NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

AND

EXPLANATORY STATEMENT

AND

PROXY FORM

For a meeting to be held on Wednesday, 21 November 2012
11.00 am (Perth Time)

AT

SUBIACO ART CENTRE
180 Hamersley Road, Subiaco WA 6008

A copy of the 2012 Annual Report may be obtained from the Company’s website: www.avivacorp.com.au or from the Botswana Stock Exchange website www.bse.co.bw or request a printed copy

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.
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Aviva Corporation Limited ("Aviva" or "Company") will be held at Subiaco Art Centre, 180 Hamersley Road, Subiaco, Western Australia, 6008 on Wednesday, 21 November 2012 and commencing at 11.00 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 Annual General Meeting.

A. ORDINARY BUSINESS

ANNUAL REPORT: TO RECEIVE THE FINANCIAL REPORT, DIRECTORS’ REPORT AND AUDITOR’S REPORT

To receive and consider the financial report together with the directors’ report (including the Remuneration Report) and the auditor’s report for the period ended 30 June 2012.

RESOLUTION 1 RE-ELECTION OF ROBERT EDWARD KIRTLAN AS A DIRECTOR OF THE COMPANY

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

“That following his retirement by rotation in accordance with Article 13.2 of the Constitution, Mr Robert Edward Kirtlan be re-elected as a director of the Company.”

RESOLUTION 2 ELECTION OF PIETER JACOBUS BRITZ AS A DIRECTOR OF THE COMPANY

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

“That Mr Pieter Jacobus Britz, being a director of the Company who was appointed since the last Annual General Meeting, retires in accordance with Article 13.5 of the Constitution, and being eligible, be elected as a director of the Company.”
RESOLUTION 3 ADOPTION OF REMUNERATION REPORT

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

“That for the purpose of section 250R (2) of the Corporations Act and for all other purposes, the Remuneration Report for the period ended 30 June 2012 be adopted.”

Note: This Resolution is advisory only and does not bind the Directors.

Voting prohibition statement:
The Company will disregard any votes cast on Resolution 3 by:
(a) a member of the key management personnel details of whose remuneration are included in the Remuneration Report; and
(b) a closely related party of such a member.

However, a person described above may vote on this Resolution if:
(c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
(d) the vote is not cast on behalf of a person described in paragraph (a) or (b) above.

B. SPECIAL BUSINESS

RESOLUTION 4: RATIFY PRIOR ISSUE OF ORDINARY OPTIONS

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes that the Company approves and ratifies the prior issue and allotment of 2,000,000 options to acquire fully paid ordinary shares in the capital of the Company to Mr Peter Rolley on such terms and conditions referred to in the Explanatory Statement accompanying this Notice.”

Voting exclusion statement:
The Company will disregard any votes cast on Resolution 4 by Mr Peter Rolley and any of his associates.

However, the Company need not disregard a vote on Resolution 4 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.

RESOLUTION 5: RATIFY PRIOR ISSUE OF CONVERTIBLE NOTES

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes that the Company approves and ratifies the prior issue of 7,500,000 convertible notes to Sentient Executive GP IV, Limited on such terms and conditions referred to in the Explanatory Statement accompanying this Notice.”
Voting exclusion statement:

The Company will disregard any votes cast on Resolution 5 by Sentient Executive GP IV, Limited and any of its associates.

However, the Company need not disregard a vote on Resolutions 5, 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.

RESOLUTION 6: APPROVAL OF ADDITIONAL 10% SHARE ISSUE CAPACITY

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

“That for the purpose of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula set out in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 6 by:

(a) a person (and any associates of such a person) who may participate in the proposed issue; and

(b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associates of those persons.

However, the Company will not disregard a vote if it is:

(c) cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

(d) 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.

Important Note: At the date of this Notice, the proposed allottees of the securities are not as yet known or identified. For a person’s vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue, shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

Dated this the 11th day of October 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 Meeting will be the registered holders at 4.00pm (Perth time) on Monday, 19 November 2012. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If you are in doubt as to how you should vote, you should seek independent advice from your accountant, solicitor or other professional adviser prior to voting.

