FOR THE PERIOD ENDING 31 DECEMBER 2013



31 January 2014 ASX Code: **AGS**

No. of pages: 13

QUARTERLY REPORT - FOR THE PERIOD ENDED 31 DECEMBER 2013

DETAILS OF ANNOUNCEMENT

- Quarterly Activity Report for the period ending 31 December 2013 (7 pages)
- Appendix 5B for the period ending 31 December 2013 (5 pages)

For and on behalf of the Board

Bob Tolliday Company Secretary

Further information relating to the Company and its various mining and exploration projects can be found on the Company's website at www.allianceresources.com.au



31 JANUARY 2014

ALLIANCE RESOURCES LTD

ASX: AGS

ABN: 38 063 293 336

Market Cap: \$56.3 M (\$0.165) **Shares on issue:** 341,172,309

Cash: \$22.6 M (31 Dec 2013)

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AUSTRALIA

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Email:

info@allianceresources.com.au

Web:

www.allianceresources.com.au

Projects:

Four Mile (25%): uranium

Cabeza de Vaca, Chile:

copper-gold

East Frome: copper, base-

metals

Share Registry:

Computershare Investor Services GPO Box 2975 Melbourne Victoria 3001 AUSTRALIA

Tel: 1300 850 505 Fax: +61 3 9473 2500

QUARTERLY REPORT FOR THE PERIOD ENDED 31 DECEMBER 2013

HIGHLIGHTS - FOUR MILE URANIUM PROJECT (25% owned)

Construction commenced at the Four Mile project during the quarter

In situ recovery mining commencing April 2014

First uranium sales scheduled for July 2014

Four Mile Northeast Discovery - During the quarter high grade equivalent uranium intersections were announced from a new discovery located 1.2 kilometres to the northeast of Four Mile East, as follows:

Hole ID	m @ % pU₃O ₈	m%pU₃O ₈
FMD0001	3.7m @ 0.14%	GT 0.51
	5.0m @ 0.18%	GT 0.92
	2.8m @ 0.26%	GT 0.73
FMD0003	7.0m @ 1.19%	GT 8.32
FMD0006	9.0m @ 0.85%	GT 7.65
FMD0015	5.9m @ 0.14%	GT 0.85
	6.5m @ 0.54%	GT 3.5
FMD0017*	3.7m @ 0.39%	GT 1.44
FMD0018*	3.2m @ 0.45%	GT 1.44
	1.7m @ 0.3%	GT 0.51
	2.6m @ 0.39%	GT 1.01
FMD0019*	10m @ 0.1%	GT 1
FMD0025*	7m @ 0.12%	GT 0.84
Hole ID	m@%eU₃O ₈	m%eU₃O ₈
FMD0002	7.96m @ 0.37%	GT 2.94

 pU_3O_8 is the equivalent grade as estimated from Prompt Fission Neutron (PFN) logging. eU_3O_8 is the equivalent grade as estimated from Gamma logging. $GT = \text{grade } (\%U_3O_8) \times \text{thickness } (m)$. *Post-reporting.

High grade uranium mineralisation has been intersected over a strike length of approximately 1100 metres and a maximum width of 800 metres. Mineralisation remains open to the northeast. The average cumulative thickness of intercepts in holes reporting mineralisation is 5.9 metres.

Legal Proceedings - Misleading and deceptive conduct - Jurisdiction - Federal Court of Australia (Adelaide). Trial scheduled to commence 30 June 2014.



FOUR MILE URANIUM PROJECT (Alliance Craton Explorer Pty Ltd 25%)

The Four Mile Uranium Project area is located 550 kilometres north of Adelaide in South Australia. Alliance's 100% owned subsidiary, Alliance Craton Explorer Pty Ltd (ACE) is the registered holder of 25% of ML6402 and EL5017. Quasar Resources Pty Ltd (Quasar) is the registered holder of 75% and acts as the manager of the Project.

