

6th April 2016

ASX ANNOUNCEMENT



NOTICE OF GENERAL MEETING

Please find attached the following documentation that has been despatched to all shareholders of Avalon Minerals Limited ('Avalon' or 'Company').

1. Notice of General Meeting
2. Explanatory Memorandum

A personalised Proxy form will also be provided with the meeting material.

An electronic copy of the Notice of Meeting material is available on the Company's website.

Yours faithfully

Gavin Leicht
Company Secretary
Avalon Minerals Limited

For further information please visit www.avalonminerals.com.au or contact:

Mr Malcolm Norris
Managing Director
Avalon Minerals Ltd
Tel: 07 3368 9888
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ASX: AVI

REGISTERED OFFICE

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AVALON MINERALS LIMITED
ACN 123 184 412

NOTICE OF GENERAL MEETING
EXPLANATORY MEMORANDUM
PROXY FORM

Date of Meeting

Tuesday
10 May 2016

Time of Meeting

4.00 pm
(Qld time)

Place of Meeting

Avalon Minerals Limited
Gardner House
9 Gardner Close
Milton Qld
4064

**NOTICE OF GENERAL MEETING
AVALON MINERALS LIMITED
ACN 123 184 412**

Notice is hereby given that a General Meeting of Shareholders of Avalon Minerals Limited (**Company**) will be held at 4.00pm (Qld time) on Tuesday, 10 May 2016 at the registered office of Avalon Minerals Limited, Gardner House, 9 Gardner Close, Milton, Queensland.

RESOLUTION 1 – Ratification of prior issue of placement Shares under Listing Rule 7.1A

To consider and if thought fit, pass, with or without amendment, the following Resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue and allotment of 14,851,852 Shares at an issue price of \$0.027 (2.7 cents) to the Allottees as set out in the Explanatory Memorandum.”

RESOLUTION 2 – Ratification of prior issue of placement Shares under Listing Rule 7.1

To consider and if thought fit, pass, with or without amendment, the following Resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue and allotment of 45,663,438 Shares at an issue price of \$0.016 (1.6 cents) to the Allottees as set out in the Explanatory Memorandum.”

RESOLUTION 3 – Approval for issue of shares to Director - Mr Malcolm Norris

To consider and if thought fit, pass, with or without amendment, the following Resolution as an ordinary resolution:

‘That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,345,875 Shares at an issue price of \$0.016 (1.6 cents) to Mr Malcolm Norris (or his nominee), a director of the Company, as set out in the Explanatory Memorandum.’

RESOLUTION 4 – Approval for issue of shares to Director - Mr Graham Ascough

To consider and if thought fit, pass, with or without amendment, the following Resolution as an ordinary resolution:

‘That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,113,813 Shares at an issue price of \$0.016 (1.6 cents) to Mr Graham Ascough (or his nominee), a director of the Company, as set out in the Explanatory Memorandum.’

RESOLUTION 5 – Approval for issue of shares to Director - Mr Crispin Henderson

To consider and if thought fit, pass, with or without amendment, the following Resolution as an ordinary resolution:

‘That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,288,688 Shares at an issue price of \$0.016 (1.6 cents) to Mr Crispin Henderson (or his nominee), a director of the Company, as set out in the Explanatory Memorandum.’

Please refer to the Explanatory Memorandum attached to the Notice of Meeting for more information on the Resolutions.

**DATED 31 March 2016
BY ORDER OF THE BOARD AVALON
MINERALS LIMITED**



**Gavin Leicht
Company Secretary**

NOTES

1. Voting entitlement

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Board has determined that the Shareholders who are on the Company's share register at 8 May, 2016 (being not be more than 48 hours before the Meeting (QLD time)) on Tuesday, 10 May 2016 will be taken, for the purposes of the General Meeting, to be entitled to attend and vote at the Meeting. If you are not the registered holder of a relevant share at that time, you will not be entitled to vote at the meeting.

2. Voting at the meeting

Ordinary resolutions require the support of more than 50% of the votes cast. Special resolutions require the support of at least 75% of the votes cast. All the Resolutions at this Meeting are ordinary resolutions.

Every resolution arising at this General Meeting will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Company's Constitution.

On a show of hands, every Shareholder who is present in person or by proxy, representative or attorney, will have one vote. Upon a poll, every person who is present in person or by proxy, representative or attorney will have one vote for each Share held by that person.

3. Voting Exclusion Statements

(a) Resolutions 1 and 2

The Company will disregard any votes cast on Resolutions 1 and 2 by:

- an Allottee who participated in the issue; and
- any associate of the Allottee (or those Allottees).

However, the Company will not disregard any votes cast on this Resolution if:

- It is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- 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.

