Alloy

RESOURCES LIMITED

ABN 20 109 361 195

ANNUAL REPORT
FOR THE YEAR ENDED 30 JUNE 2016

Corporate Directory

Directors

Mr Andrew Viner	Executive Chairman
Mr Kevin Hart	Non-Executive Director
Mr Andre Marschke	Non-Executive Director

Company Secretary
Mr Kevin Hart

Principal Office
Level 3, 35-37 Havelock Street
West Perth WA 6005

Registered Office
Suite 8, 7 The Esplanade
Mt Pleasant, Western Australia 6153
Telephone: (08) 9316 9100
Facsimile: (08) 9315 5475
Website: www.alloyres.com

Auditor
KPMG
235 St George's Terrace
Perth, Western Australia 6000

Share Registry
Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross, Western Australia 6153
Telephone: (08) 9315 2333
Facsimile: (08) 9315 2233

Stock Exchange Listing
The Company's shares are quoted on the Australian Securities Exchange. The Home Exchange is Perth, Western Australia.

ASX Code
AYR – Ordinary shares

Corporate Governance
The Company has adopted the 3rd Edition of the ASX Corporate Governance Recommendations.

A summary statement which has been approved by the Board together with current policies and charters is available on the Company website.
(Click the following URL) http://www.alloyres.com.au/company-corpgov.php

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Chairman's Letter

Dear Fellow Shareholders,

It was a positive year for Alloy Resources with improving levels of market support for junior resource companies against the backdrop of a stronger gold price and speculative interest in new technology mineral commodities such as Lithium and Cobalt.

In December 2015 our Horse Well Joint Venture partner Doray Minerals completed the $1 million dollar second stage of their 60% earn-in. With very encouraging results from their work, Alloy elected to contribute its 40% project equity to the $2 million third stage of exploration expenditure up until December 2016. Good support for the raising of new capital by the Company during the year ensured that we have retained the maximum exposure to the project's upside from ongoing exploration.

The Joint Venture has confirmed extensive gold mineralisation in the northern Dawn prospects area with confirmation of continuous but low-level gold in the Django area. This prospect has illustrated the potential of the regional Crack of Dawn target area and exploration will now focus on initial regional air-core drill testing of **over seven kilometres** of untested greenstone belt during the second half of this calendar year.

Alloy and our Joint Venture partner believe there is a major gold system present at Horse Well which has the potential to yield a new stand-alone gold Project, and we believe the coming year will be very exciting as exploration continues.

The Company has also been actively looking for new projects that can add value for shareholders. This task remains difficult given the lack of prospective Gold projects in Australia and our policy of restricting share dilution, so low entry costs and inexpensive testing of targets have been primary parameters.

The Company has secured new opportunities like this in the Telfer, Yamarna and Broken Hill areas through opportune pegging of new ground, all of which are under-explored despite being adjacent to major mineral deposits. Whilst we await the grant of these new areas, we will continue to review opportunities whilst keeping a close eye on developments at Horse Well.

Thank you for your continued support and we look forward in anticipation of the results to flow from Horse Well and new project acquisitions.

Andy Viner
Executive Chairman

REVIEW OF OPERATIONS

HORSE WELL GOLD PROJECT

Farm-in partner Doray Minerals has actively explored this project during the year, and has now completed the second stage of the Farmin. This saw a further $1 million of expenditure prior to December 2015 to earn a 60% interest in the Horse Well project (Figure 1). The Joint Venture is now expending $2 million before the end of December 2016 in a 60:40 split as part of the third stage of the JV Agreement. The project is located in the north-eastern goldfields of Western Australia and is located about 50 kilometres north of the 10 million ounce Jundee Gold Mine.

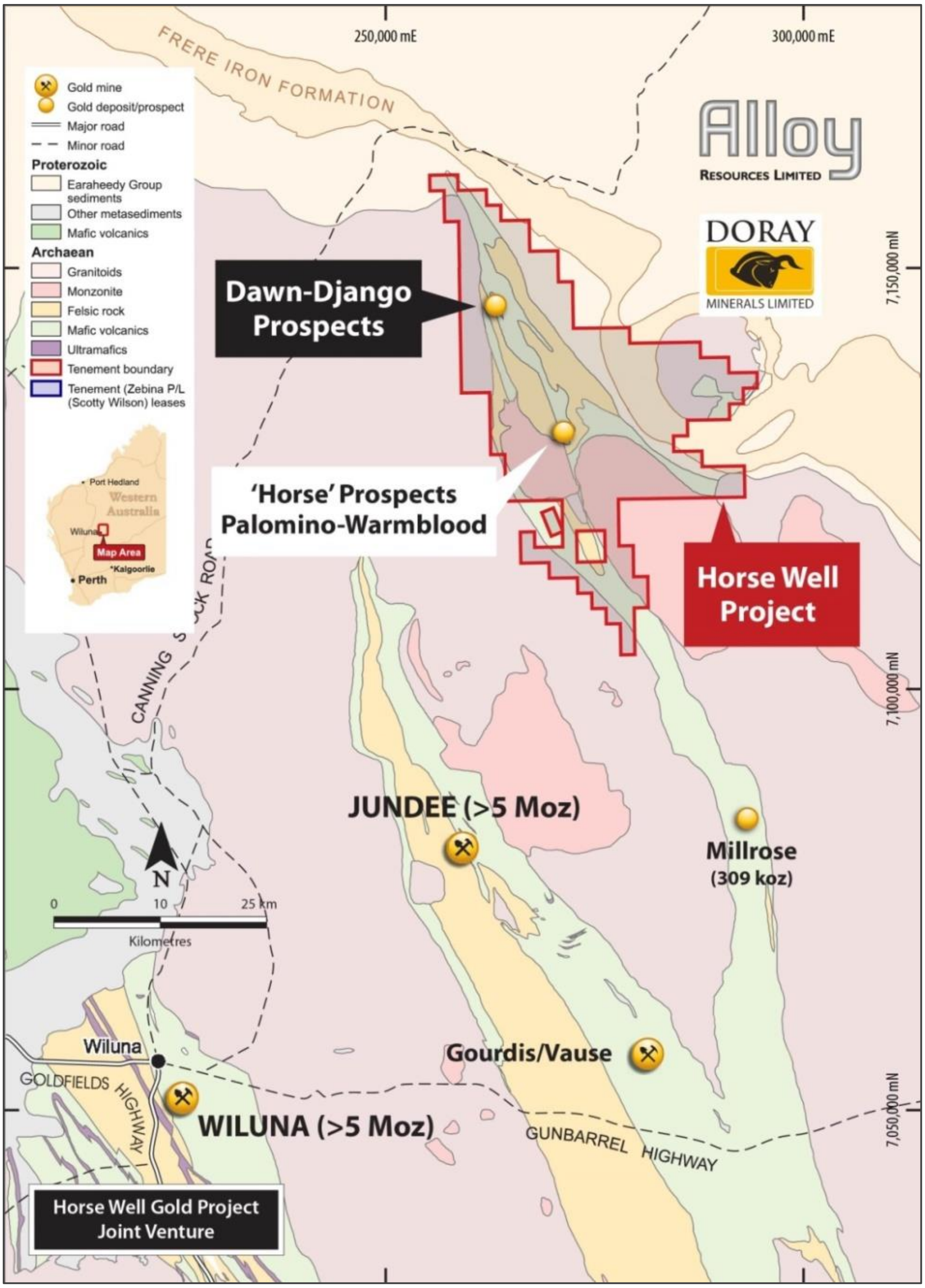


Figure 1 *Horse Well location on regional geology*

REVIEW OF OPERATIONS

The principal prospects are shown on Figure 2 below and those prospects with Mineral Resources are listed in the Statement at the end of this Report.

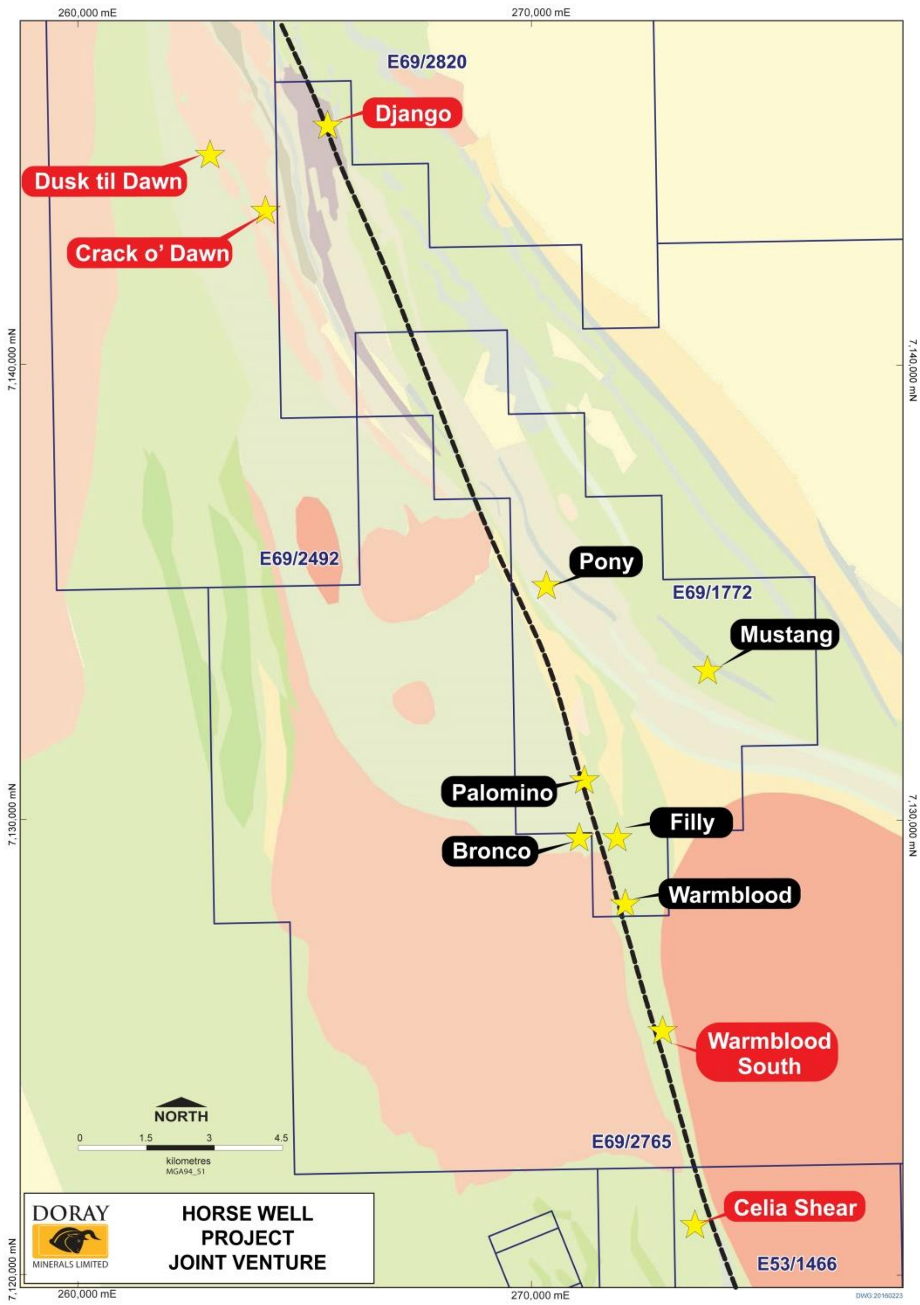


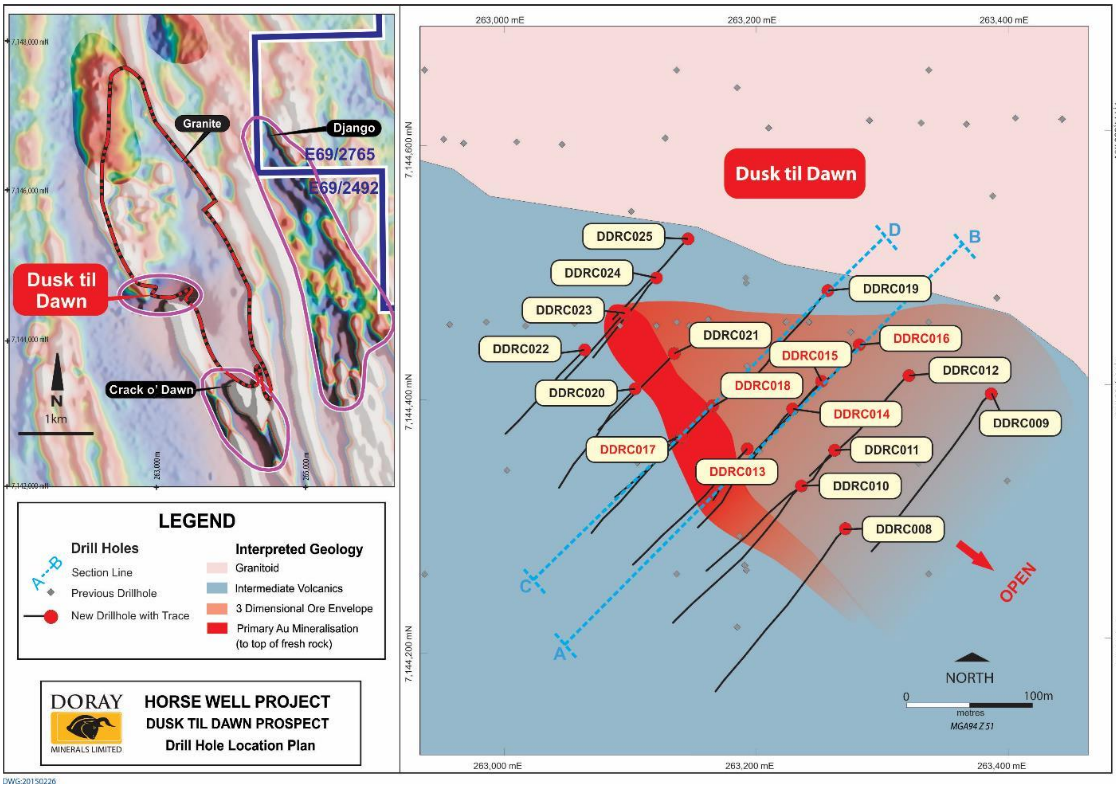
Figure 2 *Horse Well prospect locations on interpreted project geology*

COMPLETED EXPLORATION

Dusk til Dawn RC drilling

An 18 hole infill RC drill program for 3,940 metres was completed at the Dusk til Dawn prospect (Figure 3 and 4) which defined a thick zone of gold mineralisation characterised by more zones of high-grade mineralisation intersected in RC Drill Hole DDRC014; ***16 metres @ 7.2 g/t Au from 109mdh***, *including* ***6 metres @ 16.3 g/t from 116mdh***