Revised Start-Up Plan and Program and Budget Approved

On 31 January 2014 (post-reporting) Alliance announced that Quasar, with ACE dissenting, approved the Four Mile (ML6402) Revised Start-Up Plan and Program and Budget on 29 January 2014.

The Revised Start-Up Plan and Program and Budget includes production guidance relating to the current or forthcoming year based on as series of assumptions more fully set out in those documents and summarised below.

The Start-Up Plan comprises:

- Uranium capture at Heathgate Resources Pty Ltd's (Heathgate's) Pannikan satellite plant and precipitation, drying and packing at Heathgate's Beverley processing plant.
- In-situ recovery (ISR) mining operations commencing at Four Mile East in April 2014.
- First uranium oxide sales scheduled for July 2014.

Quasar's Program and Budget runs from 1 November 2013 to 31 December 2014 and is summarised as follows (all costs in AUD unless stated otherwise):

- Production of 1.886 million pounds (lb) of uranium oxide and sales of 1.5 million lb uranium oxide.
- Cash expenditure (Jan-Dec 2014) of \$76.9 million (ACE's share \$19.2 million). Total expenditure is less than the previous budget due mainly to deferral of Four Mile West (FMW) capital costs associated with placing the first FMW wellfield into production. Allowing for expenditure to date, total cash expenditure for Nov 2012 to Dec 2014 is \$87.7 million (ACE's share \$21.9 million), including resource delineation drilling of \$12 million.
- Cash operating costs (Nov 2012 to Dec 2014), includes mining, processing, shipping, marketing and royalties) of \$31.48 per lb uranium oxide with development costs of \$8.65 per lb uranium oxide (includes drilling, wellfield construction, infrastructure and engineering but excludes resource delineation drilling). Total costs (Nov 2012 to Dec 2014) are \$40.13 per lb uranium oxide.
- Rehabilitation costs are covered separately by bonds put up by Quasar (as to 75%) and ACE (as to 25%).
- Sale prices and AUD/USD exchange rate are forecast to be US\$44.42 per lb uranium oxide and 0.9 respectively (A\$49.36 per lb uranium oxide).
- Total project revenue of \$74.0 million (Nov 2012 to Dec 2014).
- Cashflow (Nov 2012 to Dec 2014) is negative \$13.5 million (ACE share negative \$3.4 million).
 However, because sales lag production, ACE anticipates positive cashflow in the first half of 2015.



ACE elected to vote against the proposal because it considers the parties should construct an appropriately sized stand-alone plant at Four Mile in order to reduce operating costs to the parties. It also considers some of the costs included in the Budget to be exploration, rather than mining, costs for which Quasar should be solely responsible.

Construction Commences

During the quarter, Quasar advised that construction at the Four Mile project commenced.

Works included commencement of trunkline and creek crossing construction, civil works on ferric dosing infrastructure, delivery of well-houses for Four Mile East (FME) FME001 and FME002 wellfields and pump installation into production wells.

Four Mile Northeast Discovery

During the quarter Alliance announced the discovery of high grade equivalent uranium intersections from a delineation drilling program over a new area located 1.2 kilometres to the northeast of the Four Mile East uranium deposit (Four Mile Northeast). Further uranium results were received post-reporting and are also included in this report.

Significant uranium intersections >0.5m% (GT-PFN) include:

Hole ID	m @ % pU₃O ₈	m%pU₃O ₈
FMD0001	3.7m @ 0.14%	GT 0.51
	5.0m @ 0.18%	GT 0.92
	2.8m @ 0.26%	GT 0.73
FMD0003	7.0m @ 1.19%	GT 8.32
FMD0006	9.0m @ 0.85%	GT 7.65
FMD0015	5.9m @ 0.14%	GT 0.85
	6.5m @ 0.54%	GT 3.5
FMD0017*	3.7m @ 0.39%	GT 1.44
FMD0018*	3.2m @ 0.45%	GT 1.44
	1.7m @ 0.3%	GT 0.51
	2.6m @ 0.39%	GT 1.01
FMD0019*	10m @ 0.1%	GT 1
FMD0025*	7m @ 0.12%	GT 0.84
Hole ID	m@%eU₃O ₈	m%eU₃O ₈
FMD0002	7.96m @ 0.37%	GT 2.94

 pU_3O_8 is the equivalent grade as estimated from Prompt Fission Neutron (PFN) logging. eU_3O_8 is the equivalent grade as estimated from Gamma logging. GT = grade ((U_3O_8)) x thickness (m). *Post-reporting.



