6 August 2012

NOTICE OF GENERAL MEETING TO APPROVE SALE OF AVIVA MINING (KENYA) LIMITED

Aviva Corporation Limited ABN 31 009 235 956 (Company) advises that a general meeting of Shareholders will be held at 10.00 am (Perth time) on Tuesday 11 September 2012 at Subiaco Art Centre, 180 Hamersley Road Subiaco, Western Australia 6008, to consider the sale of Aviva Mining (Kenya) Limited to African Barrick Gold plc (Transaction).

A copy of the Notice of Meeting and Explanatory Statement are attached and will be dispatched to Shareholders shortly.

Approval of the Transaction by Aviva Shareholders is a condition precedent to the Transaction proceeding.

The Company’s Board of Directors unanimously recommend that Shareholders vote in favour of the Resolution.

The Company would also like to advise that Advance Gold has agreed to release Aviva as a guarantor under the Joint Venture thereby satisfying another condition precedent to the Transaction.

The Company is continuing to progress the satisfaction of the remaining conditions precedent, and will continue to update the market as appropriate.

For further information, please visit our website: avivacorp.com.au or contact us:

Lindsay Reed
Aviva
Chief Executive Officer
Tel: +61 (0) 8 9363 7100

Robert Kirtlan
Aviva
Director
Tel: +61 (0) 8 9363 7100
NOTICE OF GENERAL MEETING OF SHAREHOLDERS

AND

EXPLANATORY STATEMENT

AND

PROXY FORM

For a meeting to be held on Tuesday 11 September 2012 at 10.00 am (Perth time)

AT

Subiaco Art Centre, 180 Hamersley Road Subiaco, Western Australia 6008

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. YOU SHOULD READ THIS DOCUMENT.

IF YOU ARE IN DOUBT AS TO THE ACTION YOU SHOULD TAKE IN REGARD TO THIS DOCUMENT OR THERE IS ANY MATTER YOU DO NOT UNDERSTAND YOU SHOULD CONTACT YOUR PROFESSIONAL ADVISERS FOR ADVICE.
## TABLE OF CONTENTS

<table>
<thead>
<tr>
<th>Section</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chairman’s Letter</td>
<td>4</td>
</tr>
<tr>
<td>Notice of Meeting</td>
<td>5-6</td>
</tr>
<tr>
<td>Explanatory Statement</td>
<td></td>
</tr>
<tr>
<td>1. Overview</td>
<td>7-8</td>
</tr>
<tr>
<td>2. Advantages, Disadvantages and Risks of the Transaction</td>
<td>8-11</td>
</tr>
<tr>
<td>3. Key Terms of the Transaction</td>
<td>11-13</td>
</tr>
<tr>
<td>5. Additional Information</td>
<td>16-19</td>
</tr>
<tr>
<td>6. Other</td>
<td>19</td>
</tr>
<tr>
<td>7. Glossary</td>
<td>19-20</td>
</tr>
<tr>
<td>Proxy Form</td>
<td>21-22</td>
</tr>
</tbody>
</table>

### Important notices

**Read this document**

You should read this document in its entirety before making a decision on how to vote on the Resolution contained in the enclosed Notice of Meeting.

**Role of ASX**

A copy of this document has been lodged with ASX in accordance with the ASX Listing Rules. Neither the ASX nor any of its officers take any responsibility for the contents of this document.

**Forward looking statements**

The forward looking statements in this document are based on the Company’s current expectations about future events. They are, however, subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors, that could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward looking statements in this document.

**Disclaimer**

This document does not take into account individual investment objectives, financial situation and particular needs of individual Shareholders or any other particular person. If you are in any doubt as to what you should do, you should consult your legal, financial or other professional adviser prior to voting.

**Defined terms**

Certain capitalised terms used in this document are defined in the Glossary included in this document.

### INDICATIVE KEY DATES

<table>
<thead>
<tr>
<th>Date of Notice of Meeting and Explanatory Statement</th>
<th>6 August 2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>Last date of acceptance of proxies</td>
<td>10.00 am (Perth time) on 9 September 2012</td>
</tr>
<tr>
<td>Date for determining entitlement to vote at Meeting</td>
<td>5.00 pm (Perth time) on 9 September 2012</td>
</tr>
<tr>
<td>Date of Meeting</td>
<td>10.00 am (Perth time) on 11 September 2012</td>
</tr>
<tr>
<td>Indicative date for completion of the transaction</td>
<td>18 September 2012</td>
</tr>
</tbody>
</table>
Dear Shareholder

Proposed sale of Aviva Mining (Kenya) Limited

On 23 July 2012, Aviva Corporation Limited (Aviva or Company) announced that it had entered into a binding, conditional sale and purchase agreement with African Barrick Gold plc (ABG) to sell all of the issued shares in the Company’s indirect wholly-owned subsidiary, Aviva Mining (Kenya) Limited (Transaction).

Shareholders will have the opportunity to consider and, if thought fit, approve the Transaction at a general meeting (General Meeting) to be held at 10.00 am (Perth time) on 11 September 2012, at Subiaco Art Centre, 180 Hamersley Road Subiaco, Western Australia 6008.

Your Directors believe that the Transaction will result in a number of significant benefits for Shareholders. In particular, the Transaction:

- allows the Company to realise an attractive and certain minimum cash value for its West Kenyan assets, with the potential to realise additional value if further resources are delineated on the project area;
- enables the Company to actively review its strategic growth options on its coal-based projects in Botswana;
- provides the Company with a strong balance sheet, providing considerable flexibility to pursue growth opportunities for Shareholders;
- avoids the need to raise further funds and dilute Shareholder interests, at a time when there is significant aversion to risk in global financial markets.

In the circumstances, your Directors currently believe that the Transaction is in the best interests of Shareholders, and unanimously recommend that you vote in favour of the Transaction.

Your Directors currently intend to vote the Shares that they control in favour of the Transaction.

To assist with your consideration of the Transaction I urge you to take the time to read the attached Explanatory Statement in full, which sets out the important information in detail, including the reasons for the Directors’ recommendation and a summary of the advantages, disadvantages and risks of the Transaction.

On behalf of the Board of Directors, I look forward to your support at the General Meeting.

