

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**

To: Company Name/Scheme

AVALON MINERALS LIMITED

ACN/ARSN

123 184 412

1. Details of substantial holder(1)

Name

GREGORY WAYNE DOWN AND MRS DEBORAH JUNE DOWN

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

12/06/2009

The previous notice was given to the company on

03/06/2008

The previous notice was dated

30/05/2008

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)
ORD FULLY PAID	4,197,426	8.29 %	4,600,000	5.26 %

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
	SEE ANNEXURE 'A'				

4. Present relevant interests

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

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
GW + DJ DOWN	GW + DJ DOWN	-	DIRECT	4,600,000	4,600,000

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

6. Addresses

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

Name	Address
GW + DJ DOWN	31/1 CORKHILL ST, NORTH FREEMANTLE, WA, 6159

Signature

print name GREGORY WAYNE DOWN capacity

sign here



date 15/6/2009

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 disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure A
Avalon Minerals Limited
A.C.N. 123 184 412

Date of Change	Person Whose Relevant Interest Changed	Nature of Change	Consideration Given / Received in Relation to Change	Class and Number of Securities Affected	Person Votes Affected
8/07/2008	Gregory Wayne Down & Deborah June Down	Sale of Shares	30 cents per share	25,000 Ordinary Shares	25,000
10/07/2008	Gregory Wayne Down & Deborah June Down	Sale of Shares	30 cents per share	12,426 Ordinary Shares	12,426
28/07/2008	Gregory Wayne Down & Deborah June Down	Sale of Shares	23 cents per share	10,000 Ordinary Shares	10,000
6/08/2008	Gregory Wayne Down & Deborah June Down	Sale of Shares	20 cents per share	5,000 Ordinary Shares	5,000
7/08/2008	Gregory Wayne Down & Deborah June Down	Sale of Shares	20 cents per share	80,000 Ordinary Shares	80,000
12/08/2008	Gregory Wayne Down & Deborah June Down	Sale of Shares	18 cents per share	30,000 Ordinary Shares	30,000
14/08/2008	Gregory Wayne Down & Deborah June Down	Sale of Shares	20 cents per share	2,346 Ordinary Shares	2,346
3/09/2008	Gregory Wayne Down & Deborah June Down	Sale of Shares	19.5 cents per share	32,654 Ordinary Shares	32,654
20/05/2009	Gregory Wayne Down & Deborah June Down	Sale of Shares	9 cents per share	25,000 Ordinary Shares	25,000
21/05/2009	Gregory Wayne Down & Deborah June Down	Sale of Shares	9 cents per share	75,000 Ordinary Shares	75,000
22/05/2009	Gregory Wayne Down & Deborah June Down	Sale of Shares	9 cents per share	400,000 Ordinary Shares	400,000
25/05/2009	Gregory Wayne Down & Deborah June Down	Sale of Shares	9 cents per share	100,000 Ordinary Shares	100,000
28/05/2009	Gregory Wayne Down & Deborah June Down	Sale of Shares	8.75 cents per share	133,333 Ordinary Shares	133,333
12/06/2009	Gregory Wayne Down & Deborah June Down	Take up in Non-Renounceable Entitlement Issue	5 cents per share	1,333,333 Ordinary Shares	1,333,333

Signed -



Date -

15.6.2009