Numerous holes intersected thick moderate grade gold mineralisation such as Hole DDRC015; ***44 metres @ 1.4 g/t Au from 122mdh*** (refer ASX release dated 21 October 2015)



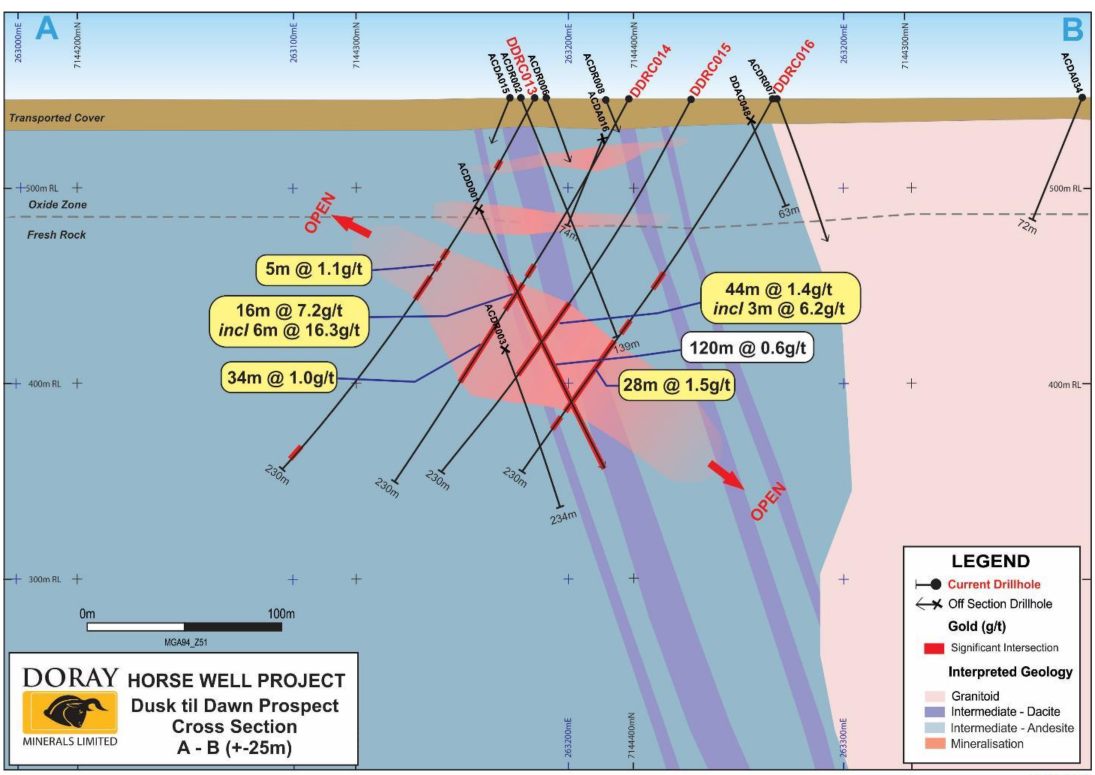


Figure 3. *Dusk til Dawn regional and local location plan.*

Figure 4. *Dusk til Dawn drill cross section (A-B).*

Regional air core drilling

Extensive regional and some infill traverses of air-core holes were also completed totalling 31,900 metres.

Drilling focussed on expanding first-pass coverage around and within the Crack of Dawn granite, the trend south of this granite, and the Django Prospect (T-06 'de-magnetised zone') to the east which also covers part of the regional Celia Shear structure (see December 2015 and March 2016 Quarterly Reports).

Some additional drilling was done to the south of the 'Horse' prospects at Warmblood South and Celia Shear.

Figure 5 below shows the extent of drilling and resultant anomalous areas.

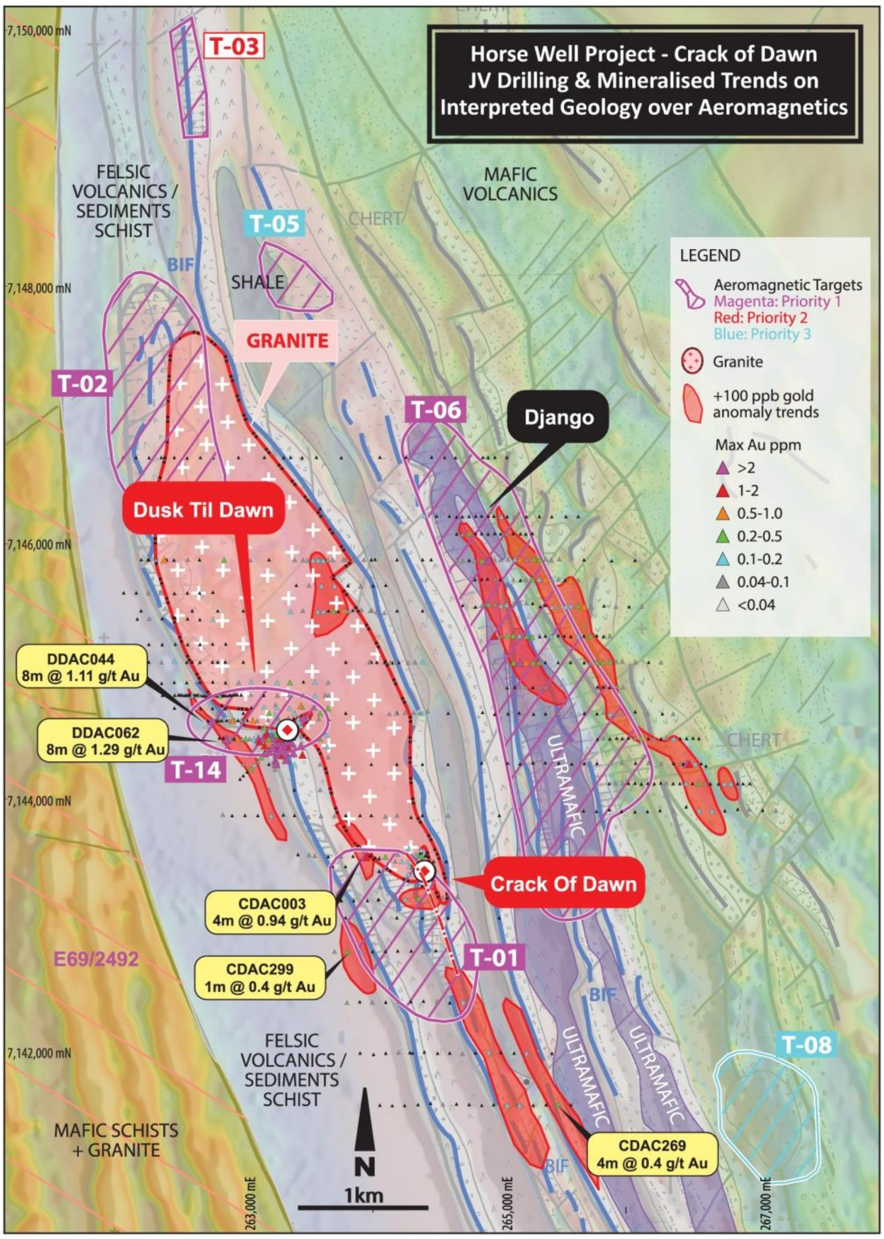


Figure 5 *Air core drilling in the Dawn prospects area on Geology and aeromagnetics*

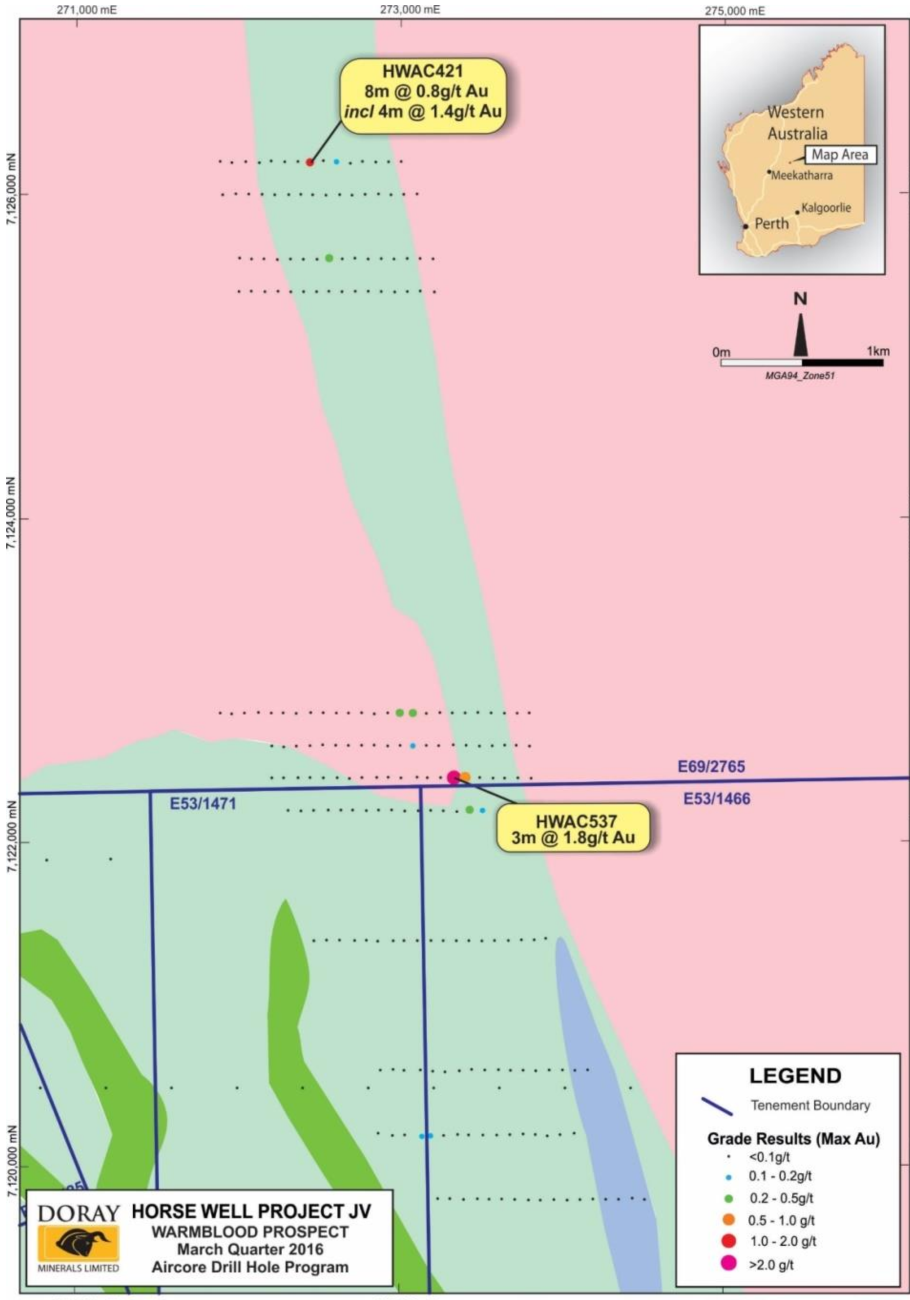


Figure 6 *Location of aircore drilling south of the Horses prospects*

Django RC drilling

The Joint Venture followed up the Django air-core anomalies with an RC drill program of 4,529 metres, targeting the Django prospect, which is one of the exploration targets defined by aeromagnetic interpretation and air-core drilling (refer ASX release dated 29 July 2016).

The drilling was by Reverse Circulation methods drilled to depths of approximately 180 metres with drill lines 200 metres apart and holes 80 metre spaced (Figure 7). The aim of the program was to systematically test for mineralisation in fresh rock beneath interpreted geological target areas defined by recent air-core drilling.

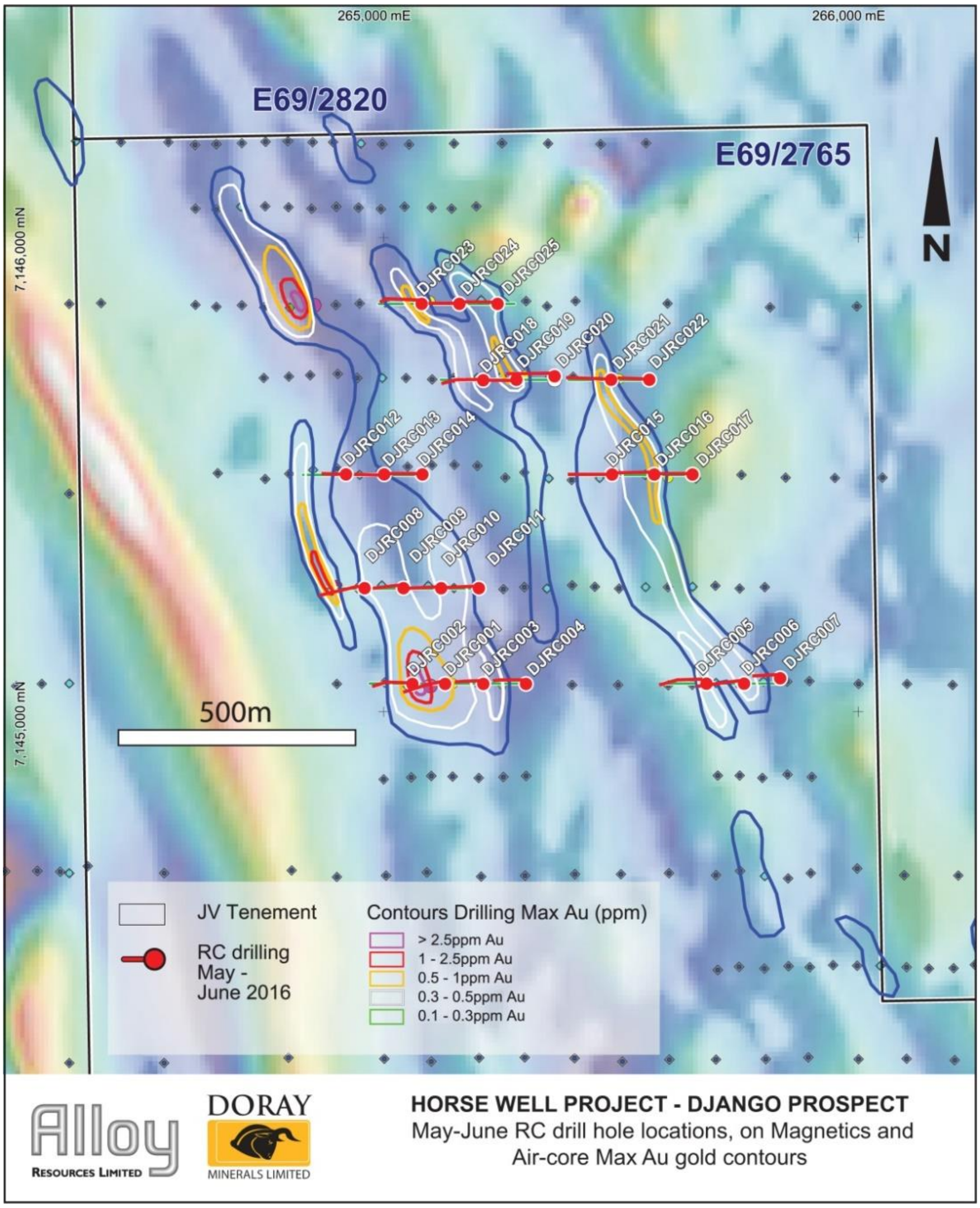


Figure 7 *Django Prospect. June quarter 2016 RC drilling, drill hole location diagram*

Drilling has completed a systematic test of the anomalous area and indicates that whilst there is widespread gold mineralisation it is of low grade in this area. Mineralised zones appear to be flat lying and stacked as shown on Figure 8.

