



AUSTRALIAN STOCK EXCHANGE CODE AAM



ASX Announcement – 21 April 2006

The Companies Announcement Office
Australian Stock Exchange
Level 10 Exchange Centre
20 Bond Street
SYDNEY NSW 2000

Dear Sirs,

NOTICE OF GENERAL MEETING – 22 MAY 2006

Please find attached a Notice for a General Meeting of Shareholders to be held at the Celtic Club
48 Ord Street, West Perth on the 22nd of May 2006.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Mark Pitts".

Mark Pitts
Company Secretary



Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders will be held at the Celtic Club, 48 Ord Street, West Perth on **Monday 22 May 2006 at 11:00am**.

AGENDA

Special Business

The following resolutions to be considered at the Meeting are explained in the attached Explanatory Memorandum.

Resolution 1. SHARE ISSUE – BRONZEWING GOLD LIMITED MINING TENEMENTS PURCHASE AGREEMENT

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

"That pursuant to ASX Listing Rule 7.1 and for all other purposes, approval be given to the issue by A1 Minerals Limited ("A1" or "the Company") of 2,000,000 Ordinary fully paid Shares to Bronzewing Gold Limited ("Bronzewing") in consideration for the purchase of Tenements as set out in the Mining Tenements Purchase Agreement."

Resolution 2. RATIFY PREVIOUS SHARE ISSUE

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

"That pursuant to ASX Listing Rule 7.4 and for all other purposes, approval be given to the issue by the Company of 100,000 ordinary fully paid shares on 18 January 2006, issued as consideration for the acquisition of several high grade prospects."

Resolution 3. RATIFY PREVIOUS SHARE PLACEMENT

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

"That pursuant to ASX Listing Rule 7.4 and for all other purposes, approval be given to the issue by the Company of 7,400,000 ordinary fully paid shares issued as a placement to sophisticated and professional investors."

Resolution 4. ISSUE OF OPTIONS TO MR REX TURKINGTON

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

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 250,000 options to subscribe for ordinary shares in the Company to Mr Rex Turkington at an exercise price equal to 40 cents, exercisable on or before 30 November 2007. The issue to be in accordance with the terms and conditions set out in the rules of the A1Minerals Limited Directors, Employees and Other Permitted Persons Option Plan."

Resolution 5. PROPOSED SHARE ISSUE BY THE COMPANY OF UP TO 20,000,000 NEW SHARES WITHIN THREE MONTHS

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

"THAT the issue by the Company of up to 20,000,000 New Shares within 3 months of the date of this Meeting to subscribers to be determined by the Company at an issue price determined by the Company (and which is at least 80% of the average market price for Shares over the 5 days on which sales in the Shares were recorded before the day of the issue or, if there is a prospectus relating to the issue, over the 5 days on which sales in the Shares were recorded before the date the prospectus is signed) be and is hereby approved for all purposes including rule 7.1 of the ASX Listing Rules."

General Notes

Voting exclusion statement

The Company will disregard any votes cast on the resolutions by the following person(s) and any associate of that person(s).

Resolution 1, 2, 3, 4 and 5:

Any person or entity who participated or may participate in an issue or proposed issue or who might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary securities, if the resolutions are passed; or any associate of the persons or entities.

However, the Company will not disregard a vote if:

- (a) 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
- (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.

Explanatory Memorandum

The Explanatory Memorandum to Shareholders attached to this Notice of General Meeting is hereby incorporated into and forms part of this Notice of General Meeting.

Voting Entitlement

The Directors have determined in accordance with Regulation 7.11.37 of the Corporations Regulations that, for the purposes of attending and voting at the meeting, Shares will be taken to be held by the registered holders at 11:00 am on Saturday 20th May 2006.

Proxy

A member entitled to attend to vote at the meeting is entitled to appoint a proxy to attend and to vote instead of the member. The proxy need not be a member of A1 Minerals. Proxy Forms must be lodged at the principal office of A1 Minerals at Suite 34, 25 Walters Drive, Osborne Park, Western Australia 6017 **no later than 48 hours** before the time of the meeting. A Proxy Form accompanies this Notice of Meeting.