Yours sincerely

Dr Geoffrey Loftus-Hills
Chairman
NOTICE OF GENERAL MEETING

ABN 31 009 235 956

The Explanatory Statement should be read in conjunction with this Notice of Meeting

NOTICE IS HEREBY GIVEN that a General Meeting of Aviva Corporation Limited (Aviva or Company) will be held at Subiaco Art Centre, 180 Hamersley Road Subiaco, Western Australia 6008 on 11 September 2012 and commencing at 10.00 am (Perth time) to conduct the following business:

BUSINESS OF THE MEETING

The Explanatory Statement which accompanies and forms part of this Notice of Meeting describes the matters to be considered at the General Meeting.

RESOLUTION - SALE OF AVIVA MINING (KENYA) LIMITED

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 11.1.2 and for all other purposes, approval is given for the sale of all of the issued share capital of Aviva Mining (Kenya) Limited (a subsidiary of the Company that holds all of the Company’s interests in the West Kenyan gold and base metal assets) to African Barrick Gold plc, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast on the Resolution by a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if the Resolution is passed, and any associate of such a person.

However, the Company need not disregard a vote on the Resolution, 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.

Dated this the 6th day of August 2012.

BY ORDER OF THE BOARD

Stef Weber
Company Secretary
NOTES:

Voting entitlement

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that the persons eligible to vote at the General Meeting will be the registered holders at 5.00pm (WST) on Sunday, 9 September 2012. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

Proxies

A Proxy Form is enclosed with this Notice of Meeting.

A Shareholder may appoint not more than 2 proxies to attend and act for the Shareholder at the General Meeting and may specify the proportion or number of votes each proxy is appointed to exercise.

If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder’s votes each proxy may exercise, each proxy may exercise half of those votes. Any fraction of votes shall be disregarded.

An appointment of a proxy or power of attorney is not effective for the General Meeting unless:

(a) in the case of a proxy, the Proxy Form and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and

(b) in the case of an attorney, the power of attorney or a certified copy of it,

is received by the Company by one of the following means of delivery:

– by mail to PO Box 2025, Subiaco, WA 6904;
– by facsimile on +61 (08) 9388 2355; or
– by hand to its registered office at Unit 1, 245 Churchill Avenue, Subiaco, WA 6008,

at least 48 hours before the time for which the General Meeting was called or, if the General Meeting has been adjourned, before the resumption of the General Meeting.

Please refer to the enclosed Proxy Form for more information about submitting proxy votes.

Recent changes to the law have impacted on the way proxies vote at Company meetings. Broadly, these changes include that:

(a) if a proxy holder votes, they must cast all directed proxies as directed; and

(b) any directed proxies which are not voted will automatically default to the Chairperson who must vote the proxies as directed.

Please consult your professional adviser for further details.

The chairman intends to vote all undirected proxies in favour of the Resolution.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company’s representative.

A Certificate of Appointment of Corporate Representative form is available from the Company.
EXPLANATORY STATEMENT

This Explanatory Statement forms part of the Notice of Meeting and is intended to provide Shareholders with sufficient information to assess the merits of the Resolution contained in the accompanying Notice of Meeting.

Your Directors recommend that you read this Explanatory Statement in its entirety before making any decision as to how to vote on the Resolution. If you have any questions regarding the matters set out in the Notice of Meeting or the Explanatory Statement, please contact your accountant, solicitor or other professional adviser.

Words which are defined in the Notice of Meeting have the same meaning when used in this Explanatory Statement unless the context requires otherwise.

1 OVERVIEW

On 23 July 2012, the Company announced that it had entered into a binding, conditional sale and purchase agreement (SPA) with African Barrick Gold plc (ABG) to sell all of the issued shares in the Company’s indirect wholly-owned subsidiary, Aviva Mining (Kenya) Limited (AMK) (Transaction).

AMK currently has:

(a) a 51% interest in the Special Licences 123 and 213 in the Ndori Greenstone belt in West Kenya currently held by Lonmin plc, with an option to acquire a further 24% interest in these licences upon completion of a pre-feasibility study demonstrating a pre-tax NPV of US$50 million; and

(b) the right to earn a 75% interest in Special Licences 265, 266 and 267 in West Kenya, which licences are currently held by TSXV-listed Advance Gold Corporation.

If completed, the Transaction will result in the Company receiving an initial cash consideration of A$20 million, plus or minus an amount equal to the completion working capital of AMK, for these assets, plus a potential additional cash payment of A$10 million should a National Instrument 43-101 compliant indicated resource of at least 3 million ounces of gold be declared over the relevant project area at some stage in the future.

ABG has also agreed to provide up to an additional A$1 million to the Company to cover the costs of an agreed exploration program from 1 June 2012 until the Transaction completes. Further, ABG has also funded the US$0.1 million paid by the Company to exercise its preliminary option to earn up to a 75% interest in West Kenyan mining permits held by Advance Gold Corporation (Preliminary Option). If the Transaction does not proceed to completion, other than by reason of a material breach by ABG of its obligations under the SPA, the Company will be required to repay the funding advanced by ABG under the SPA, within 90 days of termination of the SPA.

For the reasons set out more fully in section 2 below, your Directors currently believe that the Transaction is in the best interests of the Company.

The Transaction is conditional upon, amongst other conditions, approval by the Company’s Shareholders. Shareholder approval is required under ASX Listing Rule 11 because the sale of AMK is considered by ASX to be a significant change to the scale of the Company’s activities. The General Meeting to which this Explanatory Statement relates is being called to enable Shareholders to consider, and if thought fit approve, the Transaction.

Further details regarding the key terms of the Transaction, and its impact on the Company, are set out in sections 3 and 4 below.

If the Transaction is successfully completed, your Directors intend to actively review its strategic growth options in relation to its coal-based projects in Botswana, as well as to continue to investigate strategies to realise value from its Western Australian assets.
Your Directors also intend to continue to seek to identify and develop early resource development opportunities which are well located to demand and infrastructure. Further details regarding the future activities of the Company, and its intentions in relation to the net proceeds from the Transaction, are set out in section 4 below.

