



AVALON MINERALS LTD

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NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at 10.00 am on 19 November 2009 (WST) at The Park Business Centre, 45 Ventnor Ave, West Perth 6005, Western Australia.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

The Company's 2009 Annual Report can be accessed on the Company's web site at www.avalonminerals.com.au or alternatively by requesting a hard copy from the Company secretary.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 (08) 9322 2752

Avalon Minerals Ltd

ABN 68 123 184 412

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of the Company will be held at 10.00 am on 19 November 2009 at The Park Business Centre, 45 Ventnor Ave, West Perth 6005 Western Australia ("Meeting").

The Proxy Form forms part of this Notice of Annual General Meeting ("Notice").

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company at 5.00 pm on 17 November 2009 (WST).

AGENDA

ORDINARY BUSINESS

Financial Report

To receive the financial report of the Company and its controlled entities for the year ending 30 June 2009 together with a directors' report in relation to that financial period and the auditor's report on the financial report.

1. Directors' Remuneration

To consider, and if thought fit, pass the following as a non binding ordinary resolution:

"That the Directors' Remuneration Report required by Section 300A of the Corporations Act, as contained in the Directors' Report of the Company, for the year ended 30 June 2009 be adopted."

2. Re-election of Director – Mr Stephen Stone

To consider, and if thought fit, pass as an ordinary resolution the following:

"That Mr Stephen Stone who retires in accordance with Article 13.2 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a director."

3. Re-election of Director – Tan Sri Abu Sahid Mohamed

To consider, and if thought fit, pass as an ordinary resolution the following:

"That Tan Sri Abu Sahid Mohamed who retires in accordance with Article 13.4 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a director."

4. Ratification of Prior Issue of Shares

To consider, and if thought fit, pass as an ordinary resolution the following:

"That, in accordance with ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 13,000,000 ordinary fully paid shares at an issue price of 10 cents per share in accordance with the terms of the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who participated in the Issue or any associate of that person.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By Order of the Board

Desmond Kelly
Company Secretary
9 October 2009

Avalon Minerals Ltd

ABN 68 123 184 412

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at The Park Business Centre 45 Ventnor Ave, West Perth, Western Australia on 19 November 2009 at 10.00 am.

The purpose of this Explanatory Memorandum is to provide information the Board believes is material to Shareholders in relation to the Resolutions. The Explanatory Memorandum explains the Resolutions and identifies the Directors' decisions for putting them to Shareholders.

2. Resolution 1 – Directors' Remuneration

Pursuant to section 250R (2) of the Corporations Act the Company is required to put the Remuneration Report to the vote of Shareholders. The Annual Report for the year ended 30 June 2009 contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive director, specified executives and non-executive directors.

The provisions of the Corporations Act provide that Resolution 1 need only be an advisory vote of Shareholders.

Accordingly Resolution 1 is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report, however the board will take the outcome of the vote into consideration when considering the remuneration policy.

The Chairman of the Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

3. Resolution 2 – Re-election of Director – Mr Stephen Stone

The Constitution requires that at the annual general meeting in every year, one-third of the Directors for the time being shall retire from office.

The Constitution provides that a Director who retires is eligible for re-election. Pursuant to the Constitution Mr Stone will retire and seek re-election.

A Brief CV of Mr Stone is contained in the Annual Report.

4. Resolution 3 – Re-election of Director – Tan Sri Abu Sahid Mohamed

The Constitution requires that a director appointed as an addition to the existing directors during the year remains in office until the next following general meeting and then is eligible for re-election.

Pursuant to the Constitution Tan Sri Abu Sahid Mohamed will retire and seek re-election.

A Brief CV of Tan Sri Mohamed is contained in the Annual Report.

5. Resolution 4 - Ratification of Prior Issue of Shares

5.1 General

Resolution 4 seeks Shareholder approval for the ratification of a prior issue of shares.

5.2 Listing Rule 7.4

The ordinary shares issued were issued within the 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval. The effect of Shareholders passing Resolution 4 by ratifying the prior issue will be to restore the Company's ability to issue securities within that limit.