Dated this 18th day of April 2006

By order of the Board of Directors



MARK E PITTS

Company Secretary

Suite 34 : 25 Walters Drive : Osborne Park : Western Australia : 6017
Telephone (618) 9244 1400 : Facsimile (618) 9244 1600 :
Email info@a1minerals.com.au website www.a1minerals.com.au
ABN 44 100 727 491 : ASX Code AAM :

Notice of General Meeting

Explanatory Statement

Resolution 1

SHARE ISSUE – BRONZEWING GOLD LTD MINING TENEMENTS PURCHASE AGREEMENT

"That pursuant to ASX Listing Rule 7.1 and for all other purposes, approval be given to the issue by the Company of 2,000,000 Ordinary fully paid Shares to Bronzewing Gold Ltd in consideration for the purchase of Tenements as set out in the Mining Tenements Purchase Agreement."

The Directors of A1 Minerals Limited (A1) announced the signing of an agreement to acquire various granted tenements and tenement applications from West Australian Metals Ltd and associated companies (WME) on 5 December 2005. Bronzewing Gold Limited (Bronzewing) is a wholly owned subsidiary of West Australian Metals Ltd.

The acquisition compliments A1's long term goal of having a number of higher grade gold assets in the multi-million ounce gold producing Laverton District of Western Australia. The agreement provides for the purchase of 100% interest in WME's Laverton gold tenements. These tenements currently report total resources of over 200,000 ounces in both Inferred and Indicated categories (JORC compliant) and expand A1's BrightStar Gold Project area to over 500 square kilometres.

The majority of tenements being acquired from WME are located immediately north of Laverton with reported resources at Ben Hur, Cork Tree Well, King of Creation and Anchor prospects. These prospects have the potential for economical trucking distance for toll treatment and/or stand alone treatment. Most have higher grade components and are open at depth, indicating potential for extensions.

Consideration for the Offer

Consideration offered by A1 consists of \$100,000 cash and 2,000,000 A1 Shares to be allotted and issued to Bronzewing within 30 days of the date of this meeting. Bronzewing has agreed to twelve months voluntary escrow to apply to the Shares from the date of issue.

Conditions applying to the Agreement

The agreement is conditional upon:

- Ministerial approval to transfer
- All tenements being in good standing
- A1 shareholder approval

The 2,000,000 Ordinary Shares which are to be issued to Bronzewing will have the same rights as those Ordinary Shares already on issue. Following approval by shareholders, they are to be issued at 28 cents and are subject to a voluntary 12 month escrow period from the date of issue.

Upside for A1

A1 geologists have the view that remaining resources contained within the acquired tenements at Ben Hur, Cork Tree Well, King of Creation and Anchor compliment the resources outlined by A1 at its BrightStar Alpha and Beta deposits. In addition to fitting into the Board's strategy of acquiring nearby resources with a higher grade shoots, the tenements acquired remain prospective for the identification of additional resources, as they are open at depth.

Requirement for Approval by Shareholders

Listing Rule 7.1 requires a company that wishes to issue more than 15% of its securities in any 12 month period to obtain shareholder approval by way of ordinary resolution (unless the issue is exempted under Listing Rule 7.2).

The Directors support the acquisition and will all be voting in favour of the resolution.

Resolution 2

RATIFY PREVIOUS SHARE ISSUE

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

"That pursuant to ASX Listing Rule 7.4 and for all other purposes, approval be given to the issue by the Company of 100,000 ordinary fully paid shares on 18 January 2006, issued as consideration for the acquisition of several high grade prospects."

During 2005, Directors announced that they had negotiated the acquisition of three high grade prospects with previous historical mining. All prospects are within the 'BrightStar Project Area Footprint'.

A1's management is confident that the three prospects have the potential to add significant upside to the BrightStar Gold Project. The lowest average grade achieved from historical mining from each of the prospects was 19g/t.

The approval by shareholders for this share issue is not required by law, as this issue when made, was within the Company's capacity to issue securities without shareholder approval, however, this resolution if passed, will refresh the Company's ability to issue shares pursuant to ASX Listing Rule 7.4.2 for the purposes of complying with Listing Rule 7.1

For the purposes of Listing Rule 7.5, 100,000 fully paid ordinary shares were issued with the same rights as existing shares on issue; the shares were issued at 30 cents per share; the names of the allottees are set out below; the issue did not raise funds but was in consideration for the acquisition for tenements.

