Notes Conversion	11,500,000
Placement Convertible Notes Conversion	25,000,000
Acquisition of Tenements from Beau Resources Pty Ltd	42,500,000
Acquisition of Tenements from Arabella Resources Pty Ltd	5,000,000
Acquisition of Tenements from Jindalee Resources Ltd	7,500,000
Acquisition of Tenements from Nuclear Energy Pty Ltd	5,000,000
Acquisition of Monomatapa Coal Pty Ltd	31,250,000
Share Offer	225,000,000
Lead Manager/ Adviser	12,500,000
<b>Total Shares</b>	<b>420,180,649</b>
Unlisted Options	#
Options on issue at the date of the Prospectus	-
Placement Participants <sup>1</sup>	5,774,167
Related Party Convertible Notes Conversion <sup>1</sup>	11,500,000
Placement Convertible Notes Conversion <sup>1</sup>	25,000,000
Acquisition of Tenements from Beau Resources Pty Ltd <sup>1</sup>	21,250,000
Acquisition of Tenements from Arabella Resources Pty Ltd <sup>1</sup>	5,000,000
Option Offer <sup>1</sup>	100,000,000
Lead Manager/ Adviser <sup>1</sup>	12,500,000
Director Options <sup>2</sup>	20,000,000
<b>Total Funds</b>	<b>201,024,167</b>

#### Notes:

1. Options are exercisable at \$0.03 and expiring 3 years from the date of the Company's Re-Compliance listing date.
2. 10,000,000 Options are exercisable at \$0.03 and expiring 3 years from the date of the Company's Re-Compliance listing date.  
10,000,000 Options are exercisable at \$0.04 and expiring 4 years from the date of the Company's Re-Compliance listing date.

## Restricted Securities

The Company confirms that following quotation of the Company's securities on the ASX, the following securities will be subject to restrictions pursuant to the ASX Listing rules for the period outlined below:

Security	Quantity	Restriction Period
Fully Paid Ordinary Shares	31,803,677	12 Months from issue date
Fully Paid Ordinary Shares	81,946,323	24 months from quotation
Unlisted Options with an exercise price of \$0.03 and expiring 3 years from the date of the Company's Re-Compliance listing date.	96,124,305	12 months from issue date
Unlisted Options with an exercise price of \$0.03 and expiring 3 years from the date of the Company's Re-Compliance listing date.	94,899,862	24 months from quotation
Unlisted Options with an exercise price of \$0.04 and expiring 4 years from the date of the Company's Re-Compliance listing date.	10,000,000	24 months from quotation

## ASX Waivers

Listing Rule 2.1, Condition 2 requires that for quotation of the main class of securities of an entity seeking admission to the Official List, the issue price or sale price of all the securities for which the entity seeks quotation (except options) must be at least 20 cents. Listing Rule 1.1 Condition 12 requires that if an entity has options on issue, the exercise price for each underlying security must be at least 20 cents in cash.

The Company sought waivers of both Listing Rule 2.1 Condition 2 and Listing Rule 1.1 Condition 12 in respect of the Shares and Options to be issued as consideration for the Proposed Acquisitions as well as those Shares and Options to be issued as part of the Company's Re-Compliance Plan.

ASX granted the waivers on 12 May 2022 subject to various conditions as noted below:

### **Waiver Decision – Listing Rule 2.1, Condition 2**

Based solely on the information provided, ASX Limited granted the Company in connection with its proposed re-compliance with Chapters 1 and 2 of the Listing Rules and a proposed capital raising via a public offer at A\$0.02 per fully paid ordinary share to raise up to A\$4,500,000 on a post-consolidation basis (the 'Capital Raising'), a waiver from Listing Rule 2.1 Condition 2 to the extent necessary to permit the Company to issue ordinary shares at an issue price of AUD\$0.02 (**Capital Raising Shares**), subject to the following conditions:

- (a) The issue price of the Capital Raising Shares is not less than A\$0.02 per share;
- (b) The terms of the waiver being disclosed to the market and, along with the terms and conditions of the Capital Raising Shares, are clearly disclosed in the notice of meeting pursuant to which the Company will seek the approval required under Listing Rule 11.1.2 for the Proposed Acquisitions and in the Prospectus to be issued in respect of the Capital Raising;
- (c) The Company's Shareholders approve the issue price of the Capital Raising Shares in conjunction with the approval obtained under Listing Rule 11.1.2 in respect of the Proposed Acquisition; and
- (d) The Company completes a consolidation of its capital structure in conjunction with the proposed re-compliance with Chapters 1 and 2 of the Listing Rules such that its securities are consolidated at a ratio that will be sufficient, based on the lowest price at which the Company's securities traded over the 20 trading days preceding the date of the suspension of the Company's securities from official quotation, to achieve a market value for its securities of not less than the offer price.