You may vote by attending the Annual General Meeting in person, by proxy or attorney, or by an authorised representative (if you are a body corporate).

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Proxies
A Shareholder has the right to appoint a proxy (who need not be a Shareholder). A proxy can be an individual or a body corporate. A Proxy Form is enclosed with this Notice of Meeting.

A Shareholder that is entitled to cast two or more votes at the Annual General Meeting may appoint not more than 2 proxies to attend and act for the Shareholder at the 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 do not specify the proportion or number of the Shareholder’s votes, each proxy may exercise half of those votes.

A Shareholder can direct its proxy to vote for, against or abstain from voting on each resolution by marking the appropriate box in the voting directions section of the Proxy Form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the chairman of the Meeting, who must vote the proxies as directed.

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

If you appoint the chairman of the Meeting as your proxy (whether intentionally or by default) you can direct the chairman to vote for, against or abstain from voting on the Resolutions by marking the appropriate box on the Proxy Form, under the heading ‘Voting on Business of the Annual General Meeting’.

An appointment of a proxy or power of attorney is not effective for the 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 at its registered office at Unit 1, 245 Churchill Avenue, Subiaco WA 6008,

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

Important information concerning proxy votes on Resolution 3

The Corporations Act places certain restrictions on the ability of key management personnel and their closely related parties to vote on the advisory resolution to adopt the Company’s Remuneration Report and resolutions connected directly or indirectly with the remuneration of the Company’s Key Management Personnel. Key Management Personnel of the Company are Directors and all other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company’s Key Management Personnel for financial year ended 30 June 2012. “Closely related party” is defined in the Corporations Act 2001 and includes certain family members, dependants and companies controlled by Key Management Personnel.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all resolutions. In particular, Shareholders who intend to appoint the Company’s chairman as their proxy (including an appointment by default) are encouraged to direct the chairman as to how to vote on all Resolutions.

If the chairman of the Annual General Meeting is appointed, or taken to be appointed, as your proxy, you can direct the chairman to vote for, against or abstain from voting on Resolution 3 by marking the appropriate box opposite the respective Resolutions on the Proxy Form. You should direct the chairman how to vote on these Resolutions.
However, if the chairman of the Meeting is your proxy and you do not direct the chairman how to vote in respect of Resolution 3 on the Proxy Form, you will be deemed to have directed and expressly authorised the chairman to vote your proxy in favour of Resolution 3. This express authorisation acknowledges that the chairman may vote your proxy even if:

(a) Resolution 3 is connected directly or indirectly with the remuneration of a member or members of the Key Management Personnel of the Company; and

(b) the chairman has an interest in the outcome of Resolution 3 and that votes cast by the chairman for this Resolution, other than as authorised proxy holder, will be disregarded because of that interest.

Corporate Representative

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint an individual to act as its representative at the Annual General Meeting in accordance with section 250D of the Corporations Act.

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Annual General Meeting should provide that person with:

(a) a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company’s representative; or

(b) a copy of the resolution appointing that person as the corporate Shareholder’s representative at the Meeting, certified by a secretary or director of the corporate Shareholder.

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

OTHER

Words which are defined in the Explanatory Statement have the same meaning when used in this Notice of Meeting unless the context requires otherwise. For assistance in considering this Notice of Meeting the following words are defined here:

“Annual General Meeting” or “Meeting” means the annual general meeting of Shareholders convened by this Notice of Meeting.

“Annual Report” means the Company’s annual report including the reports of the Directors and the auditor and the financial statements of the Company for the year ended 30 June 2012 which can be downloaded from the Company’s website at www.avivacorp.com.au

“ASX” means the financial market operated by ASX Limited trading as the Australian Securities Exchange.

“Company” or “Aviva” means Aviva Corporation Limited ABN 31 009 235 956.

“Constitution” means the Company’s constitution.

“Corporations Act” means the Corporations Act 2001 (Cth).

“Directors” means the directors of the Company.

“Explanatory Statement” means the explanatory statement set out in this Notice of Meeting.