The Directors will all be voting in favour of the resolution.

Details of the allottees under the issue as required by ASX listing rule 7.5 are set out below.

Name of Allottee	No. Shares
William John Rixon	20,000
Bullabulling Pty Ltd	40,000
Trevor Dixon	40,000
	100,000

Resolution 3

RATIFY PREVIOUS SHARE PLACEMENT

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

"That pursuant to ASX Listing Rule 7.4 and for all other purposes, approval be given to the issue by the Company of 7,400,000 ordinary fully paid shares issued as a placement to new sophisticated and professional investors."

On 15 February 2006, Directors announced the allotment of 7,400,000 ordinary fully paid shares and applied for quotation. These shares were issued at 22 cents and raised \$1,628,000 for the purposes of completing the pre feasibility on the Company's BrightStar Project and continuing to meet the planned exploration budget for early 2006.

The placement was managed by Mr Rex Turkington and South Pacific Securities Pty Ltd in Sydney on behalf of the Company, with a number of other stockbrokers also participating.

The approval by shareholders for this share issue is not required by law, as this issue when made, was within the Company's capacity to issue securities without shareholder approval, however, this resolution if passed, will refresh the Company's ability to issue shares pursuant to ASX Listing Rule 7.4.2 for the purposes of complying with Listing Rule 7.1

For the purposes of Listing Rule 7.5, 7,400,000 fully paid ordinary shares were issued with the same rights as existing shares on issue; the shares were issued at 22 cents per share; the names of the allottees are set out below; the funds raised went to assisting with the completion of the pre feasibility on the BrightStar Gold Project and ongoing exploration expenditure commitments.

The Directors will all be voting in favour of the resolution.

Resolution 3 (Continued)**RATIFY PREVIOUS SHARE PLACEMENT**

Details of the applicants under the placement as required by ASX listing rule 7.5 are set out below.

Name of Applicant	No of Shares	Name of Applicant	No. of Shares
Dagger Nominees Ltd	200000	Goldshore Investments Pty Ltd	150000
Dylide Pty Ltd	200000	Cimbrook Nominees Pty Ltd	200000
Parlour Investments Pty Ltd	100000	Rockdale Capital Pty Ltd	450000
JSM Corporate Pty Ltd	200000	Brunning Enterprises Pty Ltd	50000
Damplin Investments Pty Ltd	200000	Steven P Jolliffe	80000
Grifon Pty Ltd	50000	Sunrock Pty Ltd (S Treftel Super Fund)	150000
Royal Sunset Pty Ltd	250000	Norman Venus Managing Consulting Pty Ltd	70000
Jindabyne Pty Ltd	250000	Helen Paston Cerin	40000
Persal & Co Invest Pty Ltd	300000	Eikofin BVBA	200000
Mark De Kerloy	150000	Ralsten Pty Ltd	100000
Toltec Holdings Pty Ltd	500000	Jebros Pty Ltd (Super Fund ACC)	100000
Nefco Nominees Pty Ltd	250000	William H Hernstadt	150000
Nefco Nominees Pty Ltd	250000	Simon C Hutchful	50000
Chittering Pty Ltd	150000	Glenella Pty Ltd	100000
D J Massey (DJ Massey Super Acc)	200000	Roselyn J Iredell	50000
Global Change Investments Ltd	100000	Bastion Nominees Pty Ltd	80000
Beverley M Ardagh	50000	Thomas & Norma Iredell	50000
Sutherland Family Trust (Swan Acc)	80000	Demandem Holdings Pty Ltd	50000
Nicola Fiore	50000	Glenlea Enterprises Pty Ltd	50000
Lytic Nominees Pty Ltd	80000	Baracus Pty Ltd	250000
K J Benda	50000	Plantmoor Investments Pty Ltd	100000
Rickenbacker Capital Investments Pty Ltd	70000	Vince Truda	250000
LPJ Pty Ltd	70000	Foxrock Capital Management Ltd	300000
DBR Corp Pty Ltd	200000	Carmant Pty Ltd	150000
Paino & Assoc Pty Ltd	40000	Professional Payment Services Pty Ltd	100000
Melissa J Ahern	40000		
			7,400,000

Resolution 4**ISSUE OF OPTIONS TO MR REX TURKINGTON**

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 250,000 options to subscribe for ordinary shares in the Company to Mr Rex Turkington at an exercise price equal to 40 cents, exercisable on or before 30 November 2007. The issue to be in accordance with the terms and conditions set out in the rules of the A1 Minerals Limited Directors, Employees and Other Permitted Persons Option Plan."

