

QUARTERLY ACTIVITIES REPORT

31 MARCH 2017

ATC Alloys Limited ('ATA' or 'the Company') is pleased to present its quarterly activities and cash flow report for the quarter ending 31 March 2017.

Operations

ATC Ferrotungsten Plant, Vietnam

During the quarter, there was no production runs conducted by the Joint Venture.

Suspension from trading

On 1 September 2016, the Company entered a voluntary suspension, and subsequently announced that a dispute had arisen between the Company and its joint venture partner, Mr Guangyu (George) Chen ('Chen'). The Company's Vietnam operations, held by Hong Kong company Asia Tungsten Products Co Limited ('ATCHK') are held 60% by the Company and 40% by Chen. Throughout the quarter, the Company and Chen worked towards achieving a resolution in respect of the dispute. A heads of agreement ('HoA') was signed in January regarding a proposed settlement of the matter, as announced on 18 January 2017. This HoA contemplated the sale of 35% of ATCHK to Chen for consideration of US\$2,000,000, following which the Company would maintain 25% and Chen would hold 75% of the joint venture, and all fees, loans and other debts owed by the joint venture to Mr Chen would be forgiven by Mr Chen. Subsequent to the end of the quarter, this proposed transaction was indefinitely delayed by Mr Chen.

Board Changes

Throughout the quarter, the Company appointed Mr Nicholas Halliday as a non-executive director.

Mr Halliday has a Bachelor of Management and a Masters in Commerce from the University of Sydney, with a background in the financial services industry. Mr Halliday is currently a non-executive director of ASX listed company, Magnum Gas & Power Limited. He has substantial experience in finance and risk management and has worked with multiple listed resource companies in these capacities.

Additionally during the quarter, Ms Carol New resigned as Company Secretary of the Company, following which Mr Trent Franklin was appointed as Company Secretary.

By Order of the Board

ATC Alloys Limited



11 December 2017

ASX Announcements
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ATC ALLOYS LIMITED – QUARTERLY CASHFLOW REPORTS

ATC Alloys Limited (**ATA** or the **Company**) is pleased to provide its quarterly cash flow and activity reports.

As shareholders will be aware, in 2017 the Company directed its efforts towards achieving a resolution of its ongoing dispute with its joint venture partner in Hong Kong, Mr Guangyu (George) Chen (**Dispute**).

As advised to the market on 23 September 2016, the Company and Mr Chen have been involved in a dispute in relation to the Vietnamese ferrotungsten production facility which is owned by Asia Tungsten Products Co Limited, (**ATCHK**) a Hong Kong based entity in which the Company owns 60% of the issued capital and Mr Chen owns the remaining 40%.

The Dispute is ongoing and it is the Company's intention to resolve the matter through the court proceedings. The Company's review of the activities has required the directors to assess whether they had control of Hong Kong and Vietnam for accounting purposes. Following such review, it was deemed that for accounting purposes the Company cannot demonstrate that it had control of ATCHK and its subsidiary throughout the financial year. Accordingly, the board has determined to deconsolidate ATCHK and its Vietnamese subsidiary which owns the Vietnamese production facility. The group maintains the 60% ownership in the Joint Venture.

Currently, the Company is working towards resolving the dispute which may result in regaining control for accounting purposes.

As a result of this deconsolidation, the 2017 financial statements of the Company and its Appendices 5B, Quarterly Cashflow Reports have been prepared on a deconsolidated basis, for accounting purposes only.