2 ADVANTAGES, DISADVANTAGES AND RISKS OF THE TRANSACTION

The Transaction has a number of advantages, disadvantages and risks which may affect Shareholders in different ways depending on their individual circumstances.

If in any doubt, you should seek professional advice regarding your particular circumstances.

2.1 Reasons to vote in favour of the Transaction

(a) The Transaction enables the Company to realise an attractive and certain cash value for its West Kenyan assets

If completed, the Transaction will result in the Company receiving initial cash consideration of A$20 million, plus or minus an amount equal to the completion working capital of AMK, in consideration for the sale of AMK, plus a potential additional cash payment of A$10 million should a National Instrument 43-101 compliant indicated resource of at least 3 million ounces of gold be declared over the relevant project area at some stage in the future.

ABG has also agreed to provide up to an additional A$1 million to the Company to cover the costs of an agreed exploration program from 1 June 2012 until the Transaction completes. Further, ABG has also funded the US$0.1 million paid by the Company to exercise the Preliminary Option. If the Transaction does not proceed to completion, other than by reason of a material breach by ABG of its obligations under the SPA, the Company will be required to repay the funding advanced by ABG under the SPA, within 90 days of termination of the SPA.

Your Directors are of the view that the cash consideration payable by ABG in respect of the Transaction is an attractive price for the Company’s West Kenyan gold and base metals assets, particularly given that:

− the Company has only spent an aggregate of approximately A$8 million on exploring and earning an interest in these assets, such that the Transaction provides a substantial return on investment in the two years since the Company first acquired an interest in West Kenya in 2010;

− the Company will incur significant expenditure on exploration programs over the next 18 months to progress exploration activities and to delineate a material gold resource within the West Kenyan JV assets. As the Company had only A$1.1m in cash on hand as at 30 June 2012, funding such exploration activities is likely to have a substantial dilutionary impact on Shareholders’ interests. Further, there is no guarantee that such exploration activities will be successful in adding significant value to these assets;

− the purchase price is structured so that the Company may benefit from further exploration success on the West Kenyan assets, through the payment of deferred consideration of A$10 million should a National Instrument 43-101 compliant indicated resource of at least 3 million ounces of gold be declared on the relevant project area at some stage in the future;

− the Company’s current market capitalisation is only approximately A$14.95 million.¹

¹ Based on the closing price of the Company’s shares on ASX on 3 August 2012.
(b) The Transaction enables the Company to actively review strategic options on its coal-based projects in Botswana

Following completion of the Transaction, the Company will continue to progress the Mmamantswe coal project in Botswana.

The Company recently successfully renewed its Botswana coal prospecting licenses for a further 2 years. On 31 July 2012 the Company announced that the final Environmental and Archaeological Impact Assessment Report for the Mmamantswe project was lodged with the Botswana Department of Environmental Affairs on the 27th of July for a one month public inspection. This is another major step forward in progressing the Mmamantswe coal project.

As set out in section 4 below, the Company is now actively reviewing its strategic growth options in relation to this project.

Following on from the release of the Botswana Government’s Coal Road Map Review earlier this year, the Directors believe that the Company’s operations in Botswana provide exciting development opportunities for the Company.

(c) The Transaction provides the Company with a strong balance sheet, providing considerable flexibility to pursue growth opportunities for Shareholders

The Company will receive A$20 million in cash, plus or minus an amount equal to the completion working capital of AMK, upon completion of the Transaction, ensuring that the Company has a strong balance sheet and considerable flexibility to pursue future growth opportunities.

The Company will continue with its strategy of identifying and developing early resource development opportunities, which are well located to demand and infrastructure. Ultimately, it was this strategy that led to the Company acquiring an interest in West Kenya in 2010.

Your Directors believe that the current market conditions provide an opportune time for companies with strong balance sheets to seek to acquire attractive resource development projects.

(d) The Transaction avoids the need to raise further funds at a time when there is significant aversion to risk in global financial markets

As at 30 June 2012, the Company had approximately A$1.1 million in cash on hand.

As set out above, if the Transaction does not successfully complete, the Company will need to raise significant funds to progress exploration activities on its West Kenyan gold and base metals assets. Further, the Company will need to repay any amounts advanced by ABG in relation to the Transaction, such as amounts advanced by ABG in relation to the approved work program and in relation to the exercise of the option to earn up to a 75% interest in permits held by Advance Gold.

As there is currently a significant aversion to risk in global financial markets, any fundraising by the Company in the current market is likely to be at a significant discount to the Company’s share price and therefore have a significant dilutionary impact on Shareholder interests.
(e) **No Superior Proposal has emerged**

Since announcing the Transaction on 23 July 2012, the Board has not received a proposal from any third party that, in the Board’s opinion, would provide a superior outcome to the Transaction, for Shareholders.

2.2 **Reasons to vote against the Transaction**

(a) **Limited ability to participate in any future upside on the Kenyan gold and base metal assets**

Following completion of the Transaction, the Company’s economic exposure to future exploration and development success on the West Kenyan gold and base metal assets is limited to the A$10 million in cash payable as deferred consideration in the event that a National Instrument 43-101 compliant indicated resource of at least 3 million ounces of gold is declared on the relevant project area at some stage in the future.

It is possible that exploration and development success on the West Kenyan assets may provide the holder of those assets with a return significantly in excess of the amount of deferred consideration payable under the Transaction. However, such exploration and development success is by no means guaranteed, and is likely to require significant further exploration funding to be incurred in relation to these assets.

(b) **You may disagree with the Directors’ recommendation**

You may disagree with the Directors who have concluded that the Transaction is currently in the best interests of Shareholders.

(c) **Superior proposal may emerge**

You may believe there is a possibility that a superior proposal could emerge that offers greater value and/or less risk than that provided for under the Transaction. However, as set out above, the Directors are not aware of any superior proposal that, in the Board’s opinion, would provide a superior outcome to the Transaction, for Shareholders.

2.3 **Risks if the Transaction does not proceed**

In assessing the Transaction, you should also consider the implications should the Transaction not proceed.