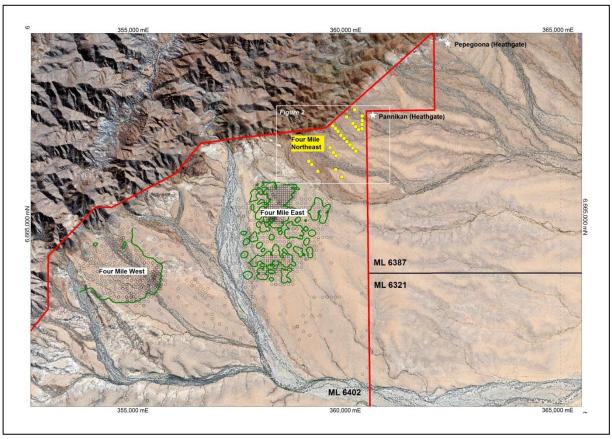


Figure 1: Location of Four Mile Northeast drilling

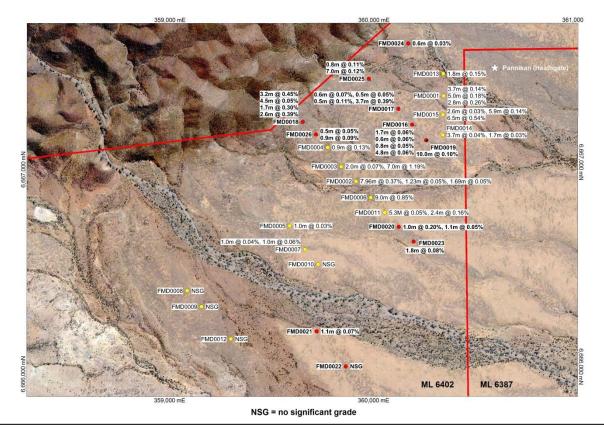


Figure 2: Four Mile Northeast uranium intersections – latest drilling (red) and intercepts (bold)



High grade uranium mineralisation has been intersected over a strike length of approximately 1100 metres and a maximum width of 800 metres. Mineralisation remains open to the northeast. Depth to the top of mineralisation varies from 216.8 to 273.4 metres. Thickness of individual intersections varies from 0.5 to 10.0 metres. The average cumulative thickness of intercepts in holes reporting mineralisation is 5.9 metres.

It is emphasised that results may be subject to revision once the geophysical logs are made available to Alliance.

Refer to Alliance's ASX announcements dated 19 December 2013 and 17 January 2014 for details of the exploration results and competent person's consent.

ACE and Quasar disagree about the nature of the regional delineation drilling. Quasar asserts it is a mining development cost for which ACE must pay its share. ACE asserts it is an exploration cost for which Quasar must pay in full.

Four Mile Project Mineral Resource

During the quarter the mineral resource estimate for the Four Mile project was announced in accordance with the JORC Code (2012 Edition). There has been no material change to the mineral resource estimate since the ASX announcement dated 27 January 2010.

Refer to Alliance's ASX announcement dated 20 December 2013 for details of the mineral resource estimate and competent persons' consents.

Legal Proceedings

Access to books, records and agreements pertaining to the Four Mile Project - Jurisdiction - Federal Court of Australia (Adelaide). Proceedings issued on 16 November 2009.

These proceedings against Quasar and Heathgate sought orders, by way of pre-action discovery, for ACE to access books, records and agreements pertaining to the Four Mile Project.

ACE's appeal in relation to this matter was refused with costs awarded to Quasar and Heathgate.

Misleading and deceptive conduct - Jurisdiction - Federal Court of Australia (Adelaide). Filed on 12 July 2010.