The Directors have engaged Mr Rex Turkington as a Capital and Funding Advisor for an initial period of 12 months. In consideration for his tenure Mr Turkington will receive a commercial consulting fee and in addition, Directors are seeking approval to issue Mr Turkington with 250,000 options to subscribe for ordinary shares in the Company at an exercise price of 40 cents, exercisable on or before, 30 November 2007. The options will be unlisted.

For the purposes of Listing Rule 7.3, 250,000 options to acquire fully paid ordinary shares are to be issued; the issue will take place within 10 days of the date of this meeting; the options will be issued for NIL consideration to Mr Rex Turkington.

The terms and conditions of the option issue have previously been approved by Shareholders in the form of the A1 Minerals Limited Directors, Employees and Other Permitted Persons Option Plan.

The Directors will all be voting in favour of the resolution.

Resolution 5

PROPOSED SHARE ISSUE BY THE COMPANY OF UP TO 20,000,000 NEW SHARES WITHIN THREE MONTHS

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

"THAT the issue by the Company of up to 20,000,000 New Shares within 3 months of the date of this Meeting to subscribers to be determined by the Company, at an issue price determined by the Company (and which is at least 80% of the average market price for Shares over the 5 days on which sales in the Shares were recorded before the day of the issue or, if there is a prospectus relating to the issue, over the 5 days on which sales in the Shares were recorded before the date the prospectus is signed) be and is hereby approved for all purposes including rule 7.1 of the ASX Listing Rules."

The Directors have proposed this resolution so that Shareholders may approve, for the purposes of Listing Rule 7.1, a possible future issue of Shares by the Company during the period of 3 months following the date of the Meeting.

As set out in the notes provided for Resolution 1, Listing Rule 7.1 requires a company that wishes to issue more than 15% of its securities in any 12 month period to obtain shareholder approval by way of ordinary resolution (unless the issue is exempted under Listing Rule 7.2).

The Directors have sought to obtain this approval at this general meeting because the Company has reached the stage where it wishes to develop the gold assets it has identified and to continue the aggressive exploration program which has been so successful to date.

Any funds raised as a result of an issue will be directed towards the completion of a Bankable Feasibility Study on the BrightStar Project and ongoing regional exploration of recently acquired high grade prospects and proper funding, for preliminary exploration of the Multi Element 'Naroo Project' in the Great Victoria Desert.

If Resolution 5 is passed, this will provide the Company with increased flexibility when evaluating its capital raising options over the next three months, without the need to seek shareholder approval under Listing Rule 7.1.

The effect of approving Resolution 5 is that the Company will be able to issue up to 20,000,000 Shares without these Shares being included when calculating the thresholds restricting the issue of Shares under Listing Rule 7.1.

The following additional information in relation to this resolution is required under Listing Rule 7.3.

Maximum number of securities the Company is to issue

The maximum number of Shares the Company would issue pursuant to this resolution is 20,000,000 Shares.

Date of allotment and issue of Shares

The Company will allot and issue the Shares before the expiry of 3 months after the date of the Meeting, if at all.

Issue price of the Shares

The Shares would be issued at an issue price determined by the Directors (and which is at least 80% of the average market price for Shares over the 5 days on which sales in the Shares were recorded before the day of the issue or, if there is a Prospectus relating to the issue, over the 5 days on which sales in the Shares were recorded before the date the Prospectus is signed).

Names of allottees

The Shares would be issued to subscribers to be determined by the Directors.

Terms of the Shares

The Shares would be Ordinary Shares, and have the same rights as the existing Ordinary Shares quoted on ASX.