“Key Management Personnel” means Personnel whose remuneration details are included in the Remuneration Report.

“Listing Rules” means the listing rules of ASX.

“Notice of Meeting” or “Notice” means this notice of annual general meeting.

“Ordinary Resolution” means 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.

“Proxy Form” means the proxy form accompanying this Notice of Meeting.


“Resolutions” means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

“Share” means a fully paid ordinary share in the capital of the Company.

“Shareholder” means the registered holder of a Share.

“Special Resolution” means a resolution passed by at least 75% of Shareholders on a show of hands or by 75% of votes given on a poll.
EXPLANATORY STATEMENT

INTRODUCTION

This Explanatory Statement has been prepared in connection with the business to be conducted at the Company’s Annual General Meeting to be held at Subiaco Art Centre, 180 Hamersley Road, Subiaco Western Australia, 6008 on Wednesday, 21 November 2012 commencing at 11.00 am (Perth time).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Directors and believed to be material to Shareholders in deciding whether or not to approve the Resolutions in the Notice of Meeting. This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Meeting.

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

ANNUAL REPORT – TO RECEIVE THE FINANCIAL REPORT, DIRECTORS’ REPORT AND AUDITOR’S REPORT

The Corporations Act requires that the Financial Report, Directors’ Report and the Auditor’s Report be laid before the Annual General Meeting. In addition, the Constitution provides for such Reports to be received and considered at the Meeting. Neither the Corporations Act nor the Constitution requires a vote of shareholders at the Annual General Meeting on the statements at the Meeting.

As a Shareholder, you are entitled to submit a written question to the auditor prior to the Annual General Meeting provided that the question relates to:

- the content of the Auditor’s Report; or

All written questions must be received by the Company no later than 5.00pm (Perth time) on Wednesday, 14 November 2012.

All questions must be sent to the Company and may not be sent direct to the auditor. The Company will then forward all questions to the auditor.

The Company’s auditor will be present at the Meeting and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor’s Report, the Company’s accounting policies, and the independence of the auditor.

RESOLUTION 1 – RE-ELECTION OF ROBERT EDWARD KIRTLAN AS A DIRECTOR OF THE COMPANY

Article 13.2 of the Constitution requires that at each Annual General Meeting of the Company, one third (or the number nearest to but not exceeding one third) of the directors, must retire from office. Mr Kirtlan retires in accordance with that rule and, being eligible, has offered himself for re-election as a director of the Company.

Mr Kirtlan joined the Company on 21 November 2003. Mr Kirtlan has over 15 years company management experience and spent 7 years in the global mining investment banking sector in Perth, Sydney and New York, working for major global investment banks with a specialist role in the mining and natural resources sector.

He has a background in finance and management with small companies. He was a founding shareholder and director of Cooper Energy Limited, an emerging exploration and production oil and gas company. Mr Kirtlan is currently a director of RMG Limited and Credo Resources Limited, and was previously a director of NGM Resources Limited.

Mr Kirtlan serves on the Audit and Nomination and Remuneration Committees of the Company.

Directors’ Recommendation

The Directors (other than Mr Robert Edward Kirtlan who has an interest in the Resolution) unanimously recommend that Shareholders vote in favour of Resolution 1.
RESOLUTION 2 – ELECTION OF PIETER JACOBUS BRITZ AS A DIRECTOR OF THE COMPANY

Mr Britz was appointed as a director of the Company following the last Annual General Meeting. As such, Article 13.5 of the Constitution only permits Mr Britz to hold office until the next Annual General Meeting following his appointment. Accordingly, Mr Britz who was appointed as a Director since the Company’s 2011 Annual General Meeting, retires and offers himself for election as a director of the Company.

Mr Britz is a registered professional engineer with a wealth of experience in the resources industry since the early 1990’s. He began his career in the mining industry in South Africa where he worked as an engineer at the Sishen iron ore mine from 1992-1997. He also had various executive roles in corporate strategy and business consulting and managed various corporate level strategic initiatives. His experience also includes coal, base metals, heavy minerals, and industrial minerals. In early 2004 he moved to Australia and set up Royal Bank of Canada’s investment banking division in Sydney. He joined The Sentient Group in early 2007 as an investment professional. Mr Britz is a Member of AusIMM.