ACE is seeking damages from Heathgate and damages and restitution of the 75% interest in the exploration licence over Four Mile from Quasar arising from Quasar's and Heathgate's failure to disclose to ACE information concerning the prospectivity of part of that tenement. ACE contends that Quasar engaged in misleading or deceptive conduct in contravention of section 52 of the *Trade Practices Act* 1974 (Cth) and section 9 of the *Fair Trading Act* 1999 (Vic) and that Heathgate assisted or participated in those contraventions committed by Quasar.

ACE also contends that Quasar, with the assistance or participation of Heathgate, breached its obligations under the joint venture agreement, its fiduciary obligations owed to ACE and misused confidential information when Quasar sought, and obtained, a one-year extension of the earn-in period and, subsequently, the transfer of a 75% interest in the exploration licence.

As the statement of claim contains confidential information which, under the joint venture agreement with



Quasar, ACE is obliged not to disclose, the Court ordered that the statement of claim, the defences and replies be treated as confidential.

As a result of information which became available during the discovery process, ACE amended its statement of claim to particularise the various allegations against Quasar and Heathgate. The amended statement of claim was filed and served on Quasar and Heathgate on 24 May 2013. The defences to the amended statement of claim were filed on 19 July 2013. ACE filed its replies on 26 August 2013

At a directions hearing held on 16 October 2013 the matter was set down for trial commencing 30 June 2014. The trial is expected to run for 5 weeks.

Contributions to Development

ACE paid \$864,018 towards the cost of development of the Four Mile project during the quarter (\$17,504,012 project-to-date). ACE disputes the validity of the cash calls made by Quasar and, in making these payments, has reserved all of its rights. The payments are made to preserve ACE's participatory rights in the Four Mile project.

CHILE COPPER-GOLD PROJECT (Alliance (Chile) Pty Ltd 90%)

Alliance Chile has secured several option agreements to explore and acquire 100% interest in copper-gold properties in the Cabeza de Vaca district of Atacama Region III, located in northern Chile's iron-oxide copper-gold belt.

Under the terms of an agreement between Alliance Chile and Minera Abre Fuego Ltda (MAF), Alliance Chile holds 90% and MAF 10% respectively of the exploration, prospecting or mining rights within defined areas of the project. Alliance Chile has the right to acquire the whole of MAF's interest in the areas at an agreed price following the establishment of an Inferred mineral resource. These areas were selected by MAF after two years reconnaissance and the inspection of over sixty different mineralised areas in central and northern Chile.

No fieldwork was conducted during the quarter.

The Company continued to negotiate for additional properties in the district.

EAST FROME COPPER-BASE METALS PROJECT (Alliance (NSW) Pty Ltd 100%)

No fieldwork was conducted during the quarter.

WARRINA COPPER-GOLD PROJECT (Alliance (SA) Pty Ltd 100%)

EL4802 was allowed to expire during the quarter.

CORPORATE

Alliance has cash reserves of \$22.6 million (unaudited) at 31 December 2013 and has 341,172,309 ordinary shares on issue.

Alliance holds 22,000,000 ordinary shares in Octagonal Resources Ltd (Octagonal) which equates to approximately 20.75% of Octagonal's issued share capital.