(b) Resolutions 3, 4 and 5

The Company will disregard any votes cast on Resolutions 3, 4 and 5 by a person who is to receive securities in relation to the Company and an associate of that person (or those persons).

However, the Company will not disregard any votes cast on this Resolution if:

- It is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- 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.

4. Proxies

A Shareholder entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote for the Shareholder at the Meeting. A proxy need not be a Shareholder. If the Shareholder is entitled to cast two or more votes at the Meeting the Shareholder may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. A form of proxy accompanies this Notice.

To be valid, the appointment of a proxy (made using a properly completed and executed Proxy Form) must be received by the Company no later than 4.00pm (Qld time) on 8 May 2016.

Proxy Forms can be submitted by the below methods:

- (a) Online by visiting www.investorvote.com.au and entering the 6 digit control number found on the front of the proxy form. Intermediary Online subscribers (Custodians) may lodge proxy instructions at www.intermediaryonline.com;
- (b) by mail to Computershare Investor Services, GPO Box 242, Melbourne Victoria 3001; and
- (c) by facsimile 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

5. Undirected proxies

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on each Resolution by marking either **For**, **Against** or **Abstain** on the voting form for that item of business.

The Chair of the Meeting intends to vote all undirected proxy votes in favour of all Resolutions.

6. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum contains an explanation of, and information about, the Resolutions to be considered at the General Meeting of Shareholders of Avalon Minerals Limited to be held on Tuesday, 10 May 2016. This Explanatory Memorandum is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the Resolutions proposed. Shareholders should read the Explanatory Memorandum in full. The Explanatory Memorandum forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

The Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Capitalised words used in the Notice of Meeting and in the Explanatory Memorandum are defined in the Glossary section at the end of the Explanatory Memorandum.

The information contained in this Explanatory Memorandum has been prepared by the Company and is the responsibility of the Company. Other than the information set out in this Explanatory Memorandum, the Directors believe that there is no other information that could reasonably be required by Shareholders to consider Resolutions 1 to 5 (inclusive).

RESOLUTION 1– Ratification of the prior issue of placement Shares under Listing Rule 7.1A

Background

This Resolution seeks ratification by Shareholders of the issue of 14,851,852 Shares to the Allottees set out below on 19 October 2015 under the Company's additional 10% placement capacity under Listing Rule 7.1A.

Listing Rule 7.1A enables certain eligible entities to seek shareholder approval to issue equity securities up to 10% of its issued share capital over a 12 month period after the annual general meeting at which a resolution for the purposes of Listing Rule 7.1A is passed by special resolution. This additional 10% placement capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1. In relation to this placement, the Company obtained approval from Shareholders to issue equity securities under Listing Rule 7.1A at the Company's annual general meeting held on 3 November 2014.

A note to Listing Rule 7.4 provides that the issue of securities made under Listing Rule 7.1A can be ratified by shareholders under Listing Rule 7.4. If Shareholders ratify the issue of securities, the issue will not reduce the Company's placement capacity under Listing Rule 7.1A.

Accordingly, Resolution 1 seeks Shareholder approval for and ratification of the issue of:-

(a) 14,851,852 Shares issued under the Company's additional 10% placement capacity under Listing Rule 7.1A, under Listing Rule 7.4 to provide flexibility for the Company to issue equity securities under the additional 10% placement capacity under Listing Rule 7.1A in the next 12 months without the requirement to obtain Shareholder approval.

Listing Rule disclosure

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the issue of Shares the subject of Resolution 1:

<i>Required disclosure</i>	
<i>Number of securities allotted</i>	Total of 14,851,852 Shares were issued under the Company's additional 10% placement capacity under Listing Rule 7.1A.
<i>Issue price</i>	\$0.027 (2.7 cents) each
<i>Terms of the securities</i>	The Shares were issued as fully paid ordinary shares ranking equally with existing Shares, for which the Company sought quotation on the official list of the ASX on 19 October 2015.
<i>Names of Allottees</i>	The Shares were issued to the following parties on the following noted allocations: <ul style="list-style-type: none">• 6,500,000 Shares to Valbonne II via HSBC Custody Nominees (Australia) Limited• 2,500,000 Shares to Marilei International Limited• 4,000,000 Shares to Potezna Gromadka Ltd• 1,851,852 Shares to Wyntorc SA
<i>Use of funds</i>	Fund ongoing work required for completion of the scoping study on the Company's Viscaria Copper Project in Sweden, including drilling costs to update the Mineral Resource Estimate, and progressing the Environmental and Social Impact Assessment.

Recommendation: The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

RESOLUTION 2– Ratification of the prior issue of placement Shares under Listing Rule 7.1

Background

This Resolution seeks ratification by Shareholders of the issue of 45,663,438 Shares to the Allottees set out below on 8 March 2016.

