

From: Avalon Minerals

To: 001546850684001

15/06/2009 12:58

#285 P.002/007

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**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **Avalon Minerals Ltd**ACN/ARSN **123 104 412****1. Details of substantial holder (1)**Name **David McSweeney**

ACN/ARSN (if applicable)

There was a change in the interests of the  
substantial holder on**11/5/2009**

The previous notice was given to the company on

**3/2/2009**

The previous notice was dated

**3/2/2009****2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	8,698,206	13.3%	12,786,442	14.6%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
05/02/2009	Brookman Resources P/L	On market purchase	8 cents	50,000 Ordinary Shares	50,000
16/02/2009	Brookman Resources P/L	On market purchase	7 cents	365,000 Ordinary Shares	365,000
See Attachment A					

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:



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Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (9)	Class and number of securities	Person's votes
David McSweeney	David McSweeney	-	Direct	6,013,333 Ordinary Shares	6,013,333
Brookman Resources P/L	Brookman Resources	-	Direct	6,733,110 Ordinary	6,733,110
A,M,M McSweeney	A,M,M McSweeney	-	Direct	39,999 Ordinary	39,999

### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Brookman Resources P/L	Sole Shareholder and Director
A,M,M McSweeney	children and spouse of David McSweeney

### 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
David McSweeney	c/- Suite 2, 2 Richardson St West Perth WA 6005
Brookman Resources P/L A,M,M McSweeney	same

### Signature

print name **David McSweeney** capacity **Director**

sign here  date **15/06/2009**

### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or

## Form 604

## Attachment A

Date of Change	Person Whose Relevant Interest Changed	Nature Of Change	Consideration Given In Relation to Change/Share	Class and Number of Securities Affected	Persons Votes Affected
16/03/2009	Brookman Resources P/L	On Market Purchase	7 cents	100,000 Ordinary Shares	100,000
11/06/2009	David McSweeney	Rights Issue Entitlement	5 cents	1,503,333	1,503,333
11/06/2009	Brookman Resources P/L	Rights Issue Entitlement	5 cents	1,557,723 Ordinary Shares	1,557,723
11/06/2009	A.M.M McSweeney	Rights Issue Entitlement	5 cents	9,999 Ordinary Shares	9,999
15/06/2009	Brookman Resources P/L	Underwriting Rights Issue	5 cents	502,181	502,181