TENEMENTS

Tenement	Name	Location	Beneficial percentage held at end of quarter	Beneficial percentage acquired or disposed of during the quarter
South Australia (Allia	nce Craton Explor	er Pty Ltd)		
EL5017	Four Mile	300km NE of Port Augusta, South Australia	25%	no change
ML6402	Four Mile	300km NE of Port Augusta, South Australia	25%	no change
South Australia (Allia	nce (SA) Ptv Ltd)	•		
EL4802	Warrina	70km NE of Coober Pedy, South Australia	0%	disposed of 100%
New South Wales (Al	liance (NSW) Pty L	td)		
EL7128	East Frome	32km NW of Broken Hill, New South Wales	100%	no change
EL7210	East Frome	40km W of Broken Hill, New South Wales	100%	no change
EL7636	East Frome	40km W of Broken Hill, New South Wales	100%	no change
Chile (Alliance (Chile) Pty Ltd)			1
Paola	Cabeza de Vaca	40km SE of Copiapo, Chile	option to purchase 90%*	no change
Ceci I 1/8 Cabeza de Vaca 40km SE of C		40km SE of Copiapo, Chile	option to purchase 90%*	no change
Kamikaze A1/II Cabeza de Vaca 41k		41km SE of Copiapo, Chile	option to purchase 90%*	no change
Plano 01 Cabeza de Vaca 40km SE of Copiaș		40km SE of Copiapo, Chile	90%*	no change
Plano 02	Cabeza de Vaca	40km SE of Copiapo, Chile	90%*	no change
Plano 03	Cabeza de Vaca	40km SE of Copiapo, Chile	90%*	no change
Remolinos 6, 1 AL 20	Cabeza de Vaca	39km SE of Copiapo, Chile	option to purchase 90%*	acquired option to purchase 90%*

^{*}The option to purchase is for 100%, however under the terms of an agreement between Alliance (Chile) Pty Ltd and Minera Abre Fuego Ltda (MAF), Alliance (Chile) Pty Ltd holds 90% and MAF 10% respectively of the exploration, prospecting or mining rights within defined areas of the project.

Further information relating to the Company and its various mining and exploration projects can be found on the Company's website at www.allianceresources.com.au

Steve Johnston Managing Director

Competent Person's Statement

The information in this report that relates to Exploration Results is based on information compiled by Mr Andrew Bowden who is a Chartered Geologist and Fellow of the Geological Society of London, a Recognised Overseas Professional Organisation included in a list promulgated by the ASX from time to time. Mr Bowden is a part-time employee of Alliance Resources Ltd and 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 Bowden consents to the inclusion in the report of the matters based on information provided to him by Quasar Resources Pty Ltd in the form and context in which it appears.

Rule 5.3

Appendix 5B

Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001.

Name of entity

ALLIANCE RESOURCES LIMITED

ABN

38 063 293 336

Quarter ended ("current quarter")

31 December 2013

Consolidated statement of cash flows

		Current quarter	Year to date
Cash	flows related to operating activities	\$A'000	(12 Months) \$A'000
1.1	Receipts from product sales and related debtors	- \$A 000	
1.2	Payments for (a) exploration and evaluation	(195)	(267)
	(b) development ⁽¹⁾ (c) production	(864)	(1,213)
4.0	(d) administration	(983)	(1,874)
1.3 1.4	Dividends received Interest and other items of a similar nature received	204	438
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other (GST paid/recouped)	67	207
	Net Operating Cash Flows	(1,771)	(2,709)
1.8	Cash flows related to investing activities Payment for purchases of:(a) prospects (b) equity	-	-
	investments (c) other fixed assets	-	-
1.9	Proceeds from sale of: (a) prospects (b) equity	-	-
	investments (c) other fixed	-	-
4.40	assets	-	-
1.10 1.11	Loans to other entities Loans repaid by other entities	-	-
1.11	Other (Transfer to deposit)	_	-
	Net investing cash flows	-	-
1.13	Total operating and investing cash flows (carried forward)	(1,771)	(2,709)

⁺ See chapter 19 for defined terms.

1.13	Total operating and investing cash flows (brought forward)	(1,771)	(2,709)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options,	-	-
	etc.		
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other (Cost of Capital Raising/Prospectus)	-	-
	Net financing cash flows	-	-
	Net (decrease) increase in cash held	(1,771)	(2,709)
1.20	Cash at beginning of quarter/year to date	24,421	25,359
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	22,650	22,650

Notes:

Payments to directors of the entity and associates of the directors Payments to related entities of the entity and associates of the related entities

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	249
1.24	Aggregate amount of loans to the parties included in item 1.10	NIL

1.25 Explanation necessary for an understanding of the transactions

All transactions involving Directors and associates were on normal commercial terms. These payments represent Director fees, Director consulting fees, re-imbursements of expenses and payments in terms of a management service agreement with a Director related entity.