(a) **Repayment of amounts owed to ABG**

If the Transaction does not successfully complete, the Company must refund to ABG all amounts that ABG has advanced to the Company up until that point to fund exploration expenditure (which could be as much as A$1 million) and the US$0.1 million advanced to fund the exercise of the Preliminary Option with Advance Gold Corporation, together with interest on those amounts.

These amounts must be refunded to ABG as soon as possible and in any event within 90 days of the date of termination of the Transaction. Given the Company’s cash balance as at 30 June 2012 of A$1.1 million, the Company is likely to need to raise further funds to repay these amounts, which given current market conditions is likely to be dilutive to Shareholder interests.
(b) Further funding of the West Kenyan assets

As set out above, the Company will be required to incur significant expenditure on an exploration program over the next 18 months to progress exploration activities and continue to expand the resource base of its West Kenyan assets. Given the Company’s current cash balance, funding such exploration activities is likely to have a substantial dilutionary impact on Shareholders interests.

Further, there is no guarantee that such exploration and development activities would be successful and add value to Shareholder interests, and in any event, may not be fully recognised in the Company’s share price given the current significant aversion to risk in global financial markets.

(c) Aviva’s Share price is likely to fall if the Transaction is not approved

The Directors believe that a failure to complete the Transaction will be negatively perceived by the market and as a result the share price of the Company would likely fall.

(d) Difficult to progress opportunities in Botswana and other opportunities

If the Transaction does not proceed, the Company will have to raise money to further progress and develop its West Kenyan and Botswana projects. This is likely to be difficult in the current market conditions. Also, the Company will not have sufficient funds to acquire additional attractive resource development projects that may be identified.

3 KEY TERMS OF THE TRANSACTION

Under the terms of the sale and purchase agreement entered into with ABG on 23 July 2012, the Company has agreed to sell all of the shares in its Kenyan subsidiary, AMK. AMK holds all of the Company’s West Kenyan gold and base metal assets.

The key terms of the sale and purchase agreement are set out below.

Purchase price: ABG will pay the Company A$20 million, plus or minus an amount equal to the completion working capital of AMK, in cash on completion of the Transaction. There is also a further potential payment of A$10 million due to the Company if in the future a National Instrument 43-101 compliant indicated resource of at least 3 million ounces of gold is declared over the current project area the subject of sale.

Conditions precedent: As at the date of this document, the Transaction remains subject to satisfaction of the following conditions precedent:

- the approval of the Company’s Shareholders being obtained, which is the subject of the Resolution in the attached Notice of Meeting; and
- Kenyan Competition authority approval of the Transaction; and
- AMK’s joint venture partner, Lonmin, agreeing to release the Company as a guarantor under the joint venture agreement and replacing it with ABG.

The Company has submitted an application to the Kenyan Competition authority for approval of the Transaction and it is has provided Lonmin with the necessary documentation for release of the guarantee.

The Transaction was also conditional upon (i) the Company exercising its Preliminary Option with Advance Gold and (ii) AMK’s joint venture partner,
Advance Gold, agreeing to release the Company as a guarantor under the joint venture agreement and replacing it with ABG. Both of these conditions have now been satisfied.

The Company and ABG each have the right to terminate the Transaction if these conditions precedent are not satisfied or waived by 23 October 2012 (or such later date as the parties otherwise agree) (Cut-off Date).

**Exploration funding**

ABG has also agreed to provide up to an additional A$1 million to the Company to cover the costs of an agreed exploration program from 1 June 2012 until the Transaction completes.

The obligation on ABG to advance these funds will immediately cease if (i) the conditions precedent to the Transaction are not satisfied by Cut-off Date; (ii) there is a breach by the Company of a material warranty that is not remedied by the Company within the agreed grace period, (iii) there is a breach by the Company of a material covenant in relation to its activities prior to Completion or (iv) it becomes unlawful for any party to perform their obligations under the Transaction (each, a Funding Termination Event).

**Funding of preliminary option**

ABG has also funded the US$0.1 million exercise price of the Preliminary Option. As announced by the Company on 27 July 2012, the Company has now exercised this Preliminary Option.

**Repayment of funds advanced by ABG**

If (i) the Transaction does not complete (other than by reason of a material breach by ABG of its obligations under the sale and purchase agreement) or (ii) ABG terminates the sale and purchase agreement following a Funding Termination Event, the Company must refund to ABG all amounts advanced by it in relation to exploration funding, as well as the Preliminary Option exercise price, together with interest accrued on those amounts, as soon as possible and in any event within 90 days of the date of termination of the Transaction.

**Termination rights**

If a Funding Termination Event occurs, ABG has the right to terminate the Transaction.

Further, if at any time before completion of the Transaction the Company breaches a material warranty or breaches a term of the sale and purchase agreement, that in either case, is considered material to the sale of AMK’s business (and the Company fails to remedy the breach within the agreed grace period), ABG shall have the right to terminate the Transaction.

The Company has the right to terminate the Transaction if ABG fails to advance exploration funding in accordance with its obligations set out above. If the Company elects to terminate the Transaction in these circumstances, any exploration funding already advanced by ABG is non-refundable, and able to be retained by the Company.

**Deal protection provisions**

The Company has provided an undertaking that it will not: (i) encourage, solicit, initiate or facilitate proposals relating to the acquisition of shares in AMK or its assets, (ii) enter into any agreement or arrangement in relation to such proposals or that would otherwise frustrate the Transaction or (ii) participate in any discussions or negotiations with, or furnish any information to, any person in connection with or which could lead to such a proposal. However, the Company may pursue an alternative or superior proposal to the Transaction if the Directors determine, in good faith, that not pursing that proposal would or would likely involve a breach of the fiduciary and statutory duties owed by the
Directors to the Company.

The warranties given by the Company in favour of ABG are of the type usually found in share sale agreements of this nature, including warranties relating to:

- ownership of the shares in AMK;
- AMK’s ownership of the various licence interests being sold;
- its power and authority to enter into and perform its obligations under the sale and purchase agreement;
- the assets and liabilities, and financial position, of AMK, and
- other matters relating to the conduct of AMK’s business.

Aviva has also provided indemnities in favour of ABG in relation to any potential tax claim that relates to events that pre-date completion of the Transaction.

