



ABN 20 109 361 195

**ASX Release**

11 November 2016

**Alloy Resources Ltd**

Suite 8, 7 The Esplanade  
Mount Pleasant WA 6153

**Tel:** +61 8 9316 9100

**Fax:** +61 8 9315 5475

**Email:**

info@alloyres.com

**Website:**

www.alloyres.com

**Directors**

Executive Chairman:  
*Andy Viner*

Non-Exec Director  
*Andre Marschke*

Non-Exec Director/Co Sec:  
*Kevin Hart*

**Issued Capital**

Shares:  
*712,707,646*

Unlisted Options:  
*9,000,000*

**ASX Symbol:** AYR

## NOTICE OF GENERAL MEETING

11 November 2016

Company Announcements Platform

Australian Securities Exchange

20 Bridge Street

Sydney NSW 2000

Dear Sir/Madam,

Please see attached Notice of General Meeting dispatched to shareholders today.

**Andy Viner**

Executive Chairman

Phone: +61 8 9316 9100

[www.alloyres.com](http://www.alloyres.com)



**ABN 20 109 361 195**

**NOTICE OF GENERAL MEETING**

**&**

**EXPLANATORY STATEMENT**

**To be held**

at 10.00am on Monday, 12 December 2016

**at**

Suite 8, 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)

8<sup>th</sup> November 2016

Dear Fellow Alloy Shareholder,

Please find enclosed the Notice of General Meeting for the Shareholders' Meeting to be held at Suite 8, 7 The Esplanade, Mt Pleasant, WA 6153 at 10.00am on Monday, 12 December 2016.

The purpose of the meeting is to seek Shareholder approval in accordance with the Corporations Act 2001, and the ASX Listing Rules to a number of resolutions, which are set out in the attached Notice of Meeting.

The resolutions are in respect of the recently announced \$1.25 million capital raising to fund the Company's 40% contribution to the Joint Venture expenditure at the Horse Well Gold Project, as well as exploration and evaluation programs at the Company's Ophara Project and for working capital purposes.

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

Yours sincerely



**Andrew 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 (the Company) will be convened at 10.00am on Monday, 12 December 2016 at Suite 8, 7 The Esplanade, Mt Pleasant WA 6153.

**AGENDA**

**ORDINARY BUSINESS**

**1. Resolution 1: Approval of Issue of Equity Securities – Share Placement**

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

*“That for the purposes of Listing Rule 7.1 of the Listing Rules of ASX and for all other purposes, Shareholders approve the allotment and issue of up to 250,000,000 ordinary fully paid shares in the Company to professional and sophisticated investors on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”*

*Voting Exclusion Statement*

*The Company will disregard any votes cast on Resolution 1 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the Resolution is passed, and any person associated with those persons.*

*However, votes cast by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form) or 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) will be taken into account.*

**2. Resolution 2: Approval of the Issue of Equity Securities - Options**

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

*“That pursuant to and in accordance with ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 20,000,000 options to Hartley’s Limited(or nominee) to subscribe for ordinary shares in the Company. The issue to be in accordance with the terms and conditions set out in the Explanatory Statement.”*

*Voting Exclusion Statement*

*The Company will disregard any votes cast on Resolution 2 by Hartleys Limited and any of its associates.*

*However, votes cast by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form) or 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) will be taken into account.*

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

**GENERAL NOTES**

1. **Voting by Proxy:** Sections 250BB and 250BC of the Corporations Act came into effect on 1 July 2011 and apply to voting by proxy on or after that date.
  - if proxy holders vote, they must cast all directed proxies as directed; and
  - if a poll is demanded for a particular resolution, any directed proxies which are not voted (where the appointed proxy is not the chair of the meeting) 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.

2. The Explanatory Statement and Proxy Form to Shareholders included with this Notice of General Meeting is hereby incorporated into and forms part of this Notice of General Meeting.
3. The Directors have determined in accordance with Regulation 7.11.37 of the Corporations Regulations that, for the purposes of voting at the meeting, shares will be taken to be held by the registered holders at 5.00pm (WST) on, 10 December 2016.

**BY ORDER OF THE BOARD**



**Kevin R Hart**  
**COMPANY SECRETARY**  
Dated this 8<sup>th</sup> day of November 2016.

**ALLOY RESOURCES LIMITED**  
**ABN 20 109 361 195**

**EXPLANATORY STATEMENT**

The purpose of the Explanatory Statement is to provide Shareholders with material information concerning the Resolutions in the Notice of General Meeting.