Better results included;

DJRC001, *15 metres @ 1.1 g/t Au from 55 mdh*

DJRC004, *2 metres @ 3.5 g/t Au from 159 mdh*

DJRC009, *11 metres @ 0.5 g/t Au from 89 mdh*

DJRC017, *6 metres @ 2.9 g/t Au from 128 mdh*

Incl. 2 metres @ 8.3 g/t Au from 128 mdh

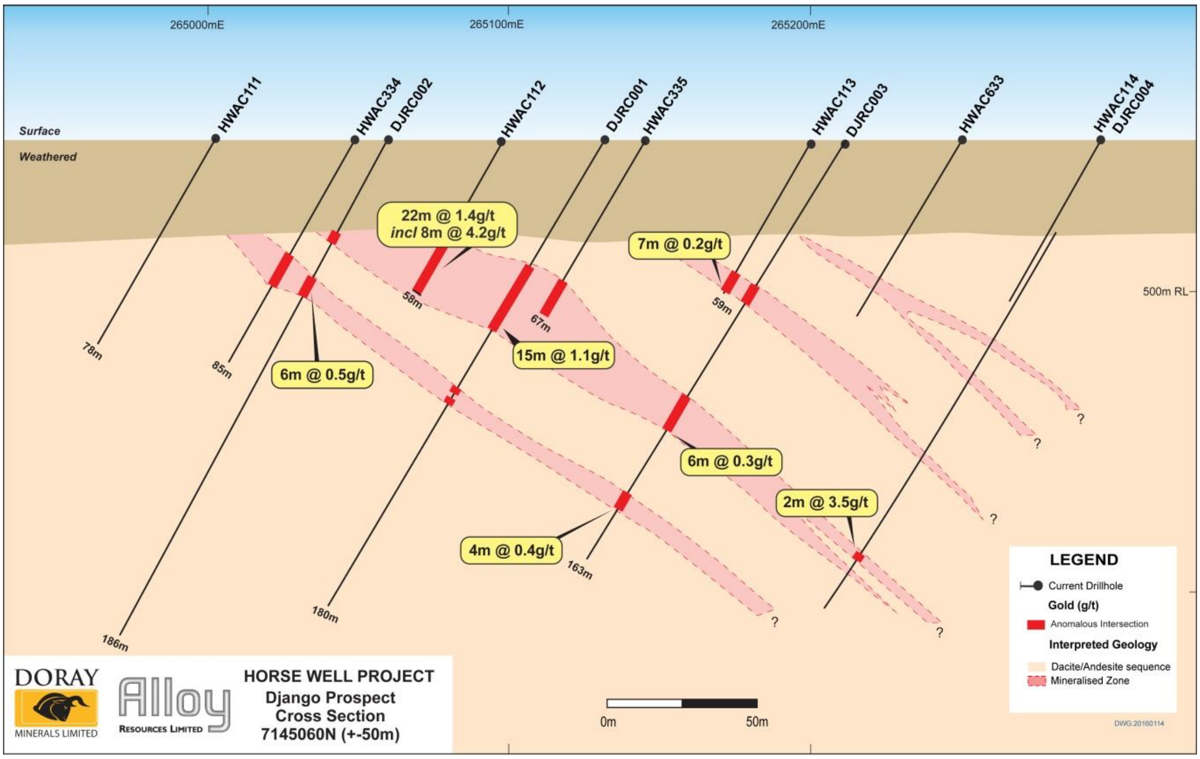


Figure 8 *Django Prospect. June quarter 2016 RC drilling, drill hole location diagram*

Planned Exploration

The Joint Venture will continue an extensive exploration campaign at the Project in the next 6 months in line with the required $2 million in Joint Venture expenditure during the 2016 calendar year.

The main activity for the September quarter will be continued first-pass and second pass air-core drilling in the northern Dawn prospects area of the Project.

In particular a seven (7) kilometre strike of untested greenstone will be drilled on approximately 800 metre by 160 metre centres south of Django down to historical air-core drilling at the Pony prospect. This area has four interpreted aeromagnetic targets, the Celia Shear continues through this area, and there is complex structural deformation which may be encouraging for the focus of gold mineralising fluids (Figure 9).

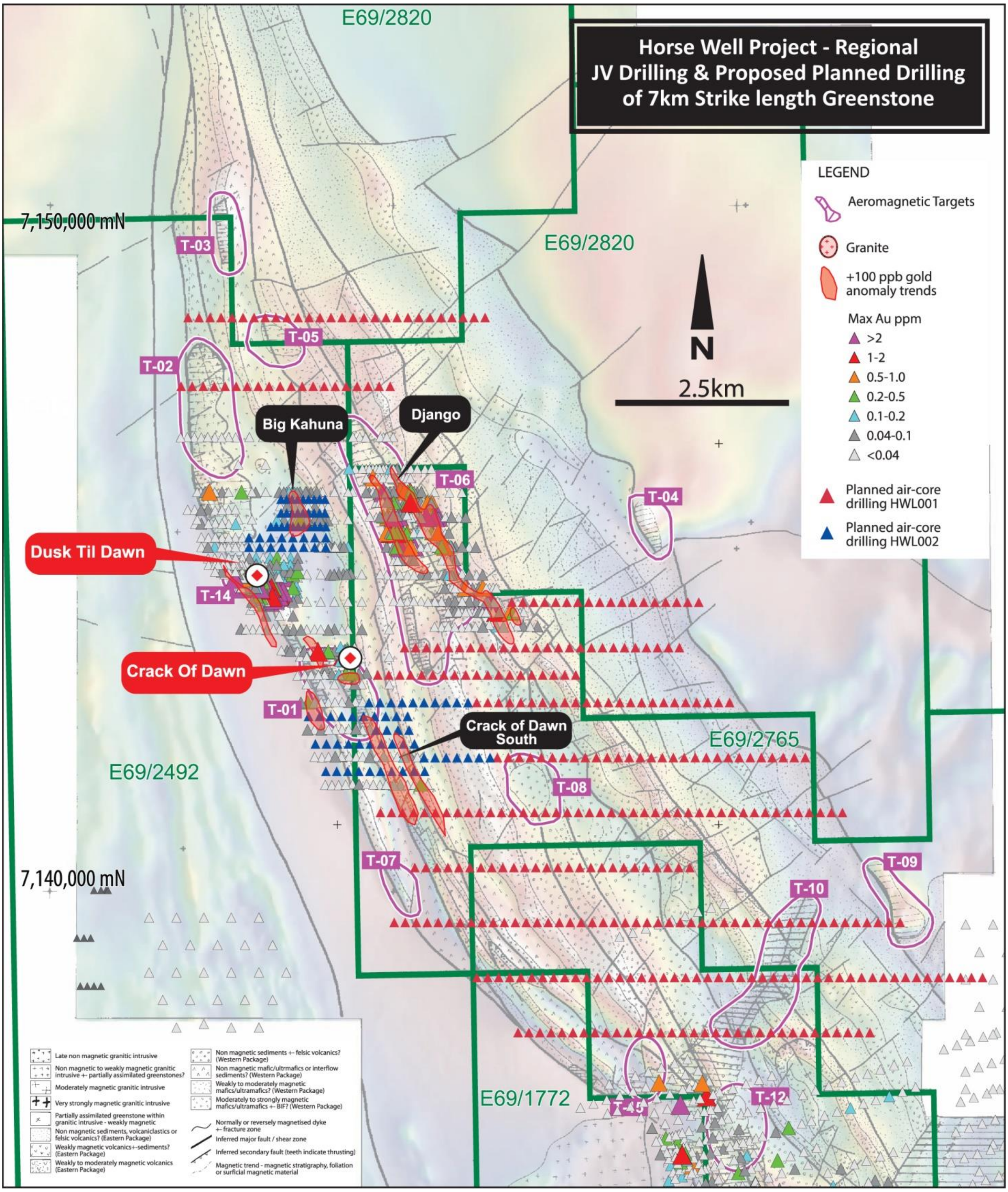


Figure 9 *Planned exploration in the northern Dawn prospects area*

MARTINS WELL PROJECT

Martins Well Project is located in the north-eastern Flinders Ranges of South Australia (Figure 10). The Company is targeting high-grade copper-silver-gold and also lead-zinc in mesothermal structural deposits. The Company has one granted Exploration Licence of 614 square kilometres.

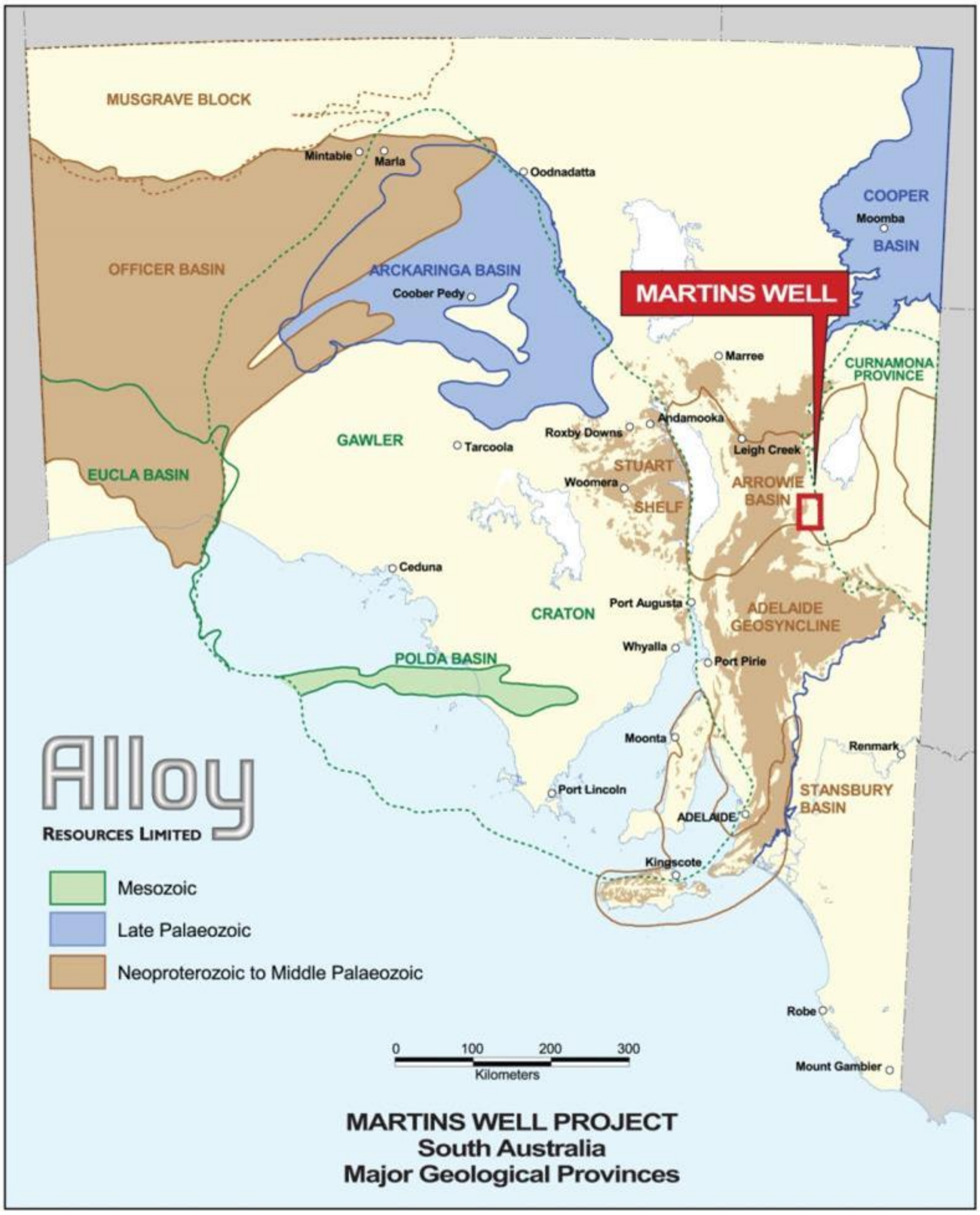


Figure 10 *Martins Well project location*

The primary target is the Mammoth Black Ridge prospect where three outcropping iron rich structures over 2 kilometres strike have been confirmed as gossans formed from strong weathering of copper sulphide-rich material and hydrothermal siderite.

Historical drill holes thought to be located from Mammoth Black Ridge have indicated deep weathering and depletion of metals (**Figure 11**).

Little further work has been completed at the project and potential Joint Venture partners are being sought.