The parties have agreed to customary limitations of liability on claims made in relation to the Transaction, including that the Company’s liability is limited as follows:

- environmental related claims must be bought by ABG within 24 months of completion of the Transaction;
- tax related claims must be bought by ABG within 7 years of completion of the Transaction;
- all other claims must be bought by ABG within 13 months of completion of the Transaction; and
- the Company’s maximum aggregate liability for all claims is A$21,100,000.

There are no restrictions on what the Company can do with the purchase price payable in relation to the Transaction.

4 IMPACT OF THE TRANSACTION ON THE COMPANY

4.1 Impact of the Transaction on Aviva’s operations

The exploration and development of AMK’s West Kenyan gold and base metal assets has been a significant focus for the Company over the past 2 years. If the Transaction successfully completes, the Company will cease to hold any interests in the West Kenyan gold and base metal projects.

However, the Company continues to hold its coal-based energy assets in Botswana and Western Australia. Further, the Company will receive A$20 million, plus or minus an amount equal to the completion working capital of AMK, upon completion of the Transaction, providing the Company with a significant cash balance.

As indicated above, the Company recently successfully renewed its Botswana coal prospecting licenses for a further 2 years, and is now actively reviewing its strategic growth options in relation to this project.
On 31 July 2012 the Company announced that the final Environmental and Archaeological Impact Assessment Report (EIA) for the Mmamantswe project was lodged with the Botswana Department of Environmental Affairs and it is anticipated that an Environmental Impact Statement will issued at the end of this period. The EIA is for an initial 10Mtpa ROM (Million tonnes per annum Run of Mine) open cast coal mine and up to 1500MW of power generation with initial increments of 100-200MW. It includes rail, power and water connections to the A1 infrastructure corridor in Botswana which intersects the Mmamantswe license area. This is another major step forward in progressing the Mmamantswe coal project.

Following the release of the Botswana Government’s Coal Road Map Review earlier this year, the Directors believe that the Company’s Mmamantswe project is well positioned to participate in the development of a coal sector in Botswana. Key outcomes of the Coal Road Map announced earlier this year include:

- Botswana has completed a Pre-feasibility Study on the Trans Kalahari Railway line (TKR). The Mmamantswe license is located at the take-off point for the TKR from the A1 corridor;
- Botswana announced the commencement of construction on the Isang Substation and the 400kV Morupule – Isang transmission lines. The Mmamantswe licenses are located immediately adjacent to the Isang substation making grid connection very straightforward for a power generation at Mmamantswe;
- Botswana announced it will call for expressions of interest for 2 x 300MW power stations in 2012. Mmamantswe now has all the studies in place to respond immediately with an expression of interest; and
- Botswana announced that it future it would put to tender prospecting licenses with known coal resources. The first licenses put to tender were the Mmamabula Central and South licenses which are located adjacent to Mmamantswe’s water well field at Artesia.

Scale will be critical for the development of a sustainable coal sector in Botswana and Mmamantswe is well positioned in respect to project status and location to play a key role in the scale up of resources in Botswana.

Further, the A$20 million in cash which the Company will receive upon completion of the Transaction provides the Company with a strong balance sheet and considerable flexibility to pursue future growth opportunities. The Company intends to continue with its strategy of identifying and developing early resource development opportunities, which are well located to demand and infrastructure. Your Directors believe that the current market conditions provide an opportune time for companies with strong balance sheets to seek to acquire attractive resource development projects.

### 4.2 Impact of the Transaction on Aviva’s financial position

Set out below is an abridged pro forma statement of the financial position of the Company, prepared to enable an assessment of the likely effect of the Transaction on the financial position of the Company at completion.

It has been prepared based on the unaudited statement of financial position as at 30 June 2012, with adjustments applied reflecting the estimated movements in the Company’s cash position up to completion of the Transaction (assumed to occur in September 2012) as well as the impact of the Transaction.

It has been prepared on an abbreviated basis and does not contain all of the disclosures usually provided in an audited statement of financial position.
You should be aware that the expected cash position of the Company on completion of the Transaction is provided as a guide only. The actual cash position of the Company on completion of the Transaction is dependent upon a range of factors, and is subject to various operational and economic uncertainties and contingencies, many of which are outside the Company’s control. In addition, the estimated cash position of the Company is based upon estimates and assumptions with respect to the Company’s future business decisions, which are subject to change.

As such, the actual cash position of the Company upon completion may vary from the expected cash position set out in the abridged pro forma statement of financial position below, and any such variation may be material. Neither the Company nor its Directors can give any assurance of the actual cash position of the Company on completion of the Transaction.

