



24 June 2009

Companies Announcement Office  
Australian Securities Exchange Limited  
Level 6  
20 Bridge Street  
Sydney NSW 2000

**Via E-lodgement**

**Change of Substantial Holder Notice**

Please find attached Change in Substantial Holder Notices received by the Company.

Yours Faithfully

David Riekie

**MANAGING DIRECTOR**

**For further information please contact:**

David Riekie, Managing Director +61 419 994 301

[david.riekie@avonleaminerals.com.au](mailto:david.riekie@avonleaminerals.com.au)

Joanna Kiernan, Company Secretary +61 412 241 292

[joanna.kiernan@avonleaminerals.com.au](mailto:joanna.kiernan@avonleaminerals.com.au)

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme AVONLEA MINERALS LIMITEDACN/ARSN 125 176 703**1. Details of substantial holder(1)**Name Blueknight Corporation Pty Ltd (ACN 094 502 360), Genteel Nominees Pty Ltd  
ACN/ARSN (if applicable) (ACN 068 565 122), Roger Steinepreis and David PaganinThere was a change in the interests of the  
substantial holder on 23 /06 /2009The previous notice was given to the company on 18 /09 /2007The previous notice was dated 18 /09 /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)
Ordinary Fully Paid	3,500,000	15.22%	3,500,000	6.92%

**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 (6)	Class and number of securities	Person's votes
	See Annexure A				

**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
N/A	

**6. Addresses**

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

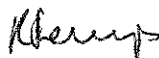
Name	Address
Blueknight Corporation	P/L, Genteel Nominees Pty Ltd, Roger Steinepreis and
David Paganin	GPO Box 2799 Perth WA 6000

**Signature**

print name Roger Steinepreis

capacity Director of Blueknight P/L

sign here



date 24/6/2009

**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.

AVONLEA MINERALS LIMITED

ABN 81 125 176 703

'ANNEXURE A'

This Annexure 'A' of 1 page referred to in form 604:

**3. Changes in relevant interests**

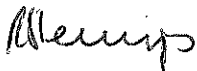
Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

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
22/05/2009	Blueknight Corporation Pty Ltd	Dilution due to share issue by Avonlea	Nil – no acquisition or disposal by substantial holder	No change in shareholding	No change in shareholding
22/06/2009	Blueknight Corporation Pty Ltd	Dilution due to share issue by Avonlea	Nil – no acquisition or disposal by substantial holder	No change in shareholding	No change in shareholding

**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	Register holder of securities	Persons entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Each other person named in the substantial holder notice lodged on 18/09/2007	Blueknight Corporation Pty Ltd	Blueknight Corporation Pty Ltd	Registered holder	3,500,000 Ordinary Fully Paid Shares	3,500,000



Roger Steinepreis

Director – Blueknight Corporation

Dated: 24/06/2009

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme AVONLEA MINERALS LIMITEDACN/ARSN 125 176 703**1. Details of substantial holder(1)**Name David Noel Riekie

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the  
substantial holder on 23 /06 /2009The previous notice was given to the company on 01 /04 / 2009The previous notice was dated 01 /04 /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 Fully Paid	3,000,000	8.83%	3,220,000	6.36%

**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				

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	See Annexure A				

**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
N/A	

**6. Addresses**

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

Name	Address
David Noel Riekie	5 Wood Street, Swanbourne WA 6010

**Signature**

print name David Noel Riekie

capacity

sign here



date 24/6/09

**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.

**AVONLEA MINERALS LIMITED**

**ABN 81 125 176 703**

**'ANNEXURE A'**

**This Annexure 'A' of 1 page referred to in form 604:**

**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:

<b>Date of Change</b>	<b>Person whose relevant interest changed</b>	<b>Nature of Change (6)</b>	<b>Consideration given in relation to change (7)</b>	<b>Class and number of securities affected</b>	<b>Person's votes affected</b>
8&9/04/2009	David Noel Riekie	On Market Purchase	\$9,460	220,000 Ordinary Fully Paid Shares	220,000
22/06/2009	David Noel Riekie	Dilution due to share issue by Avonlea	Nil – no acquisition or disposal by substantial holder	No change in shareholding	No change in shareholding

**4. Present relevant interests**

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

<b>Holder of relevant interest</b>	<b>Register holder of securities</b>	<b>Persons entitled to be registered as holder (8)</b>	<b>Nature of relevant interest (6)</b>	<b>Class and number of securities</b>	<b>Person's votes</b>
David Noel Riekie	David Noel Riekie	David Noel Riekie	Beneficial Owner	3,000,000 Ordinary Fully Paid Shares	3,000,000
Mr DN & Mrs MM Riekie <Riekie Superannuation Fund>	Mr DN & Mrs MM Riekie <Riekie Superannuation Fund>	Mr DN & Mrs MM Riekie <Riekie Superannuation Fund>	Beneficial Owner	220,000 Ordinary Fully Paid Shares	220,000



**David Noel Riekie**

Dated: 24/06/2009