5.3 Specific Information required by Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4:

- (a) the 13,000,000 ordinary shares were issued on 30 September 2009 to those persons listed in Annexure A.
- (b) the ordinary shares were issued at an issue price of 10 cents per share;
- (c) the ordinary shares rank equally with the existing ordinary shares on issue;
- (d) a total of \$1.3 million was raised to fund additional at the Swedish copper projects, general working capital requirements and to pay for the costs of the issue;
- (e) a voting exclusion statement is included in the Notice.

Annexure A

Name	Shares	Amount
Brad Berger	250,000	25,000.00
Ian Stuart	250,000	25,000.00
Flue Holdings Pty Ltd	825,000	82,500.00
Blu Bone Pty Ltd <Share Trading Account>	250,000	25,000.00
NLK Pty Ltd <NLK Family Trust A/C>	100,000	10,000.00
Mr Daniel Paul Wise <Ark Investments A/C>	825,000	82,500.00
Kapiri Holdings Pty Ltd	500,000	50,000.00
Solequest Pty Ltd	500,000	50,000.00
Robert Wittenoom	1,000,000	100,000.00
Mr Peter Reeves	100,000	10,000.00
Mr Mark Priestley Belton & Mr Adam Priestley Belton	50,000	5,000.00
Mr Maciej Likasz Rosiewicz <Rosiewicz Family A/c>	50,000	5,000.00
Brett Maxwell Schreupers <Brett Schreupers Investment A/c>	50,000	5,000.00
Raven Investment Holdings Pty Ltd <Raven Investment A/C>	300,000	30,000.00
Alan Peter Lawson <Lawson Family A/C>	50,000	5,000.00
Diligaf CB Pty Ltd <Brown Family No 1 A/C>	50,000	5,000.00
Mr Shane Hoehock Wee <Wee Family A/C>	50,000	5,000.00
Ms Megan Jane Armitage <Megan Armitage Family A/C>	50,000	5,000.00
Siew Mun Chuang	5,000,000	500,000.00
Alpha Investment Partners Ltd	500,000	50,000.00
Butler Capital	300,000	30,000.00
General Research GMBH	200,000	20,000.00
Freelight Nominees Pty Ltd ATF Thornbill Trust Account	700,000	70,000.00
Mosman Management Pty Ltd	250,000	25,000.00
Mr Edward Frank Davison	200,000	20,000.00
LPJ Pty Ltd	200,000	20,000.00
Lifestyle Holdings Pty Ltd	200,000	20,000.00
Mr Michael Francis & Mrs Josephine Adele Ahern	200,000	20,000.00
Total	13,000,000	\$1,300,000.00

AVALON MINERALS LTD

ABN 68 123 184 412

PROXY FORM

By delivery:

Suite 2, 2 Richardson St West Perth WA 6005

By post:

PO Box 165 West Perth WA 6872

By facsimile:

+61 8 9322 2827

I/We

¹

of

being a Shareholder/Shareholders of the Company and entitled to

votes in the Company, hereby appoint ²

or failing such appointment the chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10.00 am on 19 November 2009 (WST) at The Park Business Centre 45 Ventnor Ave West Perth, Western Australia and at any adjournment thereof in the manner indicated below or, in the absence of indication, as he thinks fit. If 2 proxies are appointed, the proportion or number of votes of this proxy is authorised to exercise is * []% of the Shareholder's votes*/ [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Reappointment of a Director Mr Stephen Stone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Reappointment of a Director Tan Sri Mohamed	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Previous Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Authorised signature/s This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

¹ Insert name and address of Shareholder

² Insert name and address of proxy

*Omit if not applicable

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that meeting, the representative of the body corporate to attend the meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Perth office (Suite 2, 2 Richardson St West Perth Western Australia 6005, or by post to GPO Box 165 West Perth WA 6872 or Facsimile (08) 9322 2827 if faxed from within Australia or +618 9322 2827 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (WST).