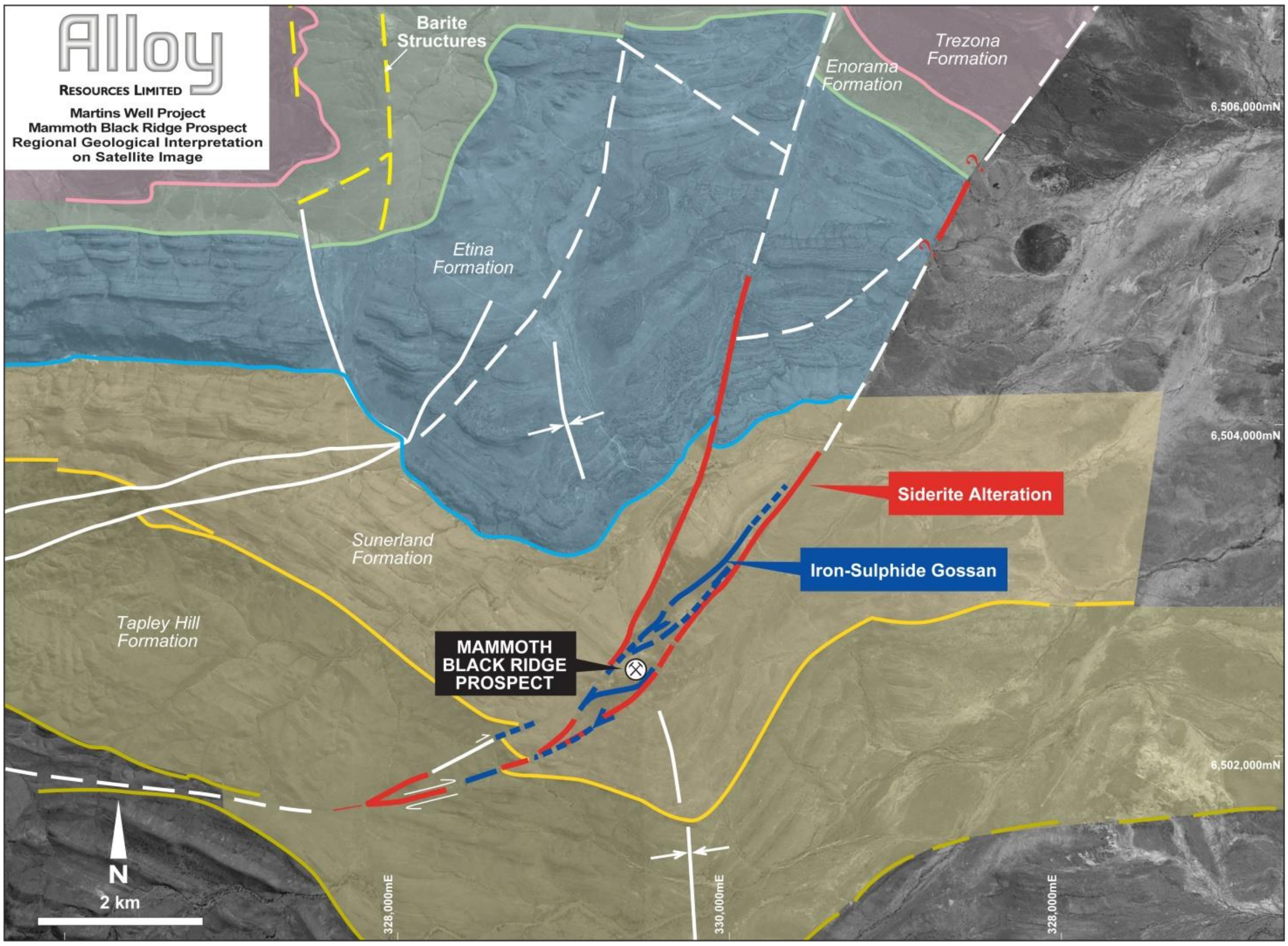


Figure 11 *Mammoth Black Ridge interpreted geology on satellite image*

BARRYTOWN (20%)

The Barrytown Mineral Sands Project is being operated by partner Pacific Mineral Resources Limited. During the year the Company was advised that the Exploration licence had been extended for a 3 year period from 25 November 2015.

A final payment of either $200,000 cash or AUD $300,000 in listed entity shares is due to Alloy within 12 months after the granting of the Minerals Exploration Permit Extension which occurred on 25 November 2015.

PROJECT GENERATION

The Company has secured a number of new opportunities through application for Exploration Licences over vacant ground in Western Australia and New South Wales (as detailed in Quarterly Reports during the last Financial Year).

Millrose

A new 97 square kilometre Exploration Licence has been granted in the Millrose area, located approximately 25 kilometres south of the Horse Well Project. The area surrounds the 300,000 ounce Millrose Gold deposit and has anomalous drill intersections along strike from this deposit. No active exploration has been commenced.

Kurnalpi South

A 190 square kilometre Exploration Licence has been applied for in the Kurnalpi area located 75 kilometres east of Kalgoorlie in Western Australia. This area is regarded as prospective for gold mineralisation and a more detailed review of past exploration suggests a number of mineralised structures have not been adequately tested.

Yamarna

The Company has pegged approximately 198 square kilometres of Exploration Licence applications in the Yamarna area located 150 kilometres north-east of Laverton in Western Australia. This area is regarded as prospective for gold mineralisation and is located only 20 kilometres from the 5 million ounce Gruyere gold resource.

Telfer West

A 386 square kilometre area has been applied for located only 30 kilometres north-west of Telfer. Limited air-core drilling in the 1990's located anomalous copper and gold associated with a dolerite sill – possibly a similar style to the nearby RIO-Antipa JV Magnum prospect.

Ophara – Broken Hill

A review of mineralisation in the Broken Hill region defined it as an area of interest for Rare Metals. In particular it was noted that the Curnamona Craton which hosts the Broken Hill deposit, has potential for large concentrations of Cobalt.

Cobalt is a major component metal in a number of prospects, the most advanced of which is at Muturoo located 60 km west of Broken Hill in South Australia, where Havilah Resources Limited have defined a Mineral Resources of 13.1 million tonnes of 1.48% Cu and 0.14% Co.

The Company has applied for a 256 km^2 area encompassing the western extent of the Broken Hill mineral field up to the South Australian border – only 10 kilometres from the Muturoo deposit. Desktop research has indicated that the Great Goulburn Cobalt-Gold prospect is located within the ELA. Limited historical drilling at this prospect has returned results including 23.3 metres @ 0.138% Co, 0.393 g/t Au and 581 ppm Cu (*Report GS1981_512.R00015182 by Jones Mining 1982*). Limited more recent drilling and exploration (only 6 drill holes have been noted in reports), has confirmed this tenor of mineralisation associated with a sub-cropping gossanous quartz-magnetite unit that extends for at least a 1 kilometre strike length.

MINERAL RESOURCE STATEMENT

The Company's Mineral Resource Statement has been compiled and is reported in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC 2012 Edition) and Chapter 5 of the ASX Listing Rules and ASX Guidance Note 31.

Horse Well has an Inferred Resource of 846,000 tonnes at a grade of 2.76g/t for 75,100 ounces as defined in Table 1 below.

Table 1: Horse Well Inferred Resource

Area	***Tonnes***	***Grade (g/t)***	***Ounces***
Palomino	*554,000*	*2.45*	*43,600*
Filly SW	*85,800*	*8.24*	*22,700*
Filly	*206,000*	*1.32*	*8,700*
TOTAL	***846,000***	***2.76***	***75,100***

Notes:

- *All figures are rounded to reflect appropriate levels of confidence. Apparent differences may occur due to rounding.*
- *The cut-off grades for all Resources are; 0.50 g/t for Oxide, 0.75 g/t for Transition and 1.00 g/t for Fresh weathering classifications.*
- *Resources have been defined in an A$1,800 per ounce Whittle optimal shell.*
- *The Inferred Resource has been estimated using appropriate high grade cuts, minimum mining widths and dilutions (see Table 1, Section 3 ASX Release for details).*
- *There has been no change in the Company's mineral resources from the previous year*

COMPETENT PERSONS STATEMENT

The Mineral Resources Statement is based on, and fairly represents, information and supporting documentation prepared by the respective competent persons named below.

The information in this Mineral Resource Statement as a whole has been approved by Mr Andrew Viner, a Director of Alloy Resources Limited and a Member of the Australasian Institute of Mining and Metallurgy. Mr Viner has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking 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 Viner consents to the inclusion in the Annual Report in the form and context in which it appears.

Mr Viner is a shareholder and option holder of Alloy Resources Limited.

Mineral Resources

The resources in this release are based on work carried out by Dr. S. Carras FAusIMM of Carras Mining Pty Ltd. Dr. Carras has 35 years of experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 edition of the "Australian Code of Reporting of Exploration Results, Mineral Resources and Ore Reserves" and consents to the inclusion in this report of the information in the form and context in which it appears.

Information in this report which relates to Exploration Results is based on information compiled by Andrew Viner, a Director of Alloy Resources Limited and a Member of the Australasian Institute of Mining and Metallurgy, Mr Viner has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which they are undertaking 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 Viner consents to the inclusion in the report of the matters based on this information in the form and context in which it appears. Mr Viner is a shareholder and option holder of Alloy Resources Limited.

The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and that the form and context in which the Competent Person's findings are presented have not materially changed from the original market announcement.

Schedule of Tenements

Project	Location	Tenement	Held at the beginning of the quarter	Held at the end of the quarter
Horse Well				
Eskay Resources Pty Ltd 100%	WA	E69/1772	40%	40%+
Doray Minerals Limited - Granted	WA	E53/1466	40%	40%+
Doray Minerals Limited - Granted	WA	E53/1471	40%	40%+
Doray Minerals Limited - Granted	WA	P53/1524	40%	40%+
Doray Minerals Limited - Granted	WA	P53/1525	40%	40%+
Doray Minerals Limited - Granted	WA	P53/1526	40%	40%+
Doray Minerals Limited - Granted	WA	E69/2765	40%	40%+
Doray Minerals Limited - Granted	WA	E69/3069	40%	40%+
Doray Minerals Limited - Granted	WA	E69/2492	40%^	40%^+
Doray Minerals Limited - Granted	WA	E69/2820	32%	32%+*
+ subject to Doray farmin Agreement – Doray have earned 60%				
***** *Phosphate Australia retain 20% free- carried to BFS*				
^ Wayne Jones NSR				
Millrose				
Alloy Resources Limited - Granted	WA	E53/1873	0%	100%
Murchison Downs				
Alloy Resources Limited –	WA	E51/1742	0%	0%
Alloy Resources Limited –	WA	E51/1743	0%	0%
Alloy Resources Limited –	WA	E51/1744	0%	0%
Telfer				
Alloy Resources Limited –	WA	E45/4807	0%	0%
Barrytown Mineral Sands Project				
Alloy Resources Limited – Granted	New	EL 51803	20%	20%**
*** Subject to farm-out and Sale*				
Martins Well				
Alloy Resources Limited – Granted	SA	EL 5577	0%	100%#
# Subject to 90% earn-in Agreement				
Kurnalpi South				
Alloy Resources Limited –	WA	E28/2599	0%	0%
Mt Goddard				
Alloy Resources Limited –	WA	E15/1506	0%	0%

Directors Report

The Directors present their report on Alloy Resources Limited and the entities it controlled at the end of, or during the year ended 30 June 2016 and the auditor's report thereon.

Directors

The names and details of the Directors of Alloy Resources Limited during the financial year and until the date of this report are:

Andrew Viner – Executive Chairman
Appointed a Director on 21 June 2011, Appointed Executive Chairman 1 July 2014.
Andy is a geologist with 29 years technical, managerial and corporate experience in mineral exploration and development. During his career he has generated and managed projects for a number of commodities, with a particular focus on precious metals, in Australia, Asia and South America. Andy was founding Managing Director of Jackson Gold Limited from 2002 to 2007 and Executive Director of Matsa Resources Limited from 2008 to 2010. He is a member of the Australian Institute of Mining and Metallurgy and the Institute of Company Directors.

Andre Marschke – Non-executive Director
Appointed a Director on 7 January 2014.
Andre has 18 years' experience in financial markets. He was formerly a Stockbroker with Smith Barney Citigroup, Hartleys and Pembroke Josephson and Wright and then became a joint founder of Scintilla Capital Pty Ltd, a boutique investment advisory business based in Queensland. He holds a Bachelor of Economics degree from the University of Queensland, a Graduate Diploma in Applied Finance and a Graduate Diploma in Technical Analysis from the Securities Institute of Australia.

Kevin Hart – Non-executive Director and Company Secretary
Appointed a Director on 2 June 2004.
Kevin holds a Bachelor of Commerce Degree and is a Chartered Accountant. He is a Partner at Endeavour Corporate Pty Ltd, an advisory firm that specialises in the provision of Company Secretarial services to ASX listed entities. Kevin has over 26 years of professional experience with various public companies, mostly in the exploration and mining industry. Kevin is also a former director of Gold Road Resources Limited from May 2007 to June 2013.

Directors' Interests

As at the date of this report the Directors' interests in shares and options of the Company are as follows:

Director	*Directors' Interests in Ordinary Shares*	*Directors' Interests in Unlisted Options (Vested)*	*Directors' Interests in Share Rights (Not Vested)*
Andrew Viner	25,991,799	5,000,000(i)	-
Kevin Hart	8,811,458	2,000,000(ii)	-
Andre Marschke	23,655,000	2,000,000(iii)	-

(i) 5,000,000 unlisted options exercisable by payment of 1.5 cents each on or before 30 November 2016.
(ii) 2,000,000 unlisted options exercisable by payment of 1.5 cents each on or before 30 November 2016.
(iii) 2,000,000 unlisted options exercisable by payment of 1.6 cents each on or before 30 November 2017.

Directors' Meetings

The number of meetings of the Company's Directors held during the year ended 30 June 2016 and the number of meetings attended by each Director was:

Director	*Board of Directors' Meetings*	
	Held	*Attended*
Andrew Viner	6	6
Kevin Hart	6	6
Andre Marschke	6	2

Principal Activities

The principal activities of the Group during the financial year consisted of mineral exploration and investment.

There were no significant changes in these activities during the financial year.

Results of Operations

The consolidated net loss after income tax for the financial year is $547,872 (2015: $2,822,968). Included in the loss is an amount of $202,170 (2015: $2,580,774) being an impairment of exploration assets following a review as detailed in note 10.

Dividends

No dividend has been paid since the end of the previous financial year and no dividend is recommended for the current year.

Review of Activities

Joint Venture partner and manager Doray Minerals Limited ('Doray') continued to explore the 1,000 square kilometre Horse Well Project during the year with an RC drill program focussed on the latest air-core drill anomaly defined within the project. The Joint Venture is completing a minimum of $2 million in exploration expenditure during the 2016 calendar year as part of the final Stage 3 minimum Joint Venture commitment.

Project highlights during the financial year include:

Horse Well Gold Project – Doray Minerals Limited Farm In

- Doray Minerals Limited completed the $1 million second stage Farm-in expenditure to earn a 60% interest in the Horse Well project. The Company will now contribute to the $2 million stage 3 expenditure program in line with its 40% interest in the project

- Joint Venture Manager, Doray Minerals Limited, completed AC drill programs totalling 31,900 metres and RC drill programs totalling of 8,469 metres.