Intended use of funds raised

The funds if raised, will be used to allow the Company to:

1. complete a bankable feasibility on the development of its BrightStar gold project;
2. continue with ongoing regional exploration in and around BrightStar;
3. continue with exploration of the Multi Element Naroo Project; and
4. fund working capital

Proxy Form



General Meeting 22 May 2006

1 SHAREHOLDER

Name, address and daytime telephone number of shareholder of A1 Minerals Limited ABN 44 100 727 491.

Name

Address

Daytime phone no.

2 APPOINTS

Insert here the name of the person you wish to appoint as proxy; shareholders cannot appoint themselves, your proxy need not be a member of the company. The Chairman of the meeting will act as your proxy if you do not appoint someone. It is the Chairman's intention to exercise undirected proxies in favour of each resolution.

Name of proxy – please print ↓

If you do not wish to direct your proxy how to vote, please place a mark in the box opposite. By marking this box you acknowledge that the Chairman may exercise the undirected proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. If you do not mark the box and you do not direct your proxy how to vote, the Chair will not cast your votes on the resolution(s).

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3 SIGNATURE OF SHAREHOLDER(S)

All single or joint holders of shares must sign this form.



Signature

Signature

Signature

Date

Date

Date

or in the case of a company

Executed by the company by its duly authorised officers in accordance with sub-section 127(1) of the Corporations Act 2001:

Director's signature Director/Secretary Signature.....

Print name..... Print name.....

This proxy form must be signed by the shareholder and, in the case of joint shareholders, by each of the joint shareholders. In the case of a corporation, this proxy form must be executed in accordance with section 127 of the Corporations Act 2001. In the case of a Sole Director/Secretary company, please indicate "Sole Director". If this proxy form is signed under Power of Attorney the original Power of Attorney (or a copy certified as a true copy by statutory declaration) must be forwarded with the proxy form.

4 PROXY'S VOTING INSTRUCTIONS (OPTIONAL)



1. To approve the share issue to Bronzewing Gold Ltd
2. To approve the previous Share Issue
3. To approve the previous Share Placement
4. To approve the issue of Options to Rex Turkington
5. To approve the proposed Share Issue of upto 20,000,000 new Shares within 3 months.

FOR	AGAINST	ABSTAIN

If you wish to direct your proxy how to vote on any item, place a mark in the appropriate box. If a mark is placed in a box, your total shareholding will be voted in that manner. You may, if you wish, split your voting direction by inserting the number of shares you wish to vote in the appropriate box. The direction will be invalid if a mark is made against more than one box for a particular item, or, if you have split your direction, if the total shareholding shown in "FOR", "AGAINST" and "ABSTAIN" boxes is more than your total shareholding on the share register. Each person who attends the meeting is entitled to one vote only on a show of hands. A person who holds proxies for more than one shareholder cannot vote on a show of hands if he or she holds proxies directing him or her to vote both for and against a resolution.

5 APPOINTMENT OF A SECOND PROXY (OPTIONAL)

If you want to appoint two proxies you may state here the percentage of your voting rights applicable to this proxy form. If you do not specify a particular percentage, each proxy is entitled to exercise 50% of your voting rights applicable to this proxy form.

%

A shareholder is entitled to appoint up to two persons (whether shareholders or not) to attend the meeting and vote as proxies. If you wish to appoint two proxies please either photocopy the proxy form or telephone the Company Secretary on 08 9244 1400 to obtain a second form. Both forms should be completed with the nominated percentage of your voting rights on each form.

Important Information

Deadline for Receipt of proxies To be effective, a completed proxy form together with the power of attorney (if any) under which it is signed, must be received by the Company at its registered office **not less than 48 hours before** the appointed time of the General Meeting.

Where to send the completed Proxy Form Once the Proxy Form is completed and all details checked by you, the form is to be sent or delivered to:

Office: Suite 34, 25 Walters Drive
Osborne Park WA 6017
Facsimile Number: (08) 9244 1600

For Further Information If you need any further information about this form or attendance at the Company's General Meeting, please contact Mr Mark Pitts on 08 9244 1400.

Suite 34 : 25 Walters Drive : Osborne Park : Western Australia : 6017
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Email info@alminerals.com.au website www.alminerals.com.au
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