The Placement was undertaken under the Company's annual 15% placement capacity under Listing Rule 7.1.

Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period which exceeds 15% of the number of issued securities of the company held at the beginning of the 12 month period, except with the prior approval of shareholders of the company in general meeting, unless an exception in Listing Rule 7.2 applies.

However, Listing Rule 7.4 provides that an issue of equity securities made without shareholder approval under Listing Rule 7.1 is treated as having been made with shareholder approval for the purpose of Listing Rule 7.1 if:

- the issue did not breach Listing Rule 7.1; and
- holders of ordinary securities subsequently approve it.

The issue of the Shares did not result in the Company breaching the 15% limit referred to in Listing Rule 7.1. The issue of the Shares does not therefore depend upon shareholders passing Resolution 2. The purpose of Resolution 2 is to obtain shareholder approval for the purpose of Listing Rule 7.4 and for all other purposes. If shareholders approve the issue of the Shares for the purpose of Listing Rule 7.4, the issue of the Shares will not count towards determining the number of equity securities which the Company can issue in any 12 month period. However, if shareholders do not approve the issue of the Shares for the purpose of Listing Rule 7.4, the issue of the Shares will count towards the number of equity securities which the Company can issue in any 12 month period.

Resolution 2 seeks Shareholder approval for and ratification of the issue of:-

- (a) 45,663,438 Shares issued under the Company's annual 15% placement capacity under Listing Rule 7.1,

under Listing Rule 7.4 to provide flexibility for the Company to issue equity securities under the 15% placement capacity under Listing Rule 7.1 in the next 12 months without the requirement to obtain Shareholder approval.

Listing Rule disclosure

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the issue of Shares the subject of Resolution 2:

<i>Required disclosure</i>	
<i>Number of securities allotted</i>	Total of 45,663,438 Shares were issued under the Company's annual 15 % placement capacity under Listing Rule 7.1
<i>Issue price</i>	\$0.016 (1.6 cents) each
<i>Terms of the securities</i>	The Shares were issued as fully paid ordinary shares ranking equally with existing Shares, for which the Company sought quotation on the official list of the ASX on 8 March 2016.
<i>Names of Allottees</i>	The Shares were issued to the following parties on the following noted allocations: <ul style="list-style-type: none">• 13,838,688 Shares to Valbonne II via HSBC Custody Nominees (Australia) Limited• 12,540,000 Shares to Potezna Gromadka Ltd• 10,749,375 Shares to JP Morgan Nominees Australia Limited• 6,000,000 Shares to Marilei International Limited• 2,535,375 Shares to Viaticus Capital LLC
<i>Use of funds</i>	To progress the Company's Viscaria Copper Project in northern Sweden and for working capital

Recommendation: The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

RESOLUTIONS 3, 4 and 5 - Approval for issue of shares to three Directors

Background

Resolutions 3, 4 and 5 seek to obtain shareholder approval pursuant to Listing Rule 10.11 for the issue of a total of 3,748,376 fully paid ordinary shares to three (3) directors of the Company as described in the table below:

Director	Shares	Issue Price (per share)
Mr Malcolm Norris	1,345,875	\$0.016 (1.6 cents)
Mr Graham Ascough	1,113,813	\$0.016 (1.6 cents)
Mr Crispin Henderson	1,288,688	\$0.016 (1.6 cents)

Listing Rules

Listing Rule 10.11 provides that a company must not, subject to specified exceptions, issue or agree to issue equity securities to a related party, which includes a Director, without shareholder approval. If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Corporations Act 2001 (Cth)

Pursuant to Chapter 2E of the Corporations Act, a public company cannot give "a financial benefit" to a "related party", which includes a director, unless one of the exceptions to the section apply or shareholders, at a general meeting, approve the giving of that financial benefit to the related party.

Section 210 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given at arm's length, that is on terms that:

- would be reasonable in the circumstances if the public company and the related party were dealing at arms' length; or
- are less favourable to the related party than the terms referred to in paragraph (a).

The Director (other than Messrs Norris, Ascough and Henderson) considers that the proposed issue of securities the subject of Resolutions 3, 4 and 5 is on arm's length terms and, as such, fall within the exception set out in section 210 of the Corporations Act. The Director (other than Messrs Norris, Ascough and Henderson) has reached this view as the terms upon which Messrs Norris, Ascough and Henderson will acquire the securities are the same as those terms upon which allottees acquired securities in the Company at a share issue price of \$0.016 (1.6 cents) each pursuant to the placement described in full detail in Resolution 2 above.