- The Joint Venture is continuing to systematically explore the project and its focus has now moved to completing first pass drill testing of seven kilometres of the greenstone belt as well as infill drill testing a new group of targets. This air core drilling of approximately 29,000 metres is currently underway.

Project Generation

Telfer – Gold/copper

The Company has pegged a 368 km^2 Exploration Licence application in the Telfer area which is prospective for gold and copper. The area contains an early stage prospect similar in style to the dolerite hosted copper-gold mineralisation in the RIO/Antipa Minerals 'Citadel' project.

Limited air-core drilling within the ELA area by BHP and Gindalbie Metals 15-20 years ago defined a dolerite sill extending at least 10 kilometres. A 5 kilometre strike length of this was drilled on 400-800 metre spaced lines x 50-100 metre spaced holes and defined an extensive area of anomalism along the length of Dolerite drilled. Supergene values up to 0.26% Copper and 0.23 g/t Gold were recorded (*refer WAMEX report number A61274*).

Broken Hill – Cobalt-Gold

A review of mineralisation in the Broken Hill region defined it as an area of interest for Rare Metals. In particular it was noted that the Curnamona Craton which hosts the Broken Hill deposit, has potential for large concentrations of Cobalt.

Cobalt is a major component metal in a number of prospects, the most advanced of which is at Muturoo located 60 km west of Broken Hill in South Australia, where Havilah Resources Limited have defined a Mineral Resources of 13.1 million tonnes of 1.48% Cu and 0.14% Co. The Company has applied for a 256 km^2 area encompassing the western extent of the Broken Hill mineral field up to the South Australian border – only 10 kilometres from the Muturoo deposit. Desktop research has indicated that the Great Goulburn Cobalt-Gold prospect is located within the ELA. More recent limited drilling at this prospect has returned results including 23.3 metres @ 0.138% Co, 0.393 g/t Au and 581 ppm Cu (*Report GS1981_512.R00015182 by Jones Mining 1982*). Limited more recent drilling and exploration (only 6 drill holes have been noted in reports), has confirmed this tenor of mineralisation associated with a sub-cropping gossanous quartz-magnetite unit that extends for at least 1 kilometre strike.(refer ASX Announcement 29.07.2016).

The Company will expedite granting of this Licence and until then will prepare all information to allow planning for an early drill program at Great Goulburn as well as advancement of other Cobalt prospects.

CORPORATE

The Company has continued to maintain minimal operating cost expenditure.
Exploration expenditure is dominated by contribution to the 40% interest in the Horse Well Joint Venture. The Company continues with a policy of trying to secure valuable mineral properties for minimal outlay via tenement application and options to purchase.

Financial Position

At the end of the financial year the Group had $1,264,343 (2015: $261,282) in cash and at call deposits. Capitalised mineral exploration and evaluation expenditure was $2,408,785 (2015: $2,142,720).

Expenditure on exploration and acquisition of tenements during the year was $468,236 (2015: $430,822). This amount is net of the farm-in contribution received from Doray Minerals Limited of nil (2015:$103,053). During the year the Group contributed $248,197 towards the Horsewell Joint Venture in accordance with the Farm-in Agreement.

Impact of Legislation and other External Requirements
There has been no impact on the Group as a result of new legislation or other external requirements.

Significant Changes in the State of Affairs
There were no significant changes in the state of affairs of the Group during the financial year.

Options over Unissued Capital

As at the date of this report unissued ordinary shares of the Company under option are:

Number of Options Granted	*Exercise Price*	*Expiry Date*
7,000,000[(i)]	1.5 cents	30 November 2016
2,000,000[(i)]	1.6 cents	30 November 2017

(i) The unlisted directors' options are fully vested and exercisable by payment of 1.5 cents on or before 30 November 2016.
(ii) The unlisted director's options are fully vested and exercisable by payment of 1.6 cents on or before 30 November 2017.

These options do not entitle the holder to participate in any share issue of the Company or any other body corporate. The holders of options are not entitled to any voting rights until the options are converted into ordinary shares.

Matters Subsequent to the End of the Financial Year

There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company to affect substantially the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent financial years.

Likely Developments and Expected Results of Operations

Likely developments in the operations of the Group are included elsewhere in the Annual Report. Disclosure of any further information has not been included in this report because, in the reasonable opinion of the Directors to do so would be likely to prejudice the business activities of the Group and is dependent upon the results of the future exploration and evaluation.

Environmental Regulation and Performance

The Group holds various exploration licences to regulate its exploration activities in Australia. These licences include conditions and regulations with respect to the rehabilitation of areas disturbed during the course of its exploration activities.

As far as the Directors are aware, all exploration activities have been undertaken in compliance with all relevant environmental regulations.

Remuneration Report (audited)

The remuneration report is set out under the following main headings:

(a) Details of key management personnel
(b) Principles used to determine the nature and amount of remuneration
(c) Details of remuneration
(d) Service agreements
(e) Share-based compensation
(f) Option holdings of key management personnel
(g) Shareholdings of key management personnel
(h) Loans made to key management personnel
(i) Other transactions with key management personnel and their related entities.
(j) Additional information

Key management personnel have authority and responsibility for planning, directing and controlling the activities of the Group, including directors of the Company and other executives. Key management personnel comprise the directors of the Company and senior executives for the Group.

(a) Details of Key Management Personnel

Directors

Andrew Viner	Executive Chairman
Andre Marschke	Non-executive Director
Kevin Hart	Non-executive Director and Company Secretary

(b) Principles used to determine the nature and amount of remuneration

The key principles include:

- Competiveness and reasonableness
- Acceptability to shareholders
- Performance linkage/alignment of executive compensation
- Transparency
- Capital management

The framework provides a mix of fixed and variable pay, and a blend of short and long term incentives.

Non-executive Directors
Non-executive directors' fees not exceeding an aggregate of $150,000 per annum were approved by the shareholders at the Annual General Meeting held on 27 November 2007.

Executive Pay
The combination of the following comprises the executive's total remuneration:

- Base pay and benefits, including superannuation,
- Short term performance incentives, and
- Long term incentives through participation in the Alloy Resources Ltd Incentive Option Scheme and Performance Rights Plan.

Remuneration Report (continued)

Base pay

Structured as a total employment cost package which may be delivered as a combination of cash and prescribed non-financial benefits at the executives' discretion.

Executives are offered a competitive base pay that comprises the fixed component of pay and rewards. Base pay for executives is reviewed annually to ensure the executive's pay is competitive with the market. An executive's pay is also reviewed on promotion.

There are no guaranteed base pay increases included in any executives' contracts.

Benefits

Executives can salary sacrifice certain benefits including motor vehicle.

Superannuation

Retirement benefits are paid to complying superannuation funds nominated by the executives. During the period ended 30 June 2016 the Company contribution rate was 9.5% of ordinary time earnings.

Short term incentives

The Board has not established any ongoing short term incentives. It is noted that the Executive Chairman's service agreement includes a performance based component. Upon meeting certain key performance criteria set by the Board, the Executive Chairman can earn up to 30% of his base salary as a short term cash incentive. No programme is currently in place.

Long-term incentives

Long term incentives are provided via the Alloy Resources Limited Incentive Option Scheme and Performance Rights Plan.

The plans were approved by shareholders at the Annual General Meeting held on 28 November 2013.

(c) Details of remuneration

Details of the nature and amount of each element of the emoluments of each key management personnel of the Company and the consolidated entity for the year ended 30 June 2016 and 2015 are set out in the following tables:

2016	***Short-term***		***Post Employment***	***Share-based payment***	***Total***	***Performance Related***	***Value of options /rights as proportion of remuneration***
Directors	***Fees and Salaries $***	***Non-monetary benefits $***	***Superannuation Contributions $***	***Rights/Options $***	***$***	***%***	***%***
Andrew Viner	119,189	-	11,323	-	130,512	-	-
Kevin Hart	17,333	-	-	-	17,333	-	-
Andre Marschke	15,805	-	1,502	-	17,307	-	-
TOTAL	**152,327**	**-**	**12,825**	**-**	**165,152**	**-**	**-**

Remuneration Report (continued)

No short term incentive payments were paid or payable to Mr Andrew Viner under his service agreement during the period.

2015	*Short-term*		*Post Employment*	*Share-based payment*	*Total*	*Performance Related*	*Value of options /rights as proportion of remuneration*
Directors	***Fees and Salaries $***	***Non-monetary benefits $***	***Superannuation Contributions $***	***Rights $***	***$***	***%***	***%***
Andrew Viner	201,835	-	19,174	2,237	223,246	-	1.00
Kevin Hart	28,000	-	-	-	28,000	-	-
Andre Marschke	25,629	-	2,434	6,000	34,063	-	17.61
TOTAL	**255,464**	**-**	**21,608**	**8,237**	**285,309**	**-**	**2.89**

(d) Service agreements

Remuneration and other terms of employment for the Executive Chairman are formalised in a service agreement. The agreement provides for the provision of performance-related cash bonuses and participation, when eligible, in the Alloy Resources Ltd Incentive Option Scheme ('Scheme') and Performance Rights Plan ('Plan'). Other major provisions of the agreements relating to remuneration are set out below:

The contract may be terminated early by either party with notice as set out in the service agreement, subject to termination payments as detailed below.

Andrew Viner, Executive Chairman

- Term of agreement – no fixed term, commenced 21 June 2011.
- Termination notice – 6 months' notice.
- Base salary inclusive of superannuation of $132,605 to be reviewed annually.
- Short term incentives up to 30% of base salary at the discretion of the Board.

In light of the market conditions, in March 2015 the Board agreed to a reduction in the Executive Chairman's salary by 40% and re-set Non-executive salaries to $20,000 per annum. No adjustments have been made during this financial year.

Remuneration Report (continued)

(e) Share-based compensation

Options and Performance Rights

Options over shares in Alloy Resources Ltd are granted under the Alloy Resources Ltd Incentive Option Scheme and the Alloy Resources Ltd Performance Rights Plan which were approved by shareholders at an Annual General Meeting of shareholders of the Company held on 28 November 2013.

The Option Scheme and the Performance Rights Plan is designed to provide long term incentives for executives to deliver long term shareholder returns, and participation in the future growth of the Company. Under the Scheme participants are granted options which typically vest on issue with a strike price as determined at the discretion of the Board. The Scheme allows the Company to issue free options to an eligible person. The options are exercisable at a fixed price in accordance with the Plan. The options of any participant in the scheme lapse where the relevant person ceases to be an employee or director of, or vendor services to the Company.

Performance rights to be issued under the Plan have varying vesting periods as determined by the Board at the date of grant except under certain circumstances whereby performance rights may be capable of exercise prior to the expiry of the vesting period. Participation in the Scheme is at the Board's discretion and no individual has a contractual right to participate in the Scheme or to receive any guaranteed benefits.

The terms and conditions of each grant of options affecting remuneration in the previous reporting periods are as follows:

	Number of options granted	Grant date	Fair value per option at grant date ($)	Exercise price per option ($)	Expiry date	Vesting date
Directors						
Andrew Viner	5,000,000	29 Nov 2013	0.0057	0.015	30 Nov 2016	29 Nov 2013
Kevin Hart	2,000,000	29 Nov 2013	0.0057	0.015	30 Nov 2016	29 Nov 2013
Andre Marschke	2,000,000	4 Dec 2014	0.003	0.016	30 Nov 2017	4 Dec 2014

The following factors and assumptions were used in determining the fair value of options on grant date:

Grant Date	*Option life*	*Fair value per option*	*Exercise price*	*Price of shares on grant date*	*Expected volatility*	*Risk free interest rate*	*Dividend yield*
7,000,000 Unlisted Options							
29 Nov 2013	3 Years	$0.0057	$0.015	$0.007	170.15%	3.03%	0%
2,000,000 Unlisted Options							
4 Dec 2014	3 Years	$0.003	$0.016	$0.007	125%	2.54%	0%

The assessed fair value at grant date of options granted to the individuals is allocated equally over the period from grant date to vesting date.

Remuneration Report (continued)

Fair values at grant date are independently determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option.

There were no performance rights in existence as at 30 June 2016.

No options or performance rights have been granted since the end of the financial year.

The movement during the reporting period, by value, of options over ordinary shares in the Company held by each key management person is detailed below:

Options

	Granted in the year $	Value of options exercised in the year $	Lapsed in the year $
Andrew Viner	-	-	-
Kevin Hart	-	-	-
Andre Marschke	-	-	-

The value of options that lapsed during the year represents the benefits forgone and is calculated using the Black Scholes option-pricing model at the grant date.

Given the Company is involved in mineral exploration and Company performance is in part measured by exploration success, the share-based compensation of the persons referred to above is not dependent on the satisfaction of individual performance conditions.

There is no policy in place for the KMP's to limit their exposure to risk in relation to the shares and share options granted as part of their remuneration.

Exercise of options granted as compensation

During the reporting period, no shares were issued on the exercise of options previously granted as compensation.

Analysis of options and rights over equity instruments granted as compensation

Details of vesting profile of the options granted as remuneration to each key management person of the Group are detailed below.

	Options granted		Financial years in which grant vested	% forfeited in 2016	% vested as at 30 June 2016
Directors	**Number**	**Date**			
Andrew Viner	5,000,000	29 Nov 2013	2014	-	100
Kevin Hart	2,000,000	29 Nov 2013	2014	-	100
Andre Marschke	2,000,000	4 Dec 2014	2015	-	100

Remuneration Report (continued)

(f) Option holdings of key management personnel

The numbers of options over ordinary shares in the Company held during the financial year by each director of the Company and other key management personnel of the Group are set out below:

2016 Name	Balance at start of the year	Granted during the year as compens-ation	Exercised during the year	Expired unexercised	Balance at the end of the year	Vested and exercisable at the end of the year
Directors						
Andrew Viner	**9,556,447**	**-**	**-**	**(4,556,447)**	**5,000,000**	**5,000,000**
Kevin Hart	**2,400,522**	**-**	**-**	**(400,522)**	**2,000,000**	**2,000,000**
Andre Marschke	**3,065,000**	**-**	**-**	**(1,065,000)**	**2,000,000**	**2,000,000**

2015 Name	Balance at start of the year	Granted during the year as compens-ation	Exercised during the year	Expired un-exercised	Balance at the end of the year	Vested and exercisable at the end of the year
Directors						
Andrew Viner	8,500,000	-	1,056,447	-	9,556,447	9,556,447
Kevin Hart	2,000,000	-	400,522	-	2,400,522	2,400,522
Andre Marschke	2,000,000	2,000,000	1,065,000	(2,000,000)	3,065,000	3,065,000

(g) Share holdings of key management personnel

The number of shares in the Company held during the financial year by each director of the Company and other key management personnel of the Group, including their personally related parties are set out below. There were no shares granted during the reporting period as remuneration.