Aviva Corporation Group Balance sheet

<table>
<thead>
<tr>
<th>ASSETS</th>
<th>Unaudited 30 June 2012</th>
<th>Transactions in the ordinary course of business</th>
<th>Total Proforma adjustment</th>
<th>Pro-forma post transaction</th>
</tr>
</thead>
<tbody>
<tr>
<td>CURRENT ASSETS</td>
<td></td>
<td>Sale Transaction</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash and cash equivalents</td>
<td>1,070,406 (550,000)</td>
<td>20,374,201</td>
<td>19,824,201</td>
<td>20,894,607</td>
</tr>
<tr>
<td>Trade and other receivables</td>
<td>389,987</td>
<td>-</td>
<td>(304,790)</td>
<td>85,197</td>
</tr>
<tr>
<td>Prepayments</td>
<td>60,854 (11,000)</td>
<td>-</td>
<td>(11,000)</td>
<td>49,854</td>
</tr>
<tr>
<td>TOTAL CURRENT ASSETS</td>
<td>1,521,247 (561,000)</td>
<td>20,069,411</td>
<td>19,508,411</td>
<td>21,029,658</td>
</tr>
<tr>
<td>NON-CURRENT ASSETS</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Plant and equipment</td>
<td>99,555 (6,600)</td>
<td>-</td>
<td>(6,600)</td>
<td>92,955</td>
</tr>
<tr>
<td>Exploration Assets held for Sale</td>
<td>7,978,471</td>
<td>-</td>
<td>7,978,471</td>
<td>92,955</td>
</tr>
<tr>
<td>TOTAL NON-CURRENT ASSETS</td>
<td>8,078,026 (6,600)</td>
<td>7,978,471</td>
<td>7,985,071</td>
<td>92,955</td>
</tr>
<tr>
<td>TOTAL ASSETS</td>
<td>9,595,273 (567,600)</td>
<td>12,090,411</td>
<td>11,523,340</td>
<td>21,122,613</td>
</tr>
<tr>
<td>LIABILITIES</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>CURRENT LIABILITIES</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Trade and other payables</td>
<td>438,315 (100,000)</td>
<td>-</td>
<td>(100,000)</td>
<td>338,315</td>
</tr>
<tr>
<td>Provisions</td>
<td>129,335</td>
<td>-</td>
<td>-</td>
<td>129,335</td>
</tr>
<tr>
<td>TOTAL CURRENT LIABILITIES</td>
<td>567,650 (100,000)</td>
<td>-</td>
<td>(100,000)</td>
<td>467,650</td>
</tr>
<tr>
<td>NON-CURRENT LIABILITIES</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Liabilities associated with assets held for sale</td>
<td>77,041</td>
<td>-</td>
<td>(77,041)</td>
<td>-</td>
</tr>
<tr>
<td>Provisions</td>
<td>39,459</td>
<td>-</td>
<td>39,459</td>
<td></td>
</tr>
<tr>
<td>TOTAL NON CURRENT LIABILITIES</td>
<td>116,500</td>
<td>-</td>
<td>(77,041)</td>
<td>39,459</td>
</tr>
<tr>
<td>TOTAL LIABILITIES</td>
<td>684,150 (100,000)</td>
<td>177,041</td>
<td>507,109</td>
<td></td>
</tr>
<tr>
<td>NET ASSETS</td>
<td>8,915,123 (467,600)</td>
<td>12,167,982</td>
<td>11,700,382</td>
<td>20,615,504</td>
</tr>
<tr>
<td>EQUITY</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Equity attributable to equity holders of the parent</td>
<td>45,427,862</td>
<td>-</td>
<td>-</td>
<td>45,427,862</td>
</tr>
<tr>
<td>Contributed equity</td>
<td>75,000</td>
<td>-</td>
<td>-</td>
<td>75,000</td>
</tr>
<tr>
<td>Reserves</td>
<td>1,386,456</td>
<td>-</td>
<td>-</td>
<td>1,386,456</td>
</tr>
<tr>
<td>Accumulated losses</td>
<td>(38,649,195) (467,600)</td>
<td>12,167,982</td>
<td>11,700,382</td>
<td>(26,948,814)</td>
</tr>
<tr>
<td>TOTAL EQUITY</td>
<td>8,915,123 (467,600)</td>
<td>12,167,982</td>
<td>11,700,382</td>
<td>20,615,504</td>
</tr>
</tbody>
</table>

Notes
1. In terms of AASB 5 Non-Current Assets held for sale - all of the assets of AMK need to be classified in one line item on the Balance Sheet as Non-Current Assets Held for Sale. Similarly all the liabilities of AMK are classified as one line item on the balance sheet as Liabilities associated with Assets Held for Sale.
2. The increase in cash is due to the receipt of the A$20 million from ABG on completion of the Transaction. The balance of the movement relates to the net working capital of AMK on completion of the Transaction. Also refer to note 3 for recovery of AMK project expenses.
3. Recovery by Aviva for expenses incurred since 1 June 2012 on AMK’s project under a work program agreed with ABG, not yet reimbursed by ABG as at 30 June 2012 due to the SPA only being executed on 23 July 2012.
4. De-recognition of all of AMK’s assets on completion of the Transaction. The current assets forms part of the working capital adjustment on completion of the Transaction.
5. Represents all the liabilities of AMK and therefore gets de-recognized on completion of the Transaction and forms part of the working capital adjustment under the SPA.
6. Aviva does not expect there to be any material tax impact as a result of the completion of the Transaction.
7. Movement in accumulated losses relates to the profit on the sale of AMK.
4.3 **Impact of the Transaction on the Board and management**

The Company currently operates with a relatively small Board and a flat management structure.

Accordingly, successful completion of the Transaction is not expected to have any immediate impact on the composition of the Company’s current Board and management team.

However, the composition of its Board and management team is regularly reviewed in light of the Company’s operations and proposed investment opportunities that exist at the time.

4.4 **Impact of the Transaction on the Company’s Capital Structure**

The Transaction will have no impact on the Company’s capital structure.

5 **ADDITIONAL INFORMATION**

5.1 **Information about African Barrick Gold**

ABG is a UK public company with headquarters in London and is listed on the Main Market of the London Stock Exchange under the symbol ABG. Prior to its initial public offering ABG’s operations comprised the Tanzanian gold mining business of Barrick Gold Corporation (Barrick), now the majority shareholder.

ABG is Tanzania’s leading gold producer with current production of ~700,000 ounces of gold. Across the whole of Africa, ABG rank as a Top 5 gold producer. ABG has four producing mines, all located in the northwest of Tanzania, together with several exploration projects at various stages of development.

ABG aims to reach one million ounces of gold production by 2014 by optimising production from its existing asset base, growing through near-mine expansion and developing advanced-stage projects and growing organically, and through acquisitions, in Africa.

5.2 **Director’s interests**

Under Kenyan legislation, AMK must have at least two shareholders. In order to comply with this legislation, the Company’s CEO, Mr Lindsay Reed, holds 10 fully paid ordinary shares in AMK on trust for WFTT Limited (a wholly-owned subsidiary of the Company and owner of the remaining shares in AMK). While Mr Reed is a party to the sale and purchase agreement entered into with ABG, he will not receive any payment or benefit of any kind as a consequence of the Transaction, other than as a Shareholder of the Company.

No Director will receive any payment or benefit of any kind as a consequence of the Transaction, other than in their capacity as a Shareholder of the Company.
5.3 Company Share price

The Company’s Share price on ASX for the 6 month period ending on 30 July 2012 is set out below.

![Company Share price graph]

Source: IRESS Limited

5.4 ASX

The ASX has confirmed that based on the information provided to it, the Transaction will result in a significant change to the nature and/or scale of the Company’s activities, such that Shareholder approval is required to the Transaction under ASX Listing Rule 11.1.2.