### **Waiver Decision – Listing Rule 1.1, Condition 12**

Based solely on the information provided, ASX granted the Company in connection with its proposed re-compliance with Chapters 1 and 2 of the Listing Rules and its Capital Raising, a waiver from Listing Rule 1.1 Condition 11 to the extent necessary to permit the Company to issue 191,014,167 Options exercisable at A\$0.03

with an expiry date of three (3) years from the date of issue (**3 Cent Options**) and 10,000,000 Options exercisable at A\$0.04 with an expiry date of three (3) years from the date of issue (**4 Cent Options**) subject to the following conditions:

- (a) The exercise price of the 3 Cent Options is A\$0.03 each and the 4 Cent Options is A\$0.04 each;
- (b) The terms of the waiver are disclosed to the market and, along with the terms and conditions of the Options, are clearly disclosed in the notice of meeting pursuant to which the Company will seek the approval required under listing rule 11.1.2 for the proposed re-compliance with Chapters 1 and 2 of the Listing Rules and a proposed Capital Raising and in the Prospectus to be issued in respect of the Capital Raising; and
- (c) The Company's shareholders approve the issue of the options in conjunction with the approval obtained under Listing Rule 11.1.2 for the Proposed Acquisition.

**Waiver Decision – Listing Rule 14.7**

Based solely on the information provided, ASX granted the Company a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue securities to Related Parties, later than the date on which the Company stipulated the Securities would be issued following the date of the general meeting at which the issue of the Securities were approved (**'Meeting'**), on the following conditions:

- (a) the issue of the Securities occurs prior to the reinstatement of trading in the Company's securities following its re-compliance with Chapters 1 and 2 of the Listing Rules, and in any event no later than 13 October 2022;
- (b) the Securities are issued on the same terms and conditions as approved by shareholders at the Meeting; and
- (c) the Company releases the terms of this waiver to the market immediately.

**Authorised by:**

Board of Voltaic Strategic Resources Ltd

**For further information, contact:**

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Annexure A – Tenement Schedule

AUSTRALIA –

PROJECT AREA GROUPING	Project Name	EL	Status	VENDOR	APPLICATION DATE	AREA (km <sup>2</sup> )	Blocks	Date of Grant
Meekatharra Gold	BUNDIE BORE	E 51/1909	Granted	Jindalee Resources Ltd	12-Oct-18	101.70	35	11/19/2021
	BUNDIE BORE	E 51/1946	Granted	Jindalee Resources Ltd	19-Nov-19	18.71	9	2/9/2021
	BUNDIE BORE	P 51/3145	Granted	Jindalee Resources Ltd	03-Jun-19	1.50		8/28/2020
	BUNDIE BORE	P 51/3146	Granted	Jindalee Resources Ltd	03-Jun-19	1.98		8/28/2020
	BUNDIE BORE	P 51/3147	Granted	Jindalee Resources Ltd	03-Jun-19	1.64		8/28/2020
	CUE	E 51/2057	Granted	Arabella Resources Ltd	24-Jun-21	70.13	23	2/3/2022
	BLUEBIRD SOUTH	E 51/2022	Application	Arabella Resources Ltd	17-Dec-20	70.35	23	
Gascoyne Battery Metals	WEST WELL	E 09/2663	Application	Beau Resources Ltd	09/12/2021	46.66	15	
	WEST WELL	E 09/2669	Application	Beau Resources Ltd	13/01/2022	205.34	66	
	PADDYS WELL	E 09/2414	Granted	Nuclear Energy Pty Ltd	25/05/2020	40.43	13	7/23/2021
	TALGA	E 08/3303	Application	Beau Resources Ltd	25-Nov-20	144.17	46	
	TALGA WEST	E 08/3420	Application	Beau Resources Ltd	23/08/2021	184.88	59	
	TI TREE	E 09/2503	Granted	Beau Resources Ltd	26-Feb-21	59.17	19	2/24/2022
	TI TREE	E 09/2522	Application	Beau Resources Ltd	07-May-21	109.19	35	
	TI TREE	E 09/2470	Application	Beau Resources Ltd	04-Nov-20	43.59	14	
Pilbara Gold	KOOLINE	E 08/3314	Application	Beau Resources Ltd	14/12/2020	302.70	96	
<b>Total Area (New Tenements)</b>						<b>1,402.14</b>		

USA –

CLAIM NUMBER	BLM Serial Number		CLAIM NUMBER	BLM Serial Number		CLAIM NUMBER	BLM Serial Number
EONCO #1	NV101562147		EONCO #17	NV101562921		EONCO #43	NV101565589
EONCO #2	NV101562148		EONCO #18	NV101562922		EONCO #44	NV101565590
EONCO #3	NV101562149		EONCO #25	NV101565575		ABAY #1	NV101565591
EONCO #4	NV101562150		EONCO #26	NV101565576		ABAY #2	NV101565592
EONCO #5	NV101562151		EONCO #27	NV101565577		ABAY #3	NV101565593
EONCO #6	NV101562152		EONCO #28	NV101565578		ABAY #4	NV101565594
EONCO #7	NV101562153		EONCO #29	NV101565579		ABAY #5	NV101565595
EONCO #8	NV101562154		EONCO #30	NV101565580		ABAY #6	NV101565596
EONCO #9	NV101562155		EONCO #31	NV101565581		ABAY #7	NV101565597
EONCO #10	NV101562156		EONCO #32	NV101565582		ABAY #8	NV101565598
EONCO #11	NV101562157		EONCO #37	NV101565583			
EONCO #12	NV101562158		EONCO #38	NV101565584			
EONCO #13	NV101562159		EONCO #39	NV101565585			
EONCO #14	NV101562160		EONCO #40	NV101565586			
EONCO #15	NV101562161		EONCO #41	NV101565587			
EONCO #16	NV101562920		EONCO #42	NV101565588			