2016 Name	Balance at start of the year	Received during the year on exercise of rights	Other changes during the year	Balance at the end of the year
Directors				
Andrew Viner	**23,741,799**	**-**	**2,250,000**[1]	**25,991,799**
Kevin Hart	**8,811,458**	**-**	**-**	**8,811,458**
Andre Marschke	**23,655,000**	**-**	**-**	**23,655,000**

1. On-market purchases.

Remuneration Report (continued)

(g) Share holdings of key management personnel (continued)

2015 Name	Balance at start of the year	Received during the year on exercise of rights	Other changes during the year	Balance at the end of the year
Directors				
Andrew Viner	19,462,241	1,166,666	3,112,892[1]	23,741,799
Kevin Hart	8,010,416	-	801,042[2]	8,811,458
Andre Marschke	21,300,000	-	2,355,000[3]	23,655,000

1. Participated in non-renounceable entitlement issue and on-market purchases.
2. Participated in non-renounceable entitlement issue.
3. Participated in non-renounceable entitlement issue, and on-market purchases.

(h) Loans made to key management personnel

No loans were made to a director of Alloy Resources Limited or any other key management personnel, including personally related entities during the financial year.

(i) Other transactions with key management personnel and their related parties

Some Directors and Executives hold positions within other entities which cause them to have control or exert significant influence over the financial or operating policies of those entities.

The following entities transacted with the Company during the financial year. In each instance normal commercial terms and conditions applied. Terms and conditions were not more favourable than those available, or which might reasonably be expected to be available, for a similar transaction to unrelated parties on an arms-length basis.

Mr. Kevin Hart has an interest as a partner in a Chartered Accounting firm; Endeavour Corporate. This firm provides company secretarial and accounting services and office accommodation to the Company in the ordinary course of business. The value of the transactions in the financial year ending 30 June 2016 amount to $53,830 (2015: $82,521). The amount owing to Endeavour Corporate at 30 June was $2,974 (2015: $6,989).

(i) Company performance

The table below shows the performance of the Company as measured by share price and change in market capitalisation.

		30 June			
	2016	**2015**	**2014**	**2013**	**2012**
	$	**$**	**$**	**$**	**$**
Share price	0.01	0.005	0.006	0.003	0.01
Market capitalisation	7,127,076	2,463,538	2,640,032	821,013	1,860,449
Loss for the year	(427,190)	(2,822,968)	(488,608)	(1,029,217)	(678,512)

THIS IS THE END OF THE REMUNERATION REPORT

Officer's Indemnities and Insurance

During the year the Company paid an insurance premium to insure certain officers of the Company. The officers of the Company covered by the insurance policy include the Directors named in this report.

The Directors and Officers Liability insurance provides cover against all costs and expenses that may be incurred in defending civil or criminal proceedings that fall within the scope of the indemnity and that may be brought against the officers in their capacity as officers of the Company. The insurance policy does not contain details of the premium paid in respect of individual officers of the Company.

Disclosure of the nature of the liability cover and the amount of the premium is subject to a confidentiality clause under the insurance policy.

The Company has not provided any insurance for an auditor of the Company.

Corporate Governance

In recognising the need for high standards of corporate behaviour and accountability, the Directors of the Company support and have adhered to the principles of corporate governance to the extent they are applicable to the company given its size and scale of operations.

Auditors' Independence Declaration

A copy of the Auditors' Independence Declaration as required under Section 307C of the Corporations Act is set out on page 13 and forms part of the director's report for the financial year ended 30 June 2016.

This report is made in accordance with a resolution of the Directors.

DATED at Perth this 23rd day of September 2016.

Andrew Viner
Executive Chairman

Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To: the directors of Alloy Resources Limited

I declare that, to the best of my knowledge and belief, in relation to the audit for the financial year ended 30 June 2016 there have been:

(i) no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and

(ii) no contraventions of any applicable code of professional conduct in relation to the audit.

KPMG.

KPMG

R Gambitta
Partner

Perth

23 September 2016

Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the financial year ended 30 June 2016

	Note	**30 June 2016 $**	30 June 2015 $
Other income	4	**-**	100,000
Non-executive Directors Fees		**(34,640)**	(56,071)
Depreciation and amortisation	5	**-**	(889)
Occupancy expenses	5	**(21,372)**	(28,199)
Accounting and administrative expenses		**(192,162)**	(154,763)
Employee expenses		**(72,420)**	(69,976)
Insurance expenses		**(11,479)**	(11,904)
Share based payments	15	**-**	(8,237)
Other expenses		**(19,808)**	(17,991)
Exploration costs impaired/written off	10	**(202,170)**	(2,580,774)
Results from operating activities		**(554,051)**	(2,828,804)
Finance and other income	4	**6,179**	5,836
Loss before income tax		**(547,872)**	(2,822,968)
Income tax expense	6	**-**	-
Loss for the period		**(547,872)**	(2,822,968)
Other comprehensive income for the year		**-**	-
Total comprehensive loss for the year		**(547,872)**	(2,822,968)
Earnings/(loss) per share (cents):			
Basic earnings/(loss) per share (cents)	26	**(0.09)**	(0.60)
Diluted earnings/(loss) per share (cents)	26	**(0.09)**	(0.60)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

Consolidated Statement of Financial Position
As At 30 June 2016

	Note	30 June 2016 $	30 June 2015 $
Current assets			
Cash and cash equivalents	7	**1,264,343**	261,282
Trade and other receivables	8	**4,307**	1,705
Other current assets	9	**7,814**	7,347
Total current assets		**1,276,464**	270,334
Non- current assets			
Formation expenses		**669**	-
Capitalised mineral exploration and evaluation expenditure	10	**2,408,785**	2,142,720
Total non-current assets		**2,409,454**	2,142,720
Total assets		**3,685,918**	2,413,054
Current liabilities			
Trade and other payables	11	**54,796**	126,670
Provisions	12	**35,281**	27,829
Total current liabilities		**90,077**	154,499
Total liabilities		**90,077**	154,499
Net assets		**3,595,841**	2,258,555
Equity			
Issued capital	14	**16,287,450**	14,402,291
Accumulated losses		**(12,748,493)**	(12,255,138)
Reserves		**56,884**	111,402
Total equity		**3,595,841**	2,258,555

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity
For the financial year ended 30 June 2016

	Share Capital	Accumulated losses	Equity Remuneration Reserve	Total
	$	**$**	**$**	**$**
Balance as at 1 July 2015	**14,402,291**	**(12,255,138)**	**111,402**	**2,258,555**
Loss for the period	**-**	**(547,872)**	**-**	**(547,872)**
Other comprehensive loss for the period	**-**	**-**	**-**	**-**
Total comprehensive loss for the period	**-**	**(547,872)**	**-**	**(547,872)**
Transactions with equity holders in their capacity as equity holders:				
Issue of shares for cash	**2,020,000**	**-**	**-**	**2,020,000**
Transaction costs of shares issued	**(134,841)**	**-**	**-**	**(134,841)**
Movement in equity remuneration reserve	**-**	**-**	**-**	**-**
Expiry of options	**-**	**54,518**	**(54,518)**	**-**
Balance at 30 June 2016	**16,287,450**	**(12,748,493)**	**56,884**	**3,595,841**

	Share Capital $	Accumulated losses $	Equity Remuneration Reserve $	Total $
Balance as at 1 July 2014	14,011,896	(9,432,170)	144,444	4,724,170
Loss for the period	-	(2,822,968)	-	(2,822,968)
Other comprehensive loss for the period	-	-	-	-
Total comprehensive loss for the period	-	(2,822,968)	-	(2,822,968)
Transactions with equity holders in their capacity as equity holders:				
Issue of shares for cash	317,000	-	-	317,000
Shares issued for service	50,000	-		50,000
Transaction costs of shares issued	(11,605)	-	-	(11,605)
Movement in equity remuneration reserve	-	-	1,958	1,958
Exercise of rights	35,000	-	(35,000)	-
Balance at 30 June 2015	14,402,291	(12,255,138)	111,402	2,258,555

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows
For the financial year ended 30 June 2016

	Note	**2016** $	2015 $
Cash flows from operating activities			
Interest received		**6,179**	5,836
Payments to suppliers and employees		**(394,911)**	(321,029)
Net cash (used in) operating activities	25	**(388,732)**	(315,193)
Cash flows from investing activities			
Payments for exploration expenditure		**(492,697)**	(358,851)
Proceeds on sale of tenement		**-**	100,000
Re-imbursement of farm-in expenditure		**-**	103,053
Formation costs of subsidiary company		**(669)**	-
Net cash (used in) investing activities		**(493,366)**	(155,798)
Cash flows from financing activities			
Proceeds from issue of shares		**2,020,000**	317,000
Payments for transaction costs on issue of shares		**(134,841)**	(17,884)
Net cash from financing activities		**1,885,159**	299,116
Net increase/(decrease) in cash held		**1,003,061**	(171,875)
Cash and cash equivalents at 1 July		**261,282**	433,157
Cash and cash equivalents at 30 June	7(a)	**1,264,343**	261,282

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

Note 1 Summary of significant accounting policies

Alloy Resources Ltd is domiciled in Australia. The principal accounting policies adopted in the preparation of the financial report are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The Consolidated Financial Statements of the Company as at and for the year ended 30 June 2016 comprise the Company and its subsidiaries (together referred to as the “Group” and individually as “Group entities”).

The financial report was authorised for issue by the directors on 23rd September 2016.

(a) Basis of preparation

Statement of Compliance

The financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards (AASBs) adopted by the Australian Accounting Standards Board (AASB) and the Corporations Act 2001. The consolidated financial report of the Group complies with International Financial Reporting Standards (IFRSs) adopted by the International Accounting Standards Board (IASB).

Going Concern

The directors have prepared the financial statements on a going concern basis which contemplates the realisation of assets and the payment of liabilities in the normal course of business. The Group has no debt obligations. The Group has a working capital surplus of $1,186,387 as at 30 June 2016 and received net cash inflows of $1,003,061 for the financial year (including net proceeds from share issues of $1,885,159). The Group incurred a loss for the year of $547,872, which included non-cash impairment and write off of exploration costs of $202,170.

On 23 May 2015 the Company announced that it had entered into a $4 million farm-in agreement with Doray Minerals Limited (“Doray”) for the Horse Well Gold Project. Under the terms of the Farm-in agreement Doray can spend up to $2 million within 2 years to earn a 60% interest in the project with a minimum $900,000 non-withdrawal commitment

Doray has completed the $2 million Farm-in expenditure to earn a 60% interest in the Horse Well project. The Company will now contribute to the $2 million stage 3 expenditure program in line with its 40% interest in the project

The directors have reviewed the Group’s financial position and forecast cash flows and have assessed that the Group will be required to raise additional funds by way of issuing equity to continue its exploration program as forecast. The directors reasonably expect that the Group will be able to raise additional funds as required to meet future costs associated with its operating and exploration activities for at least the next 12 months but is able to curtail expenditure if required. The directors are therefore of the opinion that the use of the going concern basis is appropriate in the circumstances.

(a) Basis of preparation (continued)

Historical cost convention
These Consolidated Financial Statements have been prepared under the historical cost convention.

Functional and presentation currency
These Consolidated Financial Statements are presented in Australian dollars, which is the Company's functional currency and the functional currency of the Group.

Critical accounting estimates
The preparation of Consolidated Financial Statements in conformity with Australian Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Consolidated Financial Statements are disclosed in note 2.

(b) Principles of consolidation

(i) *Business combinations*

All business combinations are accounted for by applying the acquisition method.

For every business combination, the Group identifies the acquirer, which is the combining entity that obtains control of the other combining entities or businesses. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration potential voting rights that currently are exercisable. The acquisition date is the date on which control is transferred to the acquirer. Judgement is applied in determining the acquisition date and determining whether control is transferred from one party to another.

Measuring goodwill
The Group measures goodwill as the fair value of the consideration transferred including the recognised amount of any non-controlling interest in the acquiree, less the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date.

Consideration transferred includes the fair values of the assets transferred, liabilities incurred by the Group to the previous owners of the acquiree, and equity interests issued by the Group. Consideration transferred also includes the fair value of any contingent consideration and share-based payment awards of the acquiree that are replaced mandatorily in the business combination (see below). If a business combination results in the termination of pre-existing relationships between the Group and the acquiree, then the lower of the termination amount, as contained in the agreement, and the value of the off-market element is deducted from the consideration transferred and recognised in other expenses.

(b) Principles of consolidation (continued)

(i) *Business combinations (continued)*

Share-based payment awards
When share-based payment awards exchanged (replacement awards) for awards held by the acquiree's employees (acquiree's awards) relate to past services, then a part of the market-based measure of the awards replaced is included in the consideration transferred. If they require future services, then the difference between the amount included in consideration transferred and the market-based measure of the replacement awards is treated as post-combination compensation cost.

Contingent liabilities
A contingent liability of the acquiree is recognised in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably.

Non-controlling interest
The Group measures any non-controlling interest at its proportionate interest in the identifiable net assets of the acquiree.

Transaction costs
Transaction costs that the Group incurs in connection with a business combination, such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees, are expensed as incurred.

(ii) *Subsidiary companies*

The Consolidated Financial Statements of the subsidiary companies are included in the Consolidated Financial Statements from the date control commences until the date control ceases.

Outside interests in the equity and results of the entities that are controlled by the Company are shown as a separate item in the Consolidated Financial Statements.

(iii) Transactions Eliminated on Consolidation

Inter-entity balances resulting from transactions with or between controlled entities are eliminated in full on consolidation.

(c) Segment reporting

The Group determines and presents operating segments based on the information that internally is provided to the Board of directors ("the Board"), who is the Group's chief operating decision maker.

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are regularly reviewed by the Group's Board to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Board include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

(c) Segment reporting (continued)

Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment, and exploration and evaluation assets.

The Group operates in one segment, identifying, evaluating and exploring for resources.

(d) Revenue recognition and receivables

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, allowances and amounts collectable on behalf of third parties.

Interest income
Interest income is recognised on a time proportion basis and is recognised as it accrues.

Farm-in income
Farm-in income is measured based on consideration received. Income is recognised when the performance obligations have been satisfied under the agreement.

(e) Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to the temporary differences between the tax bases of assets and liabilities and their carrying amounts in the Consolidated Financial Statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary timing differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantially enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to those timing differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax balances attributable to amounts recognised directly in equity or other comprehensive income are also recognised directly in equity or other comprehensive income.