**Background**

On 8 November 2016, the Company announced a placement of shares (Share Placement) to professional and sophisticated investors to raise \$1.25 million. Hartleys Limited (Hartleys) acted as Lead Broker for the Share Placement. Hartley's has advised the Company that they have received firm client commitments for 250,000,000 shares at 0.5 cents per Share at the date of this Notice.

Hartley's will be paid cash amounting to 6% of the total amount raised pursuant to the Share Placement, and within 7 business days of successful completion of the Share Placement, the Company will issue to Hartleys (or nominee) up to 20 million unlisted options exercisable at 1 cent each at any time over a 3 year period from date of issue and otherwise on standard terms and conditions (see Resolution 2).

**Effect of the Share Placement**

The Share Placement, if successfully completed, will result in the issue of up to 250,000,000 shares (Shares) at 0.5 cents each and will raise \$1,250,000 before costs.

The pro forma capital structure of the Company on completion of the Share Placement will be as follows:

	<b>Shares</b>	<b>Options</b>
Currently on issue	712,707,646	9,000,000
Share Placement <sup>(i)</sup>	<u>250,000,000</u>	<u>20,000,000</u>
	<u>962,707,646</u>	<u>29,000,000</u>

<sup>(i)</sup> *Subject to Shareholder approval.*

In the 3 months prior to the date of this Notice, the highest price for ordinary fully paid Shares in the Company trading on ASX was 1 cent which occurred on 26 August 2016, and the lowest price was 0.6 cents, which occurred on 26, 27 and 28 September 2016.

On 2 November 2016, being the date prior to the trading halt in relation to the Share Placement, the closing price was 0.6 cents per Share.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

**1. Resolution 1: Approval of the Issue of Equity Securities – Share Placement**  
as an Ordinary Resolution

The Company is required to seek Shareholder approval for any issue of securities greater than 15% of its issued capital pursuant to ASX Listing Rule 7.1

Resolution 1 has been included so that Shareholders may approve the issue of up to 250,000,000 shares, being the Share Placement referred to in the Company's announcement to the ASX on 8 November 2016.

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.1:

- (a) the maximum number of Shares to be granted is 250,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the Shares will be issued for 0.5 cents per share;
- (d) the Shares will be allotted and issued to professional and sophisticated investors who are clients of Hartley's, who are not related parties of the Company;
- (e) Shares issued will rank equally with existing issued ordinary shares from the date of issue; and
- (f) the funds raised pursuant to the Share Placement, after deducting the costs of the issue, will principally be used to fund the Company's 40% contribution to the Joint Venture expenditure at the Horse Well Gold Project, as well as exploration and evaluation programs at the Company's Ophara Project and for working capital purposes.

EXPLANATORY STATEMENT

**2. Resolution 2: Approval of the Issue of Equity Securities - Options**  
as an Ordinary Resolution

The Company is required to seek Shareholder approval for any issue of securities greater than 15% of its issued capital pursuant to ASX Listing Rule 7.1

Resolution 2 has been included so that Shareholders may approve the issue of 20,000,000 Options, being part consideration for services associated with the Share Placement and ongoing advisory generally for which Shareholder approval is being sought in Resolution 1.

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.1:

- (a) the maximum number of Options to be granted is 20,000,000. The options are exercisable by payment of 1 cent each on or before 19 December 2019 and otherwise on the terms set out in annexure A;
- (b) the Options will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) shares issued on exercise of the Options will rank equally with the Company's current ordinary shares then on issue;
- (d) the Options will be issued for nil cash consideration in lieu of fees for services associated with the Share Placement and ongoing advisory generally.
- (e) the terms of the Options are set out in Annexure A;
- (f) the Options will be allotted and issued to Hartley's Limited (or nominee);
- (g) Nil cash funds will be received by the Company pursuant to the issue of Options the subject of Resolution 2.

**ALLOY RESOURCES LIMITED**  
**ABN 20 109 361 195**

**EXPLANATORY STATEMENT**

**ANNEXURE A - RIGHTS AND LIABILITIES ATTACHING TO THE OPTIONS**

**(a) Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

**(b) Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.01 (**Exercise Price**).

**(c) Expiry Date**

Each Option will expire at 5:00 pm (WST) on 19 December 2019 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

**(d) Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

**(e) Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

**(f) Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

**(g) Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

**(h) Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

**(i) Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

**(j) Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

**(k) Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

**(l) Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

**(m) Unquoted**

The Company will not apply for quotation of the Options on ASX.

**(n) Transferability**

The Options are not transferable or assignable by the option holder.