The ASX has further confirmed that based on the information provided to it, the Company is not required to meet the requirements in Chapters 1 and 2 of the Listing Rules as if it were applying for admission to the ASX in relation to the sale of its main undertaking. Further, no suspension of trading is required in relation to the Transaction.

If the Board identifies a compelling investment opportunity, the ASX may require Shareholders to approve the Company pursuing that proposed investment, and may also require the Company to re-comply with the requirements of Chapters 1 and 2 of the Listing Rules at that time.

5.5 Other material information

The Company is a ‘disclosing entity’ for the purposes of section 111AC of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. These disclosure obligations require the Company to disclose to ASX (ASX code: AVA) any information that a reasonable person would expect to have a material effect on the price or value of the securities in the Company.

Since 1 July 2011, the Company has made the following announcements:

<table>
<thead>
<tr>
<th>Date</th>
<th>Announcement</th>
</tr>
</thead>
<tbody>
<tr>
<td>6/08/2012</td>
<td>Notice of General Meeting to approve sale of Aviva Mining (Kenya) Limited</td>
</tr>
<tr>
<td>1/08/2012</td>
<td>Exploration Update West Kenya</td>
</tr>
<tr>
<td>Date</td>
<td>Event Description</td>
</tr>
<tr>
<td>------------</td>
<td>-----------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>31/07/2012</td>
<td>Mmamantswe Environmental Assessment Report</td>
</tr>
<tr>
<td>27/07/2012</td>
<td>Preliminary Option exercised on Advance Gold JV</td>
</tr>
<tr>
<td>23/07/2012</td>
<td>Audio Broadcast – Sale of Aviva Mining Kenya to Gold Major</td>
</tr>
<tr>
<td>23/07/2012</td>
<td>Sale of Aviva Mining Kenya to Gold Major</td>
</tr>
<tr>
<td>20/07/2012</td>
<td>June Quarterly Report and 5B</td>
</tr>
<tr>
<td>16/07/2012</td>
<td>Audio Broadcast - Developing a Coal Sector</td>
</tr>
<tr>
<td>22/06/2012</td>
<td>Approach on corporate transaction and convertible note issue</td>
</tr>
<tr>
<td>23/05/2012</td>
<td>Renewal of Prospecting Licenses in Botswana</td>
</tr>
<tr>
<td>10/05/2012</td>
<td>Appendix 3B-Share Options</td>
</tr>
<tr>
<td>08/05/2012</td>
<td>Kakamega Gold Camp Continues To Deliver</td>
</tr>
<tr>
<td>03/05/2012</td>
<td>Formal Registration of 51% interest in West Kenya Licenses</td>
</tr>
<tr>
<td>26/04/2012</td>
<td>Quarterly report and Appendix 5B</td>
</tr>
<tr>
<td>13/04/2012</td>
<td>Audio Broadcast</td>
</tr>
<tr>
<td>13/04/2012</td>
<td>Kenya Exploration Targets Presentation</td>
</tr>
<tr>
<td>11/04/2012</td>
<td>Audio Broadcast</td>
</tr>
<tr>
<td>04/04/2012</td>
<td>Kakamega Exploration Update</td>
</tr>
<tr>
<td>21/12/2011</td>
<td>MORE HIGH GRADE GOLD INTERCEPTS AT BUSHIANGALA</td>
</tr>
<tr>
<td>16/12/2011</td>
<td>Company Secretary Appointment/Resignation</td>
</tr>
<tr>
<td>06/12/2011</td>
<td>Corporate Presentation</td>
</tr>
<tr>
<td>05/12/2011</td>
<td>Appointment of Chief Financial Officer</td>
</tr>
<tr>
<td>24/11/2011</td>
<td>Results of Meeting</td>
</tr>
<tr>
<td>24/11/2011</td>
<td>Initial Director’s Interest Notice</td>
</tr>
<tr>
<td>24/11/2011</td>
<td>Director Appointment</td>
</tr>
<tr>
<td>24/11/2011</td>
<td>Chairman’s Address to Shareholders</td>
</tr>
<tr>
<td>17/11/2011</td>
<td>Audio Broadcast</td>
</tr>
<tr>
<td>10/11/2011</td>
<td>Bumbo Base Metal Exploratone Update West Kenya</td>
</tr>
<tr>
<td>08/11/2011</td>
<td>Audio Broadcast</td>
</tr>
<tr>
<td>03/11/2011</td>
<td>Kakamega Gold Camp Exploration Update West Kenya</td>
</tr>
<tr>
<td>28/10/2011</td>
<td>Quarterly Report and Appendix 5B</td>
</tr>
<tr>
<td>26/10/2011</td>
<td>West Kenya 51% Earn-In Milestone Achieved</td>
</tr>
<tr>
<td>21/10/2011</td>
<td>Notice of Annual General Meeting/Proxy Form</td>
</tr>
<tr>
<td>21/10/2011</td>
<td>Annual Report to shareholders</td>
</tr>
<tr>
<td>26/09/2011</td>
<td>Full Year Statutory Accounts</td>
</tr>
<tr>
<td>02/09/2011</td>
<td>Notice of initial substantial holder</td>
</tr>
<tr>
<td>01/09/2011</td>
<td>Initial Base Metal Mineral Resource Bumbo Project West Kenya</td>
</tr>
</tbody>
</table>
6 OTHER

There is no other information material to the making of a decision by Shareholders whether or not to vote in favour of the Resolution (being information that is known to the Directors which has not previously been disclosed to Shareholders) other than as set out in this document.