By order of the Board

ATC ALLOYS LIMITED

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Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/13, 01/09/16

Name of entity

ATC Alloys Limited

ABN

88 118 738 999

Quarter ended ("current quarter")

31 March 2017

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (9 months) \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers	-	-
1.2 Payments for		
(a) exploration & evaluation	-	-
(b) development	-	-
(c) production	-	-
(d) staff costs	-	(58)
(e) administration and corporate costs	(118)	(924)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	-	-
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Research and development refunds	-	-
1.8 Other (provide details if material)	-	-
1.9 Net cash from / (used in) operating activities	(118)	(982)

2. Cash flows from investing activities		
2.1 Payments to acquire:		
(a) property, plant and equipment	-	-
(b) tenements (see item 10)	-	-
(c) investments	-	-
(d) other non-current assets	-	-

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (9 months) \$A'000
2.2 Proceeds from the disposal of:		
(a) property, plant and equipment	-	-
(b) tenements (see item 10)	-	-
(c) investments	-	-
(d) other non-current assets	-	-
2.3 Cash flows from loans to other entities	-	-
2.4 Dividends received (see note 3)	-	-
2.5 Other (provide details if material)	-	-
2.6 Net cash from / (used in) investing activities	-	-

3. Cash flows from financing activities		
3.1 Proceeds from issues of shares	-	-
3.2 Proceeds from issue of convertible notes	102	190
3.3 Proceeds from exercise of share options	-	-
3.4 Transaction costs related to issues of shares, convertible notes or options	-	-
3.5 Proceeds from borrowings	-	1,150
3.6 Repayment of borrowings	-	(500)
3.7 Transaction costs related to loans and borrowings	-	-
3.8 Dividends paid	-	-
3.9 Other (provide details if material)	-	-
3.10 Net cash from / (used in) financing activities	102	840

4. Net increase / (decrease) in cash and cash equivalents for the period		
4.1 Cash and cash equivalents at beginning of period	18	144
4.2 Net cash from / (used in) operating activities (item 1.9 above)	(118)	(982)
4.3 Net cash from / (used in) investing activities (item 2.6 above)	-	-
4.4 Net cash from / (used in) financing activities (item 3.10 above)	102	840
4.5 Effect of movement in exchange rates on cash held	-	-
4.6 Cash and cash equivalents at end of period	2	2

5. Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1 Bank balances	2	18
5.2 Call deposits	-	-
5.3 Bank overdrafts	-	-
5.4 Other (provide details)	-	-
5.5 Cash and cash equivalents at end of quarter (should equal item 4.6 above)	2	18

6. Payments to directors of the entity and their associates

- 6.1 Aggregate amount of payments to these parties included in item 1.2
- 6.2 Aggregate amount of cash flow from loans to these parties included in item 2.3
- 6.3 Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2

**Current quarter
\$A'000**

15

Nil

Director remuneration

7. Payments to related entities of the entity and their associates

- 7.1 Aggregate amount of payments to these parties included in item 1.2
- 7.2 Aggregate amount of cash flow from loans to these parties included in item 2.3
- 7.3 Include below any explanation necessary to understand the transactions included in items 7.1 and 7.2

**Current quarter
\$A'000**

Nil

Nil

Mining exploration entity and oil and gas exploration entity quarterly report

8. Financing facilities available <i>Add notes as necessary for an understanding of the position</i>	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
8.1 Loan facilities	2,300	2,300
8.2 Credit standby arrangements	-	-
8.3 Other (please specify)	-	-
8.4 Include below a description of each facility above, including the lender, interest rate and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quarter end, include details of those facilities as well.		

Loan from Siderian Resource Capital Ltd.

9. Estimated cash outflows for next quarter	\$A'000
9.1 Exploration and evaluation	-
9.2 Development	-
9.3 Production	-
9.4 Staff costs	-
9.5 Administration and corporate costs	170
9.6 Other (repayment to loan from Siderian)	-
9.7 Total estimated cash outflows	170

10. Changes in tenements (items 2.1(b) and 2.2(b) above)	Tenement reference and location	Nature of interest	Interest at beginning of quarter	Interest at end of quarter
10.1 Interests in mining tenements and petroleum tenements lapsed, relinquished or reduced	N/A			
10.2 Interests in mining tenements and petroleum tenements acquired or increased	N/A			

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Sign here: SIGNATURE ON FILE
 (Company secretary)

Date: 11 December 2017

Print name: TRENT FRANKLIN

Notes

1. The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
2. If this quarterly report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, AASB 6: Exploration for and Evaluation of Mineral Resources and AASB 107: Statement of Cash Flows apply to this report. If this quarterly report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.