Non-cash financing and investing activities

2.1			 transactions did not involv		had	а	material	effect	on
	NIL								

^{1.} Includes cash calls for the Four Mile Project based on a programme and budget adopted by Quasar (with Alliance dissenting) in October 2012. Quasar is registered as the holder of 75% of EL5017 and ML6387 and manages the Project. In the period from 1 October 2013 to 31 December 2013 Alliance continued to make payments in order to preserve its participatory rights in the Four Mile Project. Alliance disputes the validity of the programme and budget and contends that cash calls made by Quasar include amounts not payable by Alliance and, in making each payments, has reserved all of its rights.

⁺ See chapter 19 for defined terms.

2.2	Details of outlays made by other entities to establish or increase their share in projects in
	which the reporting entity has an interest
	NIL

Financing facilities available

Add notes as necessary for an understanding of the position.

		Amount available \$A'000	Amount used \$A'000
3.1	Loan facilities	NIL	NIL
3.2	Credit standby arrangements	NIL	NIL

Estimated cash outflows for next quarter

		\$A'000
4.1	Exploration and evaluation	1,110
4.2	Development ⁽²⁾	3,029
4.3	Production	0
4.4	Administration	925
	Total	5,064

Notes:

Reconciliation of cash

(as s	conciliation of cash at the end of the quarter shown in the consolidated statement of cash to the related items in the accounts is as ws.	Current quarter \$A'000	Previous quarter \$A'000
5.1	Cash on hand and at bank	21,784	23,555
5.2	Deposits at call	0	0
5.3	Bank overdraft	0	0
5.4	Other (provide details) – Term Deposit	866	866
	Total: cash at end of quarter (item 1.22)	22,650	24,421

^{2.} Includes estimated cash calls for the Four Mile Project based on the programmes and budgets adopted by Quasar Resources Pty Ltd in October 2012 and January 2014. Alliance disagrees with both programmes and budgets and, further, contends that the budgets include amounts which are payable wholly by Quasar. Accordingly, it voted against adoption of those programmes and budgets. In making future payments Alliance will continue to reserve its rights as it has done in previous quarters.

⁺ See chapter 19 for defined terms.

Changes in interests in mining tenements

6.1	Interests in mining
	tenements
	relinquished, reduced
	or lapsed

reference	(Note 2 - Below)	beginning of quarter	at end of quarter
EL4802		100%	0%
Remolinos 6	Option to purchase	0%	0%

Nature of interest | Interest at | Interest

6.2 Interests in mining tenements acquired or increased

Issued and quoted securities at end of current quarter

Tenement

Description includes rate of interest and any redemption or conversion rights together with prices and dates

		Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1	Preference +securities (description)				
7.2	7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buybacks, redemptions				
7.3	*Ordinary securities	341,172,309	341,172,309		
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs				
7.5	*Convertible debt securities (description)				
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	Options (description and conversion factor)	(Unlisted Managing Director Options)	l laliata d	Exercise price A\$	Expiry date
		1,000,000 1,000,000	Unlisted Unlisted	\$0.30 \$0.50	30 Apr 2014 30 Apr 2015

⁺ See chapter 19 for defined terms.

Appendix 5B Mining exploration entity quarterly report

7.8	Issued during quarter		
7.9	Exercised during quarter		
7.10	Expired during quarter		
7.11	Debentures (totals only)		
7.12	Unsecured notes (totals only)		

Compliance statement

- This statement has been prepared under accounting policies, which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 4).
- This statement does /does not* (delete one) give a true and fair view of the matters disclosed.

Sign here: Date: 31 January 2014

Company Secretary

Print name: **BOB TOLLIDAY**

Notes

- The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedents, which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- Issued and quoted securities the issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- The definitions in, and provisions of, AASB 1022: Accounting for Extractive Industries and AASB 1026: Statement of Cash Flows apply to this report.
- Accounting Standards ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

⁺ See chapter 19 for defined terms.