



**AVZ Minerals
Limited**

10 February 2017

Companies Announcement Office
ASX Limited
Level 6, 20 Bridge Street
Sydney NSW 2000

COMPLETION OF TRANCHE 1 OF PLACEMENT AND DUE DILIGENCE UPDATE

DUE DILIGENCE UPDATE

On 2 February 2017, AVZ Minerals Limited (**AVZ**) announced that it had agreed to acquire, subject to certain conditions including completion of satisfactory due diligence, a 60% interest in the Manono tin, tantalum and lithium project (**Manono Project**) in the south of the Democratic Republic of Congo (**DRC**).

AVZ has commenced its due diligence of the Manono Project in the DRC. AVZ's exploration director, Mr Nigel Ferguson, is in country and a drill rig is expected to mobilise to site next week. Geological mapping and surface sampling is planned to commence late next week. AVZ's DRC legal adviser has commenced the review of legal matters including the validity of title. Subsequent to the 2 February 2017 announcement, AVZ has been advised a third party that previously held an indirect interest in a historic licence at Manono (PE 12202) is claiming the cancellation of that licence in 2016 by the DRC Mining Registry was invalid. AVZ understands the DRC Minister of Mines has previously rejected an appeal against the cancellation (ie. upheld the cancellation). AVZ's joint venture partner La Congolaise D'exploitation Miniere SA (Cominiere, a State owned enterprise) has also made standard representations and warranties to AVZ with respect to the validity of title as part of the joint venture agreement. AVZ's due diligence review is expected to be completed in late March 2017 and shareholders will be appraised of any material developments.

Drafting of the notice of shareholder meeting is also in progress, for the approval of the attaching options for Tranche 1, the second tranche of the placement and various other matters requiring shareholder approval. It is expected the notice will be issued in late February 2017, and the meeting held in late March 2017.

ISSUE AND ALLOTMENT OF ORDINARY SHARES

The Company has completed settlement for the issue and allotment of 125,000,000 ordinary shares at an issue price of 2 cents each to raise \$2,500,000, as announced on 2 February 2017 (**Placement**). In addition, 4,000,000 performance rights were converted into ordinary shares as the milestone has been met and 35,000,000 options exercisable at 1.2 cents each on or before 30 September 2017 have been exercised.

An Appendix 3B is attached.

SECTION 708A (5)(e) NOTICE

Issuer: AVZ Minerals Limited

ABN: 81 125 176 703

The Issuer named above notifies ASX (as the operator of the prescribed financial market on which the securities identified below are or are to be quoted) under section 708A(5)(e) that:

- (a) the securities identified below were issued without disclosure under Part 6D.2 of the Corporations Act;
- (b) as at the date of this notice the Issuer has complied with the provisions of Chapter 2M as they apply to the Issuer and with section 674 of the Corporations Act; and
- (c) as at the date of this notice there is no information which is excluded information as contained in sections 708A(7) and 708A(8) of the Corporations Act.

DETAILS OF THE ISSUE OF SECURITIES	
Class of Securities:	Ordinary Shares
ASX Code of the Securities:	AVZ
Date of the issue of Securities:	10 February 2017-39,000,000 Ordinary shares 13 February 2017-125,000,000 Ordinary shares
Total number of Securities issued:	164,000,000 Ordinary Shares

ASX Listing Rule 3.10.5A and Listing Rule 7.1A

The following information is provided in accordance with ASX Listing Rule 3.10.5A and Listing Rule 7.1A.

1. The dilutive effect of the **Placement** on existing shareholders is as follows:

	Number of securities issued	Percentage of pre- Placement issued share capital	Percentage of post- Placement issued share capital
Ordinary shares issued under Listing Rule 7.1	63,399,163	8.29%	7.13%
Ordinary shares issued under Listing Rule 7.1A	61,600,837	8.06%	6.93%

2. The Company considered the Placement to be the most expedient and efficient method for raising the funds for working capital as part of the proposed acquisition and due diligence on the Manono Project which was announced on 2 February 2017.
3. There was no underwriter to the Placement.
4. The Company has agreed to pay a fee of up to 6% plus GST to applications provided by licensed securities dealers or Australian financial services licensees in respect of any valid applications lodged and accepted by the Company. There were no other fees or costs incurred in connection with the Placement

Yours sincerely

A handwritten signature in black ink that reads "G Steinepreis". The signature is written in a cursive style with a large, stylized initial "G" and a vertical line extending downwards from the bottom of the "G".

