



**AVZ Minerals
Limited**

5 February 2018

BOARD APPOINTMENTS

Board strengthened with appointment of senior technical specialists for completion of JORC resources and feasibility studies

AVZ Minerals Limited (**ASX: AVZ**) is pleased to announce the appointment of Mr Nigel Ferguson as Managing Director and Mr Rhett Brans as a Non-Executive Director.

Mr Ferguson transitions from Technical Director to Managing Director of the Company, reflecting the increased role Mr Ferguson is taking in all aspects of the Company's activities, and the increased commitment required at the Manono Lithium Project. Mr Ferguson will be responsible for the management of the Company's day to day affairs with the primary focus of advancing the Manono Lithium Project. Mr Eckhof will continue as Executive Chairman, focusing primarily on strategy, strategic relationships and the capital markets.

Mr Ferguson will receive annual remuneration of A\$300,000 through a consulting letter agreement. The arrangement can be terminated by either party on six months' notice.

Mr Brans is an experienced director and civil engineer with over 45 years' experience in project developments. He is currently a Non-Executive Director of Australian Potash Limited and Carnavale Resources Ltd. Previously, Mr Brans was a founding director of Perseus Mining Limited and served on the boards of Syrah Resources Limited, Tiger Resources Limited and Monument Mining Limited. Throughout his career, Mr Brans has been involved in the management of feasibility studies and the design and construction of mineral treatment plants across a range of commodities and geographies including for gold in Ghana, copper in the DRC and graphite in Mozambique. He has extensive experience as an owner's representative for several successful mine feasibility studies and project developments. Mr Brans experience in initially guiding feasibility work followed by planned development and commissioning will be of significant value as the Company advances the Manono Lithium Project. Mr Brans holds a Dip. Engineering (Civil), and is a member of the Institution of Engineers, Australia and the Australian Institute of Company Directors.

It is proposed, subject to shareholder approval, to issue Mr Ferguson (or his nominee) 12 million Performance Rights and Mr Brans (or his nominee) 4.5 million Performance Rights. These Performance Rights shall vest in three equal tranches upon the following milestones being achieved:

- 1) Tranche 1 shall vest if the volume weighted average share price ("VWAP") for the shares on the ASX is A\$0.34 or higher during the vesting period;

- 2) Tranche 2 shall vest if the VWAP for the shares on the ASX is A\$0.40 or higher during the vesting period; and
- 3) Tranche 3 shall vest if the VWAP for the shares on the ASX is A\$0.44 or higher during the vesting period.

The vesting period for Mr Ferguson's and Mr Brans' Performance Rights are 6 months from the date of appointment to expiry three years from the date of issue. Full details of the terms of the Performance Rights will be included in the notice of meeting to be sent to shareholders. The proposed meeting date has not yet been determined.

The Board has also agreed to issue a total of 4,350,000 Performance Rights to various employees of the Company. These Employee Performance Rights shall vest in three equal tranches upon the same VWAP milestones being achieved as those issued to Mr Ferguson and Mr Brans. The vesting period for these Employee Performance Rights is 6 months from the date of issue to expiry three years from the date of issue. An Appendix 3B is attached.

For further information, visit www.avzminerals.com.au or contact:

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Executive Chairman
AVZ Minerals Limited
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Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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 | Performance Rights - unlisted |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 4,350,000 Performance Rights - unlisted |
| 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) | Performance Rights – unlisted – subject to various VWAP conditions. Expiry is 3 years after date of issue. |

+ 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>No</p> <p>Performance Rights – unlisted – when converted to shares</p>
<p>5 Issue price or consideration</p>	<p>No cash consideration</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Performance Rights provided to employees as incentives on achieving specified vesting measures/conditions within a specified period.</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 in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>N/A</p>

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
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.	N/A
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	N/A
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	Listing Rule 7.1 – 261,854,344 Listing Rule 7.1A – <u>N/A</u> 261,854,344
7	+Issue dates 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. Cross reference: item 33 of Appendix 3B.	5 February 2018

+ 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)	1,797,702,297	Ordinary
	214,408,201	Options

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	36,850,000	Performance rights
	207,428,573	Options-exercisable at 10 cents each on or before 15 April 2019

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	-	

+ See chapter 19 for defined terms.

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" value="-"/>
32	How do security holders dispose of their entitlements (except by sale through a broker)?	<input type="text" value="-"/>
33	*Issue date	<input type="text" value="-"/>

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.

Mathew O’Hara
Company Secretary
5 February 2018

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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	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid *ordinary securities on issue 12 months before the *issue date or date of agreement to issue	725,466,643
<i>Add</i> the following: <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> 	35,000,000 (EGM June 2016-options exercised and ordinary shares issued) 4,000,000 (EGM August 2014-performance rights milestone achieved and ordinary shares issued) 20,000,000 (EGM April 2017-performance rights milestone achieved and ordinary shares issued) 250,000,000 (EGM April 2017) 420,000,000 (EGM April 2017) 83,592,799 (EGM April 2017 – options exercised) 20,000,000 (EGM October 2017) 7,500,000 (EGM October 2017 – performance rights converted to shares 31 August 2017) 45,800,000 (EGM October 2017) 140,200,000 (EGM October 2017) 28,285,714 (EGM October 2017) 6,000,000 (EGM October 2017) 6,857,141 (EGM October 2017 – options exercised) 2,000,000 (EGM April 2017 – options exercised)
<i>Subtract</i> the number of fully paid *ordinary securities cancelled during that 12 month period	-
“A”	1,794,702,297

+ 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	269,205,344
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert 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>Note:</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>1,000 (May 2017-options) 3,000,000 (February 2018 – ordinary shares issued on conversion of performance rights) 4,350,000 (February 2018 – employee performance rights)</p>
“C”	7,351,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15	269,205,344
<i>Note: number must be same as shown in Step 4</i>	
Subtract “C”	7,351,000
<i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.15] – “C”	261,854,344 <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>	N/A
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	N/A
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> 	
“E”	-

+ 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>	N/A
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	-
Total ["A" x 0.10] – "E"	N/A <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.