(f) Impairment of tangible and intangible assets other than goodwill

The Group assesses at each balance 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 Group 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.

Exploration and evaluation assets are assessed for impairment if sufficient data exists to determine technical feasibility and commercial viability or facts and circumstances suggest the carrying amount exceeds the recoverable amount.

The fair value assessment is based on generally accepted industry market practice for estimating value for exploration assets.

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 balance 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 estimate used to determine the assets 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 previous 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 reversal the depreciation charge is adjusted in future periods to allocate the assets revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

(g) Impairment of financial assets

The Group assesses at each balance date whether a financial asset or Group of financial assets is impaired.

Financial assets carried at amortised cost
If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced either directly or through use of an allowance account. The amount of the loss is recognised in profit or loss.

(g) Impairment of financial assets (continued)

The Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a Group of financial assets with similar credit risk characteristics and that Group of financial assets is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in a collective assessment of impairment.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed. Any subsequent reversal of an impairment loss is recognised in profit or loss, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

Financial assets carried at cost
If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value (because its fair value cannot be reliably measured), or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the current market rate of return for a similar financial asset. Such impairment loss shall not be reversed in subsequent periods.

(h) Cash and cash equivalents

For cash flow statement presentation purposes, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the consolidated statement of financial position.

(i) Fair value estimation

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the group for similar financial instruments.

(j) Property, plant and equipment

Property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Consolidated Statement of comprehensive income during the financial period in which they are incurred.

(j) Property, plant and equipment (continued)

Depreciation of property, plant and equipment is calculated using the straight line and written down value methods to allocate their cost, net of residual values, over their estimated useful lives, as follows:

Office equipment and fittings	12.5 – 33% written down value
Motor vehicles	25% written down value
Site equipment	25% written down value

The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 1(f)).

(k) Mineral exploration and evaluation expenditure

Mineral exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are carried forward only if they relate to an area of interest for which rights of tenure are current and in respect of which:

- such costs are expected to be recouped through the successful development and exploitation of the area of interest, or alternatively by its sale; or
- exploration and/or evaluation activities in the area have not reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and active or significant operations in, or in relation to, the area of interest are continuing.

Exploration and evaluation assets are assessed for impairment when:

- sufficient data exists to determine technical feasibility and commercial viability; and
- facts and circumstances suggests that the carrying amount exceeds the recoverable amount.

For the purpose of impairment testing, exploration and evaluation assets are allocated to cash-generated units to which the exploration activity relates. The cash generating unit shall not be larger than the area of interest.

In the event that an area of interest is abandoned or if the Directors consider the expenditure to be of reduced value, accumulated costs carried forward are written off in the year in which that assessment is made. A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Farm-in expenditure
Any exploration expenditure met by the Farmee under a Farm-in agreement are not recorded by the Company. The Company does not recognise a gain or loss on the basis of the partial disposal of any exploration expenditure that has already been capitalised. Any proceeds received that are not attributable to future expenditure are credited against the carrying amount of any existing exploration asset. To the extent that the proceeds received from the Farmee exceed the carrying amount of any exploration asset that has already been capitalised, the excess is recognised as a gain in profit or loss.

(l) Trade and other payables

These amounts represent liabilities for goods and services provided to the group prior to the end of the financial year which are unpaid. The amounts are unsecured and usually paid within 30 days of recognition.

(m) Employee benefits

Wages, salaries and annual leave
Liabilities for wages and salaries, including non-monetary benefits, and annual leave expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

Share based payments
Share based compensation payments are made available to directors and employees pursuant to the Company's Incentive Option Scheme and Performance Rights Plan.

The fair value of these equity settled transactions is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the award.

At each subsequent reporting date until vesting, the cumulative charge to the statement of comprehensive income is the product of:

i. The grant date fair value of the award;
ii. The current best estimate of the number of options or rights that will vest, taking into account such factors as the likelihood of market vesting conditions during the vesting period and the likelihood of non-market performance conditions being met; and
iii. The expired portion of the vesting period.

The charge to the statement of profit and loss and other comprehensive income for the period is cumulative amount as calculated above less the amounts already charged in previous periods. There is a corresponding entry to equity.

The fair value at grant date is independently determined using a Black and Scholes option pricing model that takes into account the exercise price, the term of the option or rights, the share price at grant date, expected price volatility of the underlying share and the risk free rate for the term of the option or rights.

The fair value of the award granted is adjusted to reflect market vesting conditions. Non-market vesting conditions are included in assumptions about the number of awards that are expected to become exercisable. At each reporting date, the entity revises its estimate of the number of awards that are expected to become exercisable. The employee benefit expense recognised each period takes into account the most recent estimate.

Defined contribution plans
A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognised as a personnel expense in profit or loss when they are due.

(n) Contributed equity

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.

(o) Earnings per share

(i) Basic earnings per share
Basic earnings per share is calculated by dividing the earnings attributable to equity holders of the company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

(ii) Diluted earnings per share
Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for shares held by the Company's sponsored employee share plan trust, for the effects of all dilutive potential ordinary shares, which comprise convertible notes and share options granted to employees.

(p) Goods and service tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as a part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the Consolidated Statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the taxation authority, are presented as operating cash flow.

(q) Trade and other receivables

Trade and other receivables are recognised and carried at original invoice amount less any allowance for any uncollectible amounts. An allowance for a doubtful debt is made when there is objective evidence that the Company will not be able to collect the debt. Bad debts are written off when identified.

(r) Jointly controlled operations and assets

The interest of the Group in unincorporated joint ventures and jointly controlled assets are brought to account by recognising in its Consolidated Financial Statements the assets it controls, the liabilities that it incurs, the expenses it incurs and its share of income that it earns from the sale of goods or services by the joint venture.

(s) New Accounting Standards for Application in Future Periods

In the year ended 30 June 2016, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the group's operations and effective for the current annual reporting period.

It has been determined by the Directors that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on the Group's business and, therefore, no change is necessary to Group accounting policies.

The Directors have also reviewed all new Standards and Interpretations that have been issued but are not yet effective for the year ended 30 June 2016. As a result of this review the Directors are yet to determine the impact, material or otherwise, of the new and revised Standards and Interpretations on the Group's business and, therefore, no changes have been made to Group accounting policies.

Note 2 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

Recoverability of mineral exploration and evaluation expenditure
The Group's accounting policy is stated at 1(k). The ultimate recoupment of the value of exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale, of the underlying mineral exploration properties.

The Group undertakes at least on an annual basis, a comprehensive review for indicators of impairment of these assets. Should an indicator of impairment exist, there is significant estimation and judgement in determining the inputs and assumptions used in determining the recoverable amounts.

The key areas of estimation and judgement that are considered in this review include: (i) recent drilling results and reserves and resource estimates (ii) environmental estimates that may impact the underlying tenements (iii) the estimated market value of assets at the review date (iv) independent valuations of underlying assets that may be available (v) fundamental economic factors such as commodity prices, exchange rates, discount rates, and current and anticipated operating costs in the industry (vi) the Group's market capitalisation compared to its net assets.

Refer Note 10 for details of carrying amounts, estimates and assumptions used.

Measurement of share-based payments
The Group's accounting policy is stated at 1(m). The fair value of options granted is measured using a valuation model taking into account the share price at the grant date, exercise price, expected option life and the expected volatility of the share price traded on the ASX.

Refer Note 15 for details of carrying amounts, estimates and assumptions used.

Note 3 Segment information

The Group has identified its operating segments based on the internal reports that are reviewed by the Board in assessing performance and determining the appropriate allocation of the Group's resources. The Group also has had regard to the qualitative thresholds for the determination of operating segments.

For management purposes the Group is organised into one operating segment, which involves mineral exploration and development in Australia. The Group's principle activities are interrelated and the Group has no revenue from operations.

All significant operating decisions are based upon analysis of the Company as one segment. The financial results of this segment are equivalent to the financial statements of the Company as a whole.

The accounting policies applied for internal reporting purposes are consistent with those applied in preparation of the financial statements.

Notes to the Consolidated Financial Statements
For the financial year ended 30 June 2016

Note 4 Finance and other income

	2016 $	2015 $
Finance income		
Interest received	**6,179**	5,836
Other income		
Proceeds from sale of Barrytown	**-**	100,000
	-	100,000

On 4 December 2014 the Company announced that it had completed the first stage of the sale of an 80% interest in the Barrytown Mineral Sands Project to farm-in partner Pacific Mineral Resources Limited for $100,000. Not later than 12 months after the granting of the Minerals Exploration Permit Extension which occurred on 25 November 2015, a final payment is due for the remaining 20% interest being either $200,000 cash or $300,000 worth of shares in a listed entity which owns (directly or indirectly) the mining permit. If the payment of Alloy's final 20% interest is not completed then Alloy will be free-carried until completion of a pre-feasibility study in relation to the mining permit.

Note 5 Loss for the year

	2016 $	2015 $
Loss before income tax includes the following specific expenses:		
Depreciation:		
Office Equipment	**-**	889
Total depreciation	**-**	889
Occupancy expenses	**21,372**	28,199
Contributions to defined contribution superannuation funds	**1,502**	4,500

Note 6 Income tax

	2016 $	2015 $
(a) Reconciliation of income tax expense/(benefit) to prima facie tax payable		
Loss from continuing operations before income tax expense/(benefit)	**(547,872)**	(2,822,968)
Tax at the Australian rate of 30% (2015 – 30%)	**(164,362)**	(846,890)
Tax effect of permanent differences:		
Non-deductible share based payment	**-**	2,471
Exploration costs impaired	**60,651**	675,901
Capital raising costs	**(16,509)**	(10,243)
Other	**10,925**	4,961
Deferred tax assets not brought to account	**109,295**	173,800
Income tax expense	**-**	-

Note 6 Income tax (continued)

		2016 $	2015 $
(b) Deferred tax – Consolidated Statement of Financial Position			
Deferred Tax Liabilities			
Prepayments		**(2,344)**	(2,204)
Capitalised Exploration and Evaluation expenditure		**(722,636)**	(642,816)
Formation expenses		**(201)**	-
		(725,181)	(645,020)
Less: Deferred Tax Assets			
Accrued expenses		**5,438**	20,062
Employees entitlement		**10,584**	8,349
Deductible equity raising costs		**44,144**	30,444
Tax losses available to offset against future taxable income	(a)	**665,015**	586,165
		725,181	645,020
Net Deferred Tax Balance		**-**	-

(a) Tax losses
The balance of potential deferred tax assets of $4,616,550 (2015: $4,420,209) attributable to tax losses carried forward in respect of the Group has not been brought to account because the directors do not believe it is appropriate to regard realisation of the future tax benefit as probable. Tax loss availability is dependent on the company deriving future assessable income of a nature and amount sufficient to enable the benefit from the tax losses to be realised; the Company continuing to comply with the conditions for deductibility imposed by tax legislation and no changes in tax legislation adversely affecting the Company.

All unused tax losses were incurred by Australian entities.

Note 7 Current assets - Cash and cash equivalents

	2016 $	2015 $
Cash at bank and in hand	**1,264,343**	261,282
	1,264,343	261,282

(a) Reconciliation to cash at the end of the year

The above figures are reconciled to cash at the end of the financial year as shown in the cash flow statement as follows:

Balances as above and per Cash flow statement	**1,264,343**	261,282

(b) Cash at bank

Cash balances earn interest at 0.55% p.a. (2015: 1.00% p.a.).

The Group’s exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are disclosed in note 16.

Note 8 Trade and other receivables

	2016	2015
	$	$
Current		
GST recoverable	**4,307**	1,705

Note 9 Other current assets

	2016	2015
	$	$
Prepayments	**7,814**	7,347

Note 10 Capitalised mineral exploration and evaluation expenditure

	2016	2015
In the exploration and evaluation phase	**$**	$
Cost brought forward	**2,142,720**	4,395,725
Exploration expenditure incurred during the year	**220,038**	430,822
Contributions to Horsewell Joint Venture	**248,197**	-
Proceeds from farm-in agreements	**-**	(103,053)
Exploration expenditure impaired or written off during the year	**(202,170)**	(2,580,774)
Cost carried forward	**2,408,785**	2,142,720

The recoverability of the carrying amount of the capitalised exploration and evaluation assets is dependent upon the successful development and commercial exploitation or alternatively sale of the respective areas of interest.

Exploration expenditure written off during the year of $202,170 pertained mainly to project generation expenditure in the beginning of the financial year.

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Note 11 Trade and other payables

	2016 $	2015 $
Trade payables and accruals	**54,796**	126,670
	54,796	126,670

a) Interest rate risk exposure
Details of the Group's exposure to interest rate risk on liabilities are set out in note 16.

b) Fair value disclosures
Details of the fair value of liabilities for the Group are set out in note 16.

c) Security
There are no secured liabilities as at 30 June 2016.

The Group's exposure to currency and liquidity risk related to trade and other payables is disclosed in note 16.

Note 12 Provisions

Current provisions	**2016 $**	**2015 $**
Employee provisions	**35,281**	27,829
	35,281	27,829

Note 13 Parent Entity Disclosures

As at, and throughout, the financial year ending 30 June 2016 the parent company of the Group was Alloy Resources Limited.

	2016	2015
	$	$
Result of the parent entity		
(Loss) for the year	**(517,599)**	(2,823,487)
Other comprehensive income	**-**	-
Total comprehensive loss for the year	**(517,599)**	(2,823,487)
Financial position of the parent entity at year end		
Total current assets	**1,276,455**	270,324
Investment (ii)	**350,000**	350,000
Trade and other receivables (i)	**1,544,392**	1,513,449
Capitalised mineral exploration and evaluation expenditure (iii)	**545,347**	279,281
Total non-current assets	**2,439,739**	2,142,730
Total assets	**3,716,194**	2,413,053
Current liabilities	**90,077**	154,498
Total liabilities	**90,077**	154,498
Total equity of the parent entity comprising of:		
Issued capital	**16,287,450**	14,402,291
Accumulated losses	**(12,718,217)**	(12,255,138)
Reserves	**56,884**	111,402
Total Equity	**3,626,117**	2,258,555

(i) Loan to Eskay Resources Pty Ltd (a controlled entity) is interest free, unsecured and is repayable on demand. Whilst the loan is at call there is no expectation at reporting date that it will be called in the next 12 months and has accordingly been classified as non-current. The loan is in respect of exploration expenditure incurred by the subsidiary company on the Group's mining tenements. The ultimate recoupment is dependent on successful development and commercial exploitation or alternatively, sale of the underlying mineral exploration properties.

(ii) The ultimate recoupment of the investment in Eskay Resources Pty Ltd is dependent on successful development and commercial exploitation or alternatively, sale of the underlying mineral exploration properties.

