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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 LtdACN/ARSN 123 184 412

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

4/7/2008

The previous notice was given to the company on

20/03/2007

The previous notice was dated

20/03/2007

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)
David McSweeney	6,030,000	15.07%	8,349,706	16%

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
22/03/2007	Brookman Resources P/L	On market purchase	22 cents per share	50,000 Ordinary Shares	50,000
22/03/2007	David McSweeney	On market purchase	22 cents per share	10,000 Ordinary shares	10,000
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:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
David McSweeney	David McSweeney	-	Direct	4,510,000	4,510,000
Brookman Resources P/L	Brookman Resources P/L	-	Direct	3,809,706	3,809,706

A,M,M McSweeney	A,M,M McSweeney	-	Direct	30,000	30,000

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
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 04/07/2008

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.

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Attachment A

Date of Change	Person Whose Relevant Interest Changed	Nature Of Change	Consideration Given In Relation to Change	Class and Number of Securities Affected	Persons Votes Affected
03/05/2007	Brookman Resources P/L	On Market Purchase	19 cents per share	50,000 Ordinary Shares	50,000
04/05/2007	Brookman Resources P/L	On Market Purchase	20 cents per share	50,000 Ordinary Shares	50,000
05/06/2007	Brookman Resources P/L	On Market Purchase	20.2 cents per share	47,210 Ordinary Shares	47,210
30/08/2007	Brookman Resources P/L	On Market Purchase	20 cents per share	49,996 Ordinary Shares	49,996
04/03/2008	Brookman Resources P/L	On Market Purchase	13 cents per share	100,000 Ordinary shares	100,000
12/03/2008	Brookman Resources P/L	On Market Purchase	15.5 cents per share	37,500 Ordinary shares	37,500
31/03/2008	Brookman Resources P/L	On Market Purchase	19 cents per share	150,000 Ordinary shares	150,000
01/04/2008	Brookman Resources P/L	On Market Purchase	18 cents per share	75,000 Ordinary shares	75,000
27/06/2008	Brookman Resources P/L	On Market Purchase	30 cents per share	200,000 Ordinary Shares	200,000
04/07/2008	David McSweeney	Exercise of Options	20 cents per share	1,500,000 Ordinary Shares	1,500,000
04/07/2008	David McSweeney transfer to Brookman Resources P/L	Transfer of Shares	30 cents per share	2,000,000	2,000,000