7 GLOSSARY

<table>
<thead>
<tr>
<th>Term</th>
<th>Definition</th>
</tr>
</thead>
<tbody>
<tr>
<td>ABG</td>
<td>African Barrick Gold plc</td>
</tr>
<tr>
<td>AMK</td>
<td>Aviva Mining (Kenya) Limited</td>
</tr>
<tr>
<td>ASX</td>
<td>The financial market operated by ASX Limited trading as the Australian Securities Exchange.</td>
</tr>
<tr>
<td>Advance Gold</td>
<td>Advance Gold Corporation</td>
</tr>
<tr>
<td>Aviva or Company</td>
<td>Aviva Corporation Limited ABN 31 009 235 956.</td>
</tr>
<tr>
<td>Board</td>
<td>The board of Directors of the Company</td>
</tr>
<tr>
<td>Corporations Act</td>
<td>Corporations Act 2001 (Cth).</td>
</tr>
<tr>
<td>Corporations Regulations</td>
<td>Corporations Regulations 2001 (Cth).</td>
</tr>
<tr>
<td>Directors</td>
<td>The directors of the Company</td>
</tr>
<tr>
<td>Explanatory Statement</td>
<td>The explanatory statement set out in this Notice of Meeting.</td>
</tr>
<tr>
<td>Funding Termination Event</td>
<td>Has the meaning given to that term in section 3 of the Explanatory Statement.</td>
</tr>
<tr>
<td>General Meeting or Meeting</td>
<td>The general meeting of Shareholders convened by this Notice of Meeting.</td>
</tr>
<tr>
<td>Licence Interests</td>
<td>Has the meaning given to that term in section 1 of the Explanatory Statement.</td>
</tr>
<tr>
<td>Term</td>
<td>Definition</td>
</tr>
<tr>
<td>----------------------------------</td>
<td>---------------------------------------------------------------------------</td>
</tr>
<tr>
<td><strong>Listing Rules</strong></td>
<td>The listing rules of ASX.</td>
</tr>
<tr>
<td><strong>Lonmin</strong></td>
<td>Lonmin plc</td>
</tr>
<tr>
<td><strong>Notice or Notice of Meeting</strong></td>
<td>The notice of meeting relating to the General Meeting of Shareholders to be held at 10.00 am on 11 September 2012 at Subiaco Art Centre, 180 Hamersley Road Subiaco, Western Australia 6008.</td>
</tr>
<tr>
<td><strong>Ordinary Resolution</strong></td>
<td>A Resolution passed by a simple majority of Shareholders on a show of hands or by a simple majority of votes given on a poll.</td>
</tr>
<tr>
<td><strong>Preliminary Option</strong></td>
<td>Has the meaning given to that term in section 1 of the Explanatory Statement.</td>
</tr>
<tr>
<td><strong>Proxy Form</strong></td>
<td>The proxy form accompanying this Notice of Meeting.</td>
</tr>
<tr>
<td><strong>Resolution</strong></td>
<td>The resolution set out in the Notice of Meeting.</td>
</tr>
<tr>
<td><strong>Share</strong></td>
<td>A fully paid ordinary share in the capital of the Company.</td>
</tr>
<tr>
<td><strong>Shareholder</strong></td>
<td>The holder of a Share.</td>
</tr>
<tr>
<td><strong>Superior proposal</strong></td>
<td>A proposal from a third party that would be likely to result in a transaction more favourable to Shareholders as a whole, than the Transaction.</td>
</tr>
<tr>
<td><strong>Transaction</strong></td>
<td>The sale of all of the issued shares in Aviva Mining (Kenya) Limited, an indirectly wholly owned subsidiary of the Company, to African Barrick Gold plc.</td>
</tr>
</tbody>
</table>
APPOINTMENT OF PROXY
AVIVA CORPORATION LIMITED
ABN 31 009 235 956

GENERAL MEETING OF SHAREHOLDERS

I/We

being a Member of Aviva Corporation Limited entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

OR

Mark this box if you wish to appoint the Chairman of the Meeting as your proxy,
or failing the person so named or, if no person is named, the Chairman of the Meeting or the
Chairman’s nominee, to vote in accordance with the following directions or, if no directions have been given,
as the proxy sees fit at the General Meeting to be held at 10.00 am (Perth time), on Tuesday, 11 September
2012, at Subiaco Art Centre, 180 Hamersley Road Subiaco, Western Australia 6008, and at any
adjournment thereof. If no directions are given, the Chairman will vote in favour of the resolution.

Voting on Business of the Meeting

For Against Abstain

1. Sale of Aviva Mining (Kenya) Limited

OR

In relation to this Resolution, if the Chairman is to be your proxy and you do not wish to direct your proxy
how to vote on this Resolution, please place a mark in this box

By marking this box, you acknowledge that the Chairman of the meeting may exercise your 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 this box, and you have not directed your proxy how
to vote, the Chairman of the meeting will not cast your votes on this Resolution and your votes will not be
counted in computing the required majority if a poll is called on this Resolution. The Chairman intends to
vote in favour of this Resolution.

IF THE CHAIRMAN IS TO BE YOUR PROXY IN RELATION TO THE RESOLUTION YOU MUST EITHER
MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT
YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF
PROXY IN RELATION TO THE RESOLUTION WILL BE DISREGARDED.

If you mark the abstain box, you are directing your proxy not to vote on the Resolution on a show of hands or on a poll
and that your shares are not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is %

Signed this day of 2012

By:

Individuals and joint holders Companies (affix common seal if appropriate)

Signature Individual/Director

Signature Director/Company Secretary

Signature Sole Director and Sole Company Secretary

6982235/6
Proxies

1. A proxy need not be a Shareholder.

2. Shareholders are entitled to appoint up to 2 proxies to attend the Meeting. If you wish to appoint 2 proxies, please copy this proxy form or contact the Company to request another proxy form.

3. If a Shareholder is entitled to cast two or more votes at the Meeting then the Shareholder may appoint 2 proxies. If the Shareholder does not specify the proportion or number of the Shareholder’s votes each proxy may exercise, each proxy may exercise half of the Shareholder’s votes.

4. To be valid, a Shareholder’s proxy form (and any power of attorney under which it is signed) must be mailed to PO Box 2025, Subiaco, Western Australia 6904, faxed to + 61 (08) 9388 2355 or received at Unit 1, 245 Churchill Avenue, Subiaco, Western Australia 6008, no later than 48 hours before the commencement of the Meeting (10.00 am, Perth time, Tuesday, 11 September 2012). Any proxy form received after that time will not be valid for the scheduled Meeting.

5. In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that the shareholding of each person for the purpose of determining entitlements to attend and vote at the Meeting will be the entitlement of that person set out in the Company’s share register as at 5.00 pm (Perth time) on 9 September 2012. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.