RESOLUTION 3 – Approval for issue of shares to Director – Mr Malcolm Norris

The following information is provided in accordance with the requirements of Listing Rule 10.13:

- (a) The securities the subject of Resolution 3 are to be issued to Mr Norris (or his nominee/s), a director of the Company;
- (b) The maximum number of shares to be issued is 1,345,875 fully paid ordinary shares;
- (c) The securities will be issued no later than one (1) month after the date of the Meeting (or such later date as may be permitted by an ASX waiver of the Listing Rules);
- (d) The issue price of the shares will be \$0.016 (1.6 cents) per share;
- (e) The shares will rank equally with the Company's existing listed fully paid ordinary shares. The Company will apply to ASX for admission of the shares issued for quotation on ASX;
- (f) The issue of securities to Mr Norris will raise \$21,534. Funds raised by the issue of securities to Mr Norris will be used to fund the Company's Viscaria Copper Project as described above and provide working capital for the Company.

Mr Norris declines to make a recommendation to Shareholders in relation to Resolution 3 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 3, recommend that Shareholders vote in favour of Resolution 3. The Board, other than Mr Norris, are not aware of any other information which would reasonably be required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 3.

Recommendation: The Board, with Mr Norris abstaining, unanimously recommends that Shareholders vote in favour of Resolution 3.

RESOLUTION 4 – Approval for issue of shares to Director – Mr Graham Ascough

The following information is provided in accordance with the requirements of Listing Rule 10.13:

- (a) The securities the subject of Resolution 4 are to be issued to Mr Ascough (or his nominee/s), a director of the Company;
- (b) The maximum number of shares to be issued is 1,113,813 fully paid ordinary shares;
- (c) The securities will be issued no later than one (1) month after the date of the Meeting (or such later date as may be permitted by an ASX waiver of the Listing Rules);
- (d) The issue price of the shares will be \$0.016 (1.6 cents) per share;
- (e) The shares will rank equally with the Company's existing listed fully paid ordinary shares. The Company will apply to ASX for admission of the shares issued for quotation on ASX;
- (f) The issue of securities to Mr Ascough will raise \$17,821. Funds raised by the issue of securities to Mr Ascough will be used to fund the Company's Viscaria Copper Project as described above and provide working capital for the Company.

Mr Ascough declines to make a recommendation to Shareholders in relation to Resolution 4 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 4, recommend that Shareholders vote in favour of Resolution 4. The Board, other than Mr Ascough, are not aware of any other information which would reasonably be required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 4.

Recommendation: The Board, with Mr Ascough abstaining, unanimously recommends that Shareholders vote in favour of Resolution 4.

RESOLUTION 5 – Approval for issue of shares to Director – Mr Crispin Henderson

The following information is provided in accordance with the requirements of Listing Rule 10.13:

- (a) The securities the subject of Resolution 5 are to be issued to Mr Henderson (or his nominee/s), a director of the Company;
- (b) The maximum number of shares to be issued is 1,288,688 fully paid ordinary shares;
- (c) The securities will be issued no later than one (1) month after the date of the Meeting (or such later date as may be permitted by an ASX waiver of the Listing Rules);
- (d) The issue price of the shares will be \$0.016 (1.6 cents) per share;
- (e) The shares will rank equally with the Company's existing listed fully paid ordinary shares. The Company will apply to ASX for admission of the shares issued for quotation on ASX;
- (f) The issue of securities to Mr Henderson will raise \$20,619. Funds raised by the issue of securities to Mr Henderson will be used to fund the Company's Viscaria Copper Project as described above and provide working capital for the Company.

Mr Henderson declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 5, recommend that Shareholders vote in favour of Resolution 5. The Board, other than Mr Henderson, are not aware of any other information which would reasonably be required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 5.

Recommendation: The Board, with Mr Henderson abstaining, unanimously recommends that Shareholders vote in favour of Resolution 5.

GLOSSARY

In this Explanatory Memorandum and Notice of General Meeting the following expressions have the following meanings unless stated otherwise or unless the context otherwise requires:

\$ means Australian dollars.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

Board means the current board of directors of the Company.

Chairman means the Chairman of the Board.

Company or **Avalon** means Avalon Minerals Limited ACN 123 184 412.

Constitution means the constitution of the Company currently in force.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company as at the date of the Explanatory Memorandum.

Explanatory Memorandum means the explanatory memorandum that accompanies and forms part of the Notice of Meeting.

General Meeting or **Meeting** means the meeting convened by the Notice.

Listing Rules means the official listing rules of the ASX.

Notice or **Notice of Meeting** means the notice of general meeting including the Explanatory Memorandum and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolution means a resolution as set out in the Notice.

Share or **Shares** means a fully paid ordinary share in the Company.

Shareholder means a holder of a Share in the Company.

