



ABN 20 109 361 195

NOTICE OF ANNUAL GENERAL MEETING

&

EXPLANATORY STATEMENT

To be held

At 10.30am, Monday, 24 November 2008

at the

Perth Zoo
Seminar Room 1
20 Labouchere Road
PERTH WA 6000

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ALLOY RESOURCES LIMITED
ABN 20 109 361 195

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Alloy Resources Limited will be convened at 10.30am on Monday, 24 November 2008 at the Perth Zoo, Seminar Room 1, 20 Labouchere Road, Perth, Western Australia.

AGENDA

ORDINARY BUSINESS

- 1. Discussion of Financial Statements and Reports**
To discuss the Financial Report, the Directors' Report and Auditor's Report for the year ended 30 June 2008.
- 2. Adoption of the Remuneration Report**
To adopt the Remuneration Report for the financial year ended 30 June 2008.
- 3. Election of Director – Dr Jayson Meyers**
To consider and, if thought fit, to pass with or without modification the following ordinary resolution:

"Dr Jayson Meyers who retires by rotation in accordance with the company's constitution retires and, being eligible offers himself for re- election".

GENERAL NOTES

- With respect to Agenda Item 2, the vote on this item is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company. The Chairman of the meeting intends to vote undirected proxies in favour of the adoption of the remuneration report.
- The Explanatory Statement to Shareholders attached to this Notice of General Meeting is hereby incorporated into and forms part of this Notice of General Meeting.
- The Directors have determined in accordance with Regulation 7.11.37 of the Corporations Regulations that, for the purposes of voting at the meeting, shares will be taken to be held by the registered holders at 5.00pm on 22 November 2008.

BY ORDER OF THE BOARD



Kevin R Hart
COMPANY SECRETARY

Dated this 22nd day of October 2008.

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EXPLANATORY STATEMENT

The purpose of the Explanatory Statement is to provide shareholders with information concerning all of the Agenda items in the Notice of Annual General Meeting.

1. Discussion of Financial Statements & Reports

Alloy Resources Limited's financial reports and the directors' declaration and reports and the auditor's report are placed before the meeting thereby giving shareholders the opportunity to discuss those documents and to ask questions. The auditor will be attending the Annual General Meeting and will be available to answer any questions relevant to the conduct of the audit and his report.

2. Adoption of Remuneration Report

During this item there will be opportunity for shareholders at the meeting to comment on and ask questions about the remuneration report. The remuneration report is available in the Directors' Report section of the Annual Report.

The vote on the proposed resolution in item 2 is advisory only and will not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

A reasonable opportunity will be provided for discussion of the remuneration report at the meeting.

The Chairman of the meeting intends to vote undirected proxies in favour of the adoption of the remuneration report.

The directors recommend that shareholders vote in favour of item 2.

3. Election of Dr Jayson Meyers

as an Ordinary Resolution

Dr Meyers holds a PhD in Geophysics, MSc Geochemistry, BSc in Geology, is a member of the AIG and ASEG, is a Director and Principal Consultant with Resource Potentials Pty Ltd, a geological and geophysical consulting group, and is part time at Curtin University as an Associate Professor in the Department of Exploration Geophysics. He has over 15 years of resource industry experience with various exploration and mining companies, including Great Central Mines Limited.

Dr Jayson Meyers is 44 years old and was appointed as a Director on 2 June 2004.

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ALLOY RESOURCES LIMITED
ABN 20 109 361 195

PROXY FORM

To: Alloy Resources Limited (ABN: 20 109 361 195)
Suite 6, 7 The Esplanade
MT PLEASANT WA 6153

Fax No: 61 8 9315 5475

Mark this box with an 'X' if you have made any changes to your address details (see reverse)

Name: _____
(PLEASE PRINT)
Address: _____

Appointment of Proxy:

I/We being a member/s of Alloy Resources Limited and entitled to attend and vote hereby appoint:

The Chairman of the Meeting
(mark with an 'X')

OR

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

Or failing the person name, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Alloy Resources Limited to be held at the Perth Zoo, Seminar Room 1, 20 Labouchere Road, Perth on Monday, 24 November 2008 at 10.30am and at any adjournment of that meeting.

Voting directions to your proxy – please mark

to indicate your directions

Agenda Item

- 2. Adoption of the Remuneration Report
- 3. Re-election of Director – Dr Jayson Meyers

For

Against

*Abstain

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in this box.

The Chairman intends to vote in favour of resolutions for which no voting indication has been given.

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution, and votes cast by him other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the meeting will not cast your vote on the resolutions and your vote will not be counted in computing the required majority if a poll is called.

PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Individual / Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/ /

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HOW TO COMPLETE THE PROXY FORM

1 Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. The Chairman intends to vote in favour of resolutions for which no voting indication has been given.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate securityholder or proxy is to attend the meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

6. Lodgement of a Proxy and Deadline for Receipt of Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 10.30 am (Perth time) on Saturday, 22 November 2008 being 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by post, delivery or facsimile to the Registered Office of Alloy Resources Limited being:

Suite 6, 7 The Esplanade, Mt Pleasant, WA, 6153

Or by facsimile to fax number +61 8 9315 5475