



**ABN 20 109 361 195**

**NOTICE OF ANNUAL GENERAL MEETING**

**&**

**EXPLANATORY STATEMENT**

**To be held**

At 4.00pm Wednesday, 30 November 2011

**at the**

South of Perth Yacht Club, Coffee Point, Applecross WA 6153

# Alloy

**RESOURCES LIMITED**

ABN 20 109 361 195

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WA 6153 Australia

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24<sup>th</sup> October 2011

Dear Fellow Alloy Shareholder,

Please find enclosed the Notice of Annual General Meeting for the Shareholders' Meeting to be held at South of Perth Yacht Club, Coffee Point, Applecross, WA 6153 at 4.00pm on Wednesday, 30<sup>th</sup> November 2011.

The purpose of the meeting is to conduct the annual business of the Company, being consideration of the annual financial statements, the remuneration report and in addition seek shareholder approval in accordance with the Corporations Act 2001 and the Listing Rules of the ASX to a number of resolutions, which are set out in the attached Notice of Meeting paper.

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

Yours sincerely

**Peter Harold**  
Chairman

**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 4.00pm on Wednesday, 30 November 2011 at the South of Perth Yacht Club, Coffee Point, Applecross WA 6153.

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 2011.

**2. Resolution 1: Adoption of the Remuneration Report**

To adopt the Remuneration Report for the financial year ended 30 June 2011.

*"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2011."*

**3. Resolution 2: Election of Director – Dr. Jayson Meyers**

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

*"That Dr Jayson Meyers, who retires by rotation in accordance with the company's constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

**GENERAL NOTES**

1. 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 that are able to be voted, in favour of the adoption of the remuneration report.**

**Voting Prohibition Statement:** A vote on Agenda Item 2 must not be cast (in any capacity) by or on behalf of any Key Management Personnel (which includes the Directors of the Company), details of whose remuneration are included in the Remuneration Report, or any closely related party of that person (or those persons).

However, a person described above may vote on Agenda Item 2 if the person does so as a proxy appointed by writing, that specifies how the proxy is to vote on the Resolution, or where no voting directions have been given and the proxy votes consistent with the stated intention to vote valid undirected proxies, and the vote is not cast on behalf of a member of the Key Management Personnel or any closely related party of that person (or persons).

**2. Explanatory Statement**

The Explanatory Statement to Shareholders attached to this Notice of Annual General Meeting is hereby incorporated into and forms part of this Notice of Annual General Meeting.

**3. Voting Entitlement**

The Directors have determined in accordance with Regulation 7.11.37 of the Corporations Regulations that, for the purposes of attending and voting at the meeting, Shares will be taken to be held by the registered holders at 5.00pm 28<sup>th</sup> November 2011.

**4. Proxy**

A member entitled to attend to vote at the meeting is entitled to appoint a proxy to attend and to vote instead of the member. The proxy need not be a member of Alloy Resources Ltd. Proxy Forms must be lodged at the Company's Share Registry or at the principal office of Alloy Resources Ltd Suite 6 / 7 The Esplanade Mt Pleasant or by facsimile (+61 8 9315 5475) **no later than 48 hours** before the time of the meeting. A Proxy Form accompanies this Notice of Meeting.

**BY ORDER OF THE BOARD**

Kevin R Hart

COMPANY SECRETARY

Dated this 24<sup>th</sup> day of October 2011.

## 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 set out in the Directors' Report section of the Annual Report.

The vote on the proposed resolution in Agenda 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.

Under the Corporations Act 2001, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's, shareholders will be required to vote at the second of those AGM's on a resolution ('spill resolution') that another meeting be held within 90 days at which all of the Company's directors (excluding the Managing Director) must offer themselves for re-election.

The Board considers that its current practices of setting executive and non-executive remuneration are within normal industry expectations, and provides an effective balance between the need to attract and retain the services of the highly skilled key management personnel that the Company requires. As such the directors recommend that shareholders vote in favour of the Company's remuneration report at Agenda Item 2.

If you choose to appoint a proxy you are encouraged to direct your proxy how to vote on Agenda Item 2 by marking either **For, Against or Abstain** on the voting form.

**If you appoint the Chairman as your proxy, and you do not direct them how to vote, you must mark the box on the proxy form acknowledging that the Chairman (a member of the key management personnel) may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as a proxy holder will be disregarded because of that interest.**

**If you do not mark this box then your votes will not be counted for Agenda Item 2.**

**The Chairman of the meeting intends to vote undirected proxies, that are able to be voted, in favour of the adoption of the remuneration report.**

**3. Election of Dr. Jayson Meyers as an Ordinary Resolution**

Dr. Meyers holds a PhD in Geophysics, MSc Geochemistry, BSc in Geology, is a fellow 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 20 years of resource industry experience with various exploration and mining companies, including Great Central Mines Limited.

The directors recommend that the shareholders vote **in favour** of the appointment of Dr. Jayson Meyers.