Gary Steinepreis
Company Secretary

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

AVZ Minerals Ltd

ABN

81 125 176 703

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|-------------|
| 1 | +Class of +securities issued or to be issued | Ordinary |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 164,000,000 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | N/A |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes</p>
<p>5 Issue price or consideration</p>	<p>2 cents – Placement 125,000,000 ordinary shares Nil – 4,000,000 shares issued on conversion of performance rights 1.2 cents – 35,000,000 Options exercised into ordinary shares</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Placement funds will be used primarily to fund the initial consideration payments required for the Acquisition, for due diligence and exploration programmes at the Manono Lithium-Tin-Tantalum Project and for general working capital purposes.</p> <p>Conversion of performance rights into ordinary shares</p> <p>Exercise of options</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>24 November 2016</p>

+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	63,399,163
6d	Number of +securities issued with security holder approval under rule 7.1A	61,600,837
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	35,000,000
6f	Number of +securities issued under an exception in rule 7.2	4,000,000
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	<p>Yes</p> <p>Issue date: 2 February 2017</p> <p>Issue price: 2 cents</p> <p>VWAP: 1.78 cents</p> <p>75% VWAP: 1.335 cents</p> <p>Source: Trading data - IRESS</p>
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	-
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	<p>Listing Rule 7.1 – -</p> <p>Listing Rule 7.1A – <u>10,387,494</u></p> <p style="text-align: right;">10,387,494</p>
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>39,000,000-ordinary shares-10 February 2017</p> <p>125,000,000-ordinary shares-13 February 2017</p>

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	889,466,643	Ordinary

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	-	-

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	
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Part 2 - Pro rata issue

11 Is security holder approval required?	-
12 Is the issue renounceable or non-renounceable?	-
13 Ratio in which the +securities will be offered	-
14 +Class of +securities to which the offer relates	-
15 +Record date to determine entitlements	-
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	-
17 Policy for deciding entitlements in relation to fractions	-

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	-	
19	Closing date for receipt of acceptances or renunciations	-	
20	Names of any underwriters	-	
21	Amount of any underwriting fee or commission	-	
22	Names of any brokers to the issue	-	
23	Fee or commission payable to the broker to the issue	-	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	-	
25	If the issue is contingent on security holders' approval, the date of the meeting	-	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	-	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	-	
28	Date rights trading will begin (if applicable)	-	
29	Date rights trading will end (if applicable)	-	
30	How do security holders sell their entitlements <i>in full</i> through a	-	

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Appendix 3B
New issue announcement

	broker?	<input type="text"/>
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	- <input type="text"/>
32	How do security holders dispose of their entitlements (except by sale through a broker)?	- <input type="text"/>
33	*Issue date	- <input type="text"/>

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of *securities
(tick one)
- (a) *Securities described in Part 1
- (b) All other *securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders
- 36 If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional *securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought -

39 +Class of +securities for which quotation is sought -

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now -

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	-	-

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Gary Steinepreis
Director
10 February 2017

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	487,883,310
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>73,000,000 (EGM June 2016) 90,000,000 (AGM Nov 2016) 30,000,000 (AGM Nov 2016) 35,000,000 (EGM June 2016) 4,000,000 (EGM August 2014)</p>
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-
“A”	719,883,310

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	107,932,496
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>44,583,333 (December 2016)</p> <p>63,399,163</p>
“C”	107,932,496
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15	107,932,496
<i>Note: number must be same as shown in Step 4</i>	
Subtract “C”	107,932,496
<i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.15] – “C”	- <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	719,883,310
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	71,988,331
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	61,600,837
“E”	61,600,837

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	71,988,331
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	61,600,837
Total ["A" x 0.10] – "E"	10,387,494 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.