(iii) The recoverability of the carrying amount of the capitalised exploration and evaluation assets is dependent upon the successful development and commercial exploitation or alternatively sale of the respective areas of interest.

Note 14 Contributed equity

a) Share Capital

		2016 No.	2015 No.	**2016 $**	2015 $
Issued share capital		**712,707,646**	492,707,646	**16,287,450**	14,402,291
Share movements during the year	*Issue price*				
At the beginning of the year		**492,707,646**	440,005,338	**14,402,291**	14,011,896
Placement	$0.007	**100,000,000**	-	**700,000**	-
Placement	$0.011	**120,000,000**	-	**1,320,000**	-
Shares issued pursuant to option agreement	$0.008	**-**	3,125,000	**-**	25,000
Exercise of performance share rights	nil	**-**	1,166,666	**-**	35,000
Entitlement issue	$0.007	**-**	45,285,642	**-**	317,000
Martins Well JV	$0.008	**-**	3,125,000	**-**	25,000
Capital raising costs		**-**	-	**(134,841)**	(11,605)
At the end of the year		**712,707,646**	492,707,646	**16,287,450**	14,402,291

b) Ordinary shares

The Company is a public company limited by shares. The Company was incorporated in Perth, Western Australia on 2 June 2004. The Company's shares are limited whereby the liability of its members is limited to the amount (if any) unpaid on the shares respectively held by them. Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

c) Options

Information relating to options issued by Alloy Resources Limited is set out in note 16.

d) Equity Remuneration Reserve

The equity remuneration reserve comprises of the share based payment expense recognised at the fair value of options granted to employees and directors.

Note 15 Share-based payments

Details of the Company's share right and option plans, under which share rights and options are issuable to employees, directors and consultants are summarised below. Details of share rights and options issued to Directors are set out below.

a) Incentive Option Plan

The Company has a formal option plan for the issue of options to employees, directors and consultants, which was approved by shareholders at the Company's Annual General Meeting on 28 November 2013. Options are granted free of charge and are exercisable at a fixed price in accordance with the terms of the grant. Options over unissued shares are issued under the terms of the Plan at the discretion of the Board.

b) Performance Rights Plan

The Company has a formal plan for the issue of performance share rights to employees, which was approved by shareholders at the Company's Annual General Meeting on 28 November 2013. Share rights are granted free of charge and are exercisable into ordinary fully paid shares in accordance with the terms of the grant. Share rights are issued to employees under the terms of the Plan at the discretion of the Board.

(c) Terms and conditions of the grants

The terms and conditions of the grants are set out in Note 15(d). All options and performance rights are to be settled by physical delivery of shares.

(d) Options and Performance Rights issued during the year

There were no options granted during the financial year.

Note 15 Share-based payments (continued)

(e) Number and weighted average exercise prices of share options

	2016	2016	2015	2015
	Weighted average exercise price (cents)	Number of options	Weighted average exercise price (cents)	Number of options
Outstanding at 1 July	1.80	35,142,821	2.23	12,500,000
Expired during the period	1.06	(26,142,821)	2.23	(2,000,000)
Granted	-	-	1.06	24,642,821
Outstanding at 30 June	1.43	9,000,000	1.80	35,142,821
Exercisable at 30 June		9,000,000		35,142,821

(f) Options on issue at the balance date

The number of options outstanding over unissued ordinary shares at 30 June 2016 is 9,000,000 (2015:35,142,821). The terms of these options are as follows:

Number of Options Outstanding	*Exercise Price*	*Expiry Date*
7,000,000 Unlisted	1.5 cents	30 November 2016
2,000,000 unlisted	1.6 cents	30 November 2017

(h) Weighted average remaining contractual life

The weighted average remaining contractual life for the share options outstanding as at 30 June 2016 is 0.64 years (2015: 0.76 years).

(i) Weighted average fair value

The fair value of share options granted in the 2015 financial year were measured using a Black-Scholes model with the following inputs:

	Options
Fair value of share options and assumptions	**2015**
Fair value at grant date	$0.0030
Share price	$0.0070
Exercise price	$0.0160
Expected volatility (weighted average volatility)	125.00%
Option life (expected weighted average life)	3 years
Expected dividends	0
Risk-free interest rate (based on government bonds)	2.54%

Note 16 Financial instruments

Financial risk management

The Group has exposure to a variety of risks arising from its use of financial instruments. This note presents information about the Group's exposure to the specific risks, and the policies and processes for measuring and managing those risks and the management of capital. Further quantitative disclosures are included throughout this financial report. The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. The Group does not use any form of derivatives as it is not at a level of exposure that requires the use of derivatives to hedge its exposure. The Group has exposure to the following risks from their use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

(a) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group manages its liquidity risk by monitoring its cash reserves and forecast spending. Management is cognisant of the future demands for liquid finance resources to finance the Group's current and future operations, and consideration is given to the liquid assets available to the Company before commitment is made to future expenditure or investment.

(b) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising any return.

(c) Capital management

The Board's policy is to maintain a sound capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors capital expenditure and cash flows as mentioned in 16 (a).

The Group's objectives when managing capital is to safeguard the Group's ability to continue as a going concern, so as to maintain a strong capital base sufficient to maintain future exploration and development of its projects. In order to maintain or adjust the capital structure, the Group may return capital to shareholders issue new shares or sell assets to reduce debt. The Group's focus has been to raise sufficient funds through equity to fund exploration and evaluation activities.

There were no changes in the Group's approach to capital management during the year. Risk management policies and procedures are established with regular monitoring and reporting.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

Note 17 Dividends

No dividends were paid or proposed during the financial year.
The company has no franking credits available as at 30 June 2016.

Note 18 Key management personnel disclosures

(a) Details of Key Management Personnel

Directors

Andrew Viner	Executive Chairman
Kevin Hart	Non-executive Director and Company Secretary
Andre Marschke	Non-executive Director

(b) Compensation for key management personnel

	Carrying amount	
	2016	2015
	$	$
Short-term employee benefits	**152,347**	255,464
Post-employee benefits	**12,825**	21,608
Share-based payment	**-**	8,237
Total compensation	**165,152**	285,309

(c) Other key management personnel

There were no other persons having the authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, during the financial year.

Note 19 Remuneration of auditors

	2016	2015
	$	$
Audit and review of the Group's Consolidated Financial Statements	**28,361**	27,000
	28,361	27,000

Note 20 Contingencies

(i) Contingent liabilities
There were no material contingent liabilities not provided for in the Consolidated Financial Statements of the Company or Group as at 30 June 2016 or 30 June 2015, other than:

Native Title and Aboriginal Heritage
Native title claims have been made with respect to areas which include tenements in which the Company has an interest. The Company is unable to determine the prospects for success or otherwise of the claims and, in any event, whether or not and to what extent the claims may significantly affect the Company or its projects. Agreement is being or has been reached with various native title claimants in relation to Aboriginal Heritage issues regarding certain areas in which the Company has an interest.

(ii) Contingent assets
There were no material contingent assets as at 30 June 2016 or 30 June 2015.

Note 21 Commitments

(a) Exploration

The Group has certain obligations to perform minimum exploration work on mineral leases held. These obligations may vary over time, depending on the Group's exploration programmes and priorities. As at balance date, total exploration expenditure commitments on tenements held by the Group have not been provided for in the Consolidated Financial Statements and which cover the following twelve month period amount to $368,816 (2015: $587,540). The majority of these obligations are currently being met by farm-out arrangements with Doray Minerals Limited.

(b) Contractual Commitment

There are no contracted commitments other than those disclosed above.

Note 22 Controlled entities

Alloy Resources Limited owns 100% of the share capital of Eskay Resources Pty Ltd. Eskay Resources Pty Ltd is incorporated in the state of Western Australia.

Alloy Resources Limited owns 100% of the share capital of Alloy Minerals Pty Ltd. Alloy Minerals Pty Ltd is incorporated in the state of Western Australia.

Note 23 Interests in joint ventures

Horse Well Farm-in Agreement

On 23 May 2014 the Company announced that it had entered into a $4 million farm-in agreement with Doray Minerals Limited for the Horse Well Gold Project.

Doray Minerals Limited completed the $1 million stage 2 Farm-in expenditure to earn a 60% interest in the Horse Well project. The Company will now contribute to the $2 million stage 3 expenditure program in line with its 40% interest in the project

Joint Venture Manager, Doray Minerals Limited, completed an RC drill program at the Django Prospect during the year.

The Joint Venture will now move its focus to testing the next group of targets which will begin immediately.

The key terms are of the farm-in agreement are;

- $100,000 cash payment to Alloy Resources Limited at Commencement which has been received.

- Doray Minerals Limited to spend $2 million within 2 years to earn 60%
  - $900,000 non-withdrawal expenditure within the first 12 months after Commencement which has been met by Doray Minerals Limited during the year

- The joint venture to spend a further $2 million within 3 years of Commencement.
  - Alloy at this time can elect to contribute pro rata (at 40%) to this $2 million or dilute to 20% and be free carried through to completion of a Pre-Feasibility Study (PFS).

- Alloy to contribute from PFS and beyond (i.e. Decision To Mine (DTM) and operational JV) or reduce to a 1% Net Smelter Royalty (NSR) using an industry standard dilution formula.

Note 24 Events occurring after the reporting date

There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company to affect substantially the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent financial years.

Note 25 Reconciliation of loss after tax to net cash outflow from operating activities

	2016	2015
	$	$
Loss after income tax	**(547,872)**	(2,822,968)
Depreciation	**-**	889
Exploration expenditure impaired	**202,170**	2,580,774
Share based payments	**-**	8,237
Proceeds from sale of project	**-**	(100,000)
Change in operating assets and liabilities:		
Decrease in receivables/prepayments	**(2,584)**	2,941
Increase/(decrease) in payables	**(37,917)**	25,390
Increase/(decrease) in employee provisions	**(2,529)**	(10,456)
Net cash outflow from operating activities	**(388,732)**	(315,193)

Note 26 Earnings per share

	2016	2015
	Cents	Cents
a) Basic earnings per share		
Loss attributable to ordinary equity holders of the company	**(0.09)**	(0.60)
b) Diluted earnings per share		
Loss attributable to ordinary equity holders of the company	**(0.09)**	(0.60)
c) Loss used in calculation of basic and diluted loss per share		
Loss after tax from continuing operations	**(547,872)**	(2,822,968)

	2016	2015
	No.	No.
Weighted average number of shares used	**580,015,338**	467,974,883

Potential ordinary shares are not considered dilutive as their conversion does not show an inferior view of the earnings performance of the company. Accordingly, diluted earnings per share are the same as the basic earnings per share. Number of options so excluded from the calculation is set out in Note 15.

Directors' Declaration

In the opinion of the Directors of Alloy Resources Limited ("the Company")

1 (a) the Consolidated Financial Statements and notes set out on pages 33 to 54 and the remuneration disclosures that are contained in the Remuneration Report in the Directors' report, are in accordance with the Corporations Act 2001, including:

(i) giving a true and fair view of the Group's financial position as at 30 June 2016 and of its performance, for the financial year ended on that date; and

(ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001.

(b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 1(a);

(c) 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 directors have been given the declarations required by Section 295A of the Corporations Act 2001 from the managing director and company secretary for the financial year ended 30 June 2016.

Signed at Perth this 23rd day of September 2016.

Andrew Viner
Executive Chairman

Independent auditor's report to the members of Alloy Resources Limited

Report on the financial report

We have audited the accompanying financial report of Alloy Resources Limited (the company), which comprises the consolidated statement of financial position as at 30 June 2016, and consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year ended on that date, notes 1 to 26 comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the Group comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility 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 is free from material misstatement whether due to fraud or error. In note 1, the directors also state, in accordance with Australian Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements of the Group comply with International Financial Reporting Standards.

Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We performed the procedures to assess whether in all material respects the financial report presents fairly, in accordance with the *Corporations Act 2001* and Australian Accounting Standards, a true and fair view which is consistent with our understanding of the Group's financial position and of its performance.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

Auditor's opinion

In our opinion:

(a) the financial report of the Company is in accordance with the *Corporations Act 2001*, including:

   (i) giving a true and fair view of the Group's financial position as at 30 June 2016 and of its performance for the year ended on that date; and

   (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.

(b) the financial report also complies with International Financial Reporting Standards as disclosed in note 1.

Report on the remuneration report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2016. 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 auditing standards.

Auditor's opinion

In our opinion, the remuneration report of Alloy Resources Limited for the year ended 30 June 2016, complies with Section 300A of the *Corporations Act 2001*.

KPMG.

KPMG

R. Gambitta
Partner

Perth

23 September 2016

ASX Additional Information

Pursuant to the Listing Requirements of the Australian Securities Exchange, the shareholder information set out below was applicable as at 10 October 2016.

A. Distribution of Equity Securities

Distribution	Number of Shareholders
1 – 1,000	21
1,001 – 5,000	19
5,001 – 10,000	78
10,001- 100,000	292
More than 100,000	424
Total	**834**
Holding less than a marketable parcel	330

B. Voting Rights

In accordance with the Company's Constitution, voting rights in respect of ordinary shares are on a show of hands whereby each member present in person or by proxy shall have one vote and upon a poll, each share will have one vote.

C. Twenty Largest Shareholders

The names of the twenty largest holders of quoted shares are listed below:

		Listed Ordinary Shares	
	Shareholder Name	Number	Percentage
1	Manafield Holdings Pty Ltd	34,853,173	4.89%
2	S Walter & M A Wilson	28,760,311	4.04%
3	Kitale PL	23,000,000	3.23%
4	Western Discovery Pty Ltd	21,820,966	3.06%
5	Gary Johnson Super Mgt	21,016,096	2.95%
6	CM S/F PL	20,000,000	2.81%
7	Fast Lane Aust PL	20,000,000	2.81%
8	Bellarine Gold PL	20,000,000	2.81%
9	Slade Technologies Pty Ltd	20,000,000	2.81%
10	Scintilla Strategic Inv Ltd	19,695,000	2.76%
11	Custodial Services Ltd	11,338,333	1.59%
12	Brian McCubbing	11,000,000	1.54%
13	Raul Used	10,101,666	1.42%
14	CR and NC Lyndon	9,500,000	1.33%
15	SSF Aust PL	9,000,000	1.26%
16	Tre PL	8,500,000	1.19%
17	L A & FJ Panting	7,850,000	1.10%
18	Billericay Investments Pty Ltd	7,802,857	1.09%
19	GJ Johnson & Co PL	7,425,000	1.04%
20	Anthony Peter Hodges	7,000,000	0.98%
		318,663,402	44.71%