

24 November 2015

Company Announcements Office  
Australian Securities Exchange  
20 Bridge Street  
SYDNEY NSW 2000

**Alloy**  
**RESOURCES LIMITED**

ABN 20 109 361 195

Suite 6, 7 The Esplanade Mt Pleasant  
WA 6153 Australia

Tel: 618 9316 9100  
Fax: 618 9315 5475  
Email: [info@alloyres.com](mailto:info@alloyres.com)

Dear Sir/Madam

**Notice of General Meeting**

Please find enclosed the Notice of General Meeting for the Shareholders' Meeting to be held at Suite 7, 7 The Esplanade, Mt Pleasant, WA 6153 at 10.00am on Wednesday, 23 December 2015.

The purpose of the meeting is to ratify the issue of 100,000,000 shares issued at 0.7 cents to raise \$700,000 (before costs) pursuant to the share placement as announced to ASX on 28 October 2015.

Bell Potter Securities Limited acted as lead manager to the placement.

Yours sincerely  
**Alloy Resources Limited**

**Kevin Hart**  
Company Secretary



**ABN 20 109 361 195**

**NOTICE OF GENERAL MEETING**

**&**

**EXPLANATORY STATEMENT**

**To be held**

at 10.00am on Wednesday, 23 December 2015

**at**

Suite 7, 7 The Esplanade, Mt Pleasant, WA 6153

# Alloy

**RESOURCES LIMITED**

ABN 20 109 361 195

Suite 6, 7 The Esplanade Mt Pleasant  
WA 6153 Australia

Tel: 618 9316 9100  
Fax: 618 9315 5475  
Email: [info@alloyres.com](mailto:info@alloyres.com)

23 November 2015

Dear Fellow Alloy Shareholder,

Please find enclosed the Notice of General Meeting for the Shareholders' Meeting to be held at Suite 7, 7 The Esplanade, Mt Pleasant, WA 6153 at 10.00am on Wednesday, 23 December 2015.

The purpose of the meeting is to ratify the issue of 100,000,000 shares issued at 0.7 cents to raise \$700,000 (before costs) pursuant to the share placement as announced to ASX on 28 October 2015.

Bell Potter Securities Limited acted as lead manager to the placement.

Your Directors seek your support and look forward to your attendance at the meeting.

Yours sincerely

**Andy Viner**  
Executive Chairman

**ALLOY RESOURCES LIMITED**  
ABN 20 109 361 195  
**NOTICE OF GENERAL MEETING**

Notice is hereby given that a General Meeting of Alloy Resources Limited will be convened at 10.00am on Wednesday, 23 December 2015 at Suite 7, 7 The Esplanade, Mt Pleasant WA 6153.

**AGENDA**

**RESOLUTION 1 – RATIFICATION OF A PRIOR ISSUE OF EQUITY SECURITIES – LISTING RULE 7.1**

To consider, and if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

*“That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 68,900,094 Ordinary Fully Paid Shares on the terms and conditions set out in the Explanatory Statement.”*

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue, and any associates of such a person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**RESOLUTION 2 – RATIFICATION OF A PRIOR ISSUE OF EQUITY SECURITIES – LISTING RULE 7.1A**

To consider, and if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

*“That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 31,099,906 Shares on the terms and conditions set out in the Explanatory Statement”*

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue, and any associates of such a person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**ALLOY RESOURCES LIMITED**  
ABN 20 109 361 195  
**NOTICE OF GENERAL MEETING**

**GENERAL NOTES**

**1. Explanatory Statement**

The Explanatory Statement to Shareholders attached to this Notice of General Meeting is hereby incorporated into and forms part of this Notice of General Meeting.

**2. Voting by Proxy**

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

**3. Voting Entitlement**

The Directors have determined in accordance with Regulation 7.11.37 of the Corporations Regulations that, for the purposes of attending and voting at the meeting, Shares will be taken to be held by the registered holders at 10.00am on 21st December 2015.

**BY ORDER OF THE BOARD**

Kevin R Hart  
COMPANY SECRETARY  
Dated this 23rd day of November 2015.

# ALLOY RESOURCES LIMITED

ABN 20 109 361 195

## EXPLANATORY STATEMENT

This Explanatory Statement forms part of a Notice convening a General Meeting of Shareholders of Alloy Resources Limited to be held at Suite 7, 7 The Esplanade Mt pleasant, Western Australia at 10 am (WST) on 23 December 2015. This Explanatory Statement is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the Resolutions proposed.

### 1. RESOLUTIONS 1 & 2 – RATIFICATION OF A PRIOR ISSUE OF SECURITIES

#### 1.1 Background

On 2 November 2015, the Company announced that it had issued 100,000,000 Shares to sophisticated investors at an issue price of \$0.007 to raise \$700,000 (before costs) ("Placement"). Bell Potter Securities Limited acted as lead manager to the placement.

#### 1.2 Listing Rules Chapter 7

Listing Rule 7.1 provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the company's ordinary securities then on issue (in the case of Listing Rule 7.1) and 10% of the company's ordinary securities then on issue (in the case of Listing Rule 7.1A)

Listing Rule 7.2 sets out the exceptions to Listing Rules 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 and Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 or 7.1A) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 or 7.1A (as the case may be).

By ratifying the issue of the Shares and Attaching Options the subject of Resolutions 1 and 2, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, and the 10% placement capacity under Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

Resolutions 1 and 2 are ordinary resolutions.

#### 1.3 Resolution 1 - Information Required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Shares the subject of Resolution 1:

- (a) 68,900,094 Shares were issued at an issue price of \$0.007 per Share;
- (b) The Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) The Shares were issued to investors who were eligible to be made offers without disclosure under an exemption under section 708 of the Corporations Act.
- (d) The funds raised from the issue (being in total \$482,301 (before costs)) will be used to fund exploration and evaluation programs and for working capital purposes.

#### 1.4 Resolution 2 - Information Required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Shares the subject of Resolution 2:

- (a) 31,099,906 Shares were issued at an issue price of \$0.007 per Share;
- (b) The Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) The Shares were issued to investors who were eligible to be made offers without disclosure under an exemption under section 708 of the Corporations Act.

The funds raised from the issue (being in total \$217,699 (before costs)) will be used to fund exploration and evaluation programs and for working capital purposes.