Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

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 30/9/2001.

Name of entity	**A1 MINERALS LIMITED**
ABN	**44 100 727 491**

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Mr John Dennis Williams
Date of last notice	22 December 2009

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	DIRECT
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	24 December 2009 and 29 December 2009
No. of securities held prior to change	12,676,666 Ordinary shares. 7,000,000 35c options expiring on 31/12/2009 1,000,000 30c options expiring on 31/12/2010 2,500,000 20c options expiring on 30/11/2011 7,000,000 35c options expiring on 30/11/2012
Class	a) 500,000 Ordinary shares from exercise of unlisted 20c options. b) Ordinary shares
Number acquired	500,000
Number disposed	268,500
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	a) $100,000 b) $101,285

+ See chapter 19 for defined terms.

No. of securities held after change	12,676,666 Ordinary shares. 7,000,000 35c options expiring on 31/12/2009 1,000,000 30c options expiring on 31/12/2010 2,000,000 20c options expiring on 30/11/2011 7,000,000 35c options expiring on 30/11/2012
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Exercise of 500,000 unlisted 20c options, and on market sale of 268,500 ordinary shares.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder **(if issued securities)**	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A