Mr Britz is currently a director of East African Copper Ltd, and was previously a director of Geodynamics Limited and Ivernia Inc.

Mr Britz serves on the Audit as well as the Nomination and Remuneration Committees of the Company.

Directors’ Recommendation

The Directors (other than Mr Pieter Jacobus Britz who has an interest in the Resolution) unanimously recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 – ADOPTION OF REMUNERATION REPORT

Section 298 of the Corporations Act requires that the annual Directors’ Report contains a Remuneration Report prepared in accordance with section 300A of the Corporations Act.

By way of summary, the Remuneration Report:

• discusses the Company’s policy and the process for determining remuneration of its executive officers and employees;
• addresses the relationship between the remuneration of the Company’s executive officers and the performance of the Company; and
• sets out remuneration details for each Director and each of the executive officers of the Company named in the Remuneration Report for the financial year ended 30 June 2012.

In accordance with section 250R(2) of the Corporations Act, the Company is required to put a resolution to its members that the Remuneration Report as disclosed in the 2012 Annual Report be adopted. Pursuant to section 250R (3) of the Corporations Act, Shareholders should note that Resolution 3 is advisory only and does not bind the Directors or the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

The Corporations Act provides that if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Directors (other than the Managing Director) who were in office at the date of the approval of the applicable Directors’ Report must stand for re-election.

The Remuneration Report disclosed in the 2011 Annual Report was adopted by Shareholders, such that a spill resolution is not required to be considered at the Annual General Meeting even if 25% or more of votes that are cast on Resolution 3 are voted against the adoption of the Remuneration Report.

If you intend to appoint a member of the Key Management Personnel (including any Director or the chairman of the Meeting) or their closely related parties as your proxy, please refer to the important information contained in the Notice of Meeting under the heading “Important Information Concerning Proxy Votes on Resolution 3″.
The chairman of the Meeting intends to exercise all undirected proxies in favour of Resolution 3. If the chairman is appointed as your proxy and you have not specified the way the chairman is to vote on Resolution 3, by signing and returning the Proxy Form, the Shareholder is considered to have provided the chairman with an express authorisation for the Chairman to vote the proxy in accordance with the chairman's intention.

RESOLUTION 4- RATIFY PRIOR ISSUE OF OPTIONS

As part of the Company’s acquisition of an interest in its West Kenyan assets from Lonmin plc, the Company agreed to issue its [consultant], Mr Peter Rolley with, amongst other things, 2,000,000 options to acquire fully paid ordinary shares in the capital of the Company should the Company be successful in acquiring an interest in greater than 50% of the relevant exploration licenses.

During the 2011/12 financial year, the Company acquired an interest in more than 50% of these West Kenyan licenses, thereby triggering the requirement to issue these 2,000,000 options to Mr Rolley.

Listing Rule 7.1 provides that without shareholder approval, a company must not issue or agree to issue new “equity securities” constituting more than 15% of its total ordinary shares on issue within a 12 month period, excluding any issue of shares approved by shareholders. However Listing Rule 7.4 allows an issue of securities made without the approval of shareholders to be treated as having been made with approval for the purposes of Listing Rule 7.1 provided the issue did not breach Listing Rule 7.1 and shareholders subsequently approves the issue.

The options issued to Mr Rolley constitute equity securities for the purposes of the Listing Rules.

Accordingly, the Company seeks shareholder approval pursuant to Listing Rule 7.4 to approve the issue of these options so that the Company retains its capacity to issue up to a full 15% of its issued share capital, if required, in the next 12 months without shareholder approval.

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

(i) the total number of options issued was 2,000,000;
(ii) the options were issued in consideration of services provided by Mr Rolley in connection with the Company’s acquisition of its West Kenyan assets;
(iii) each option is exercisable into an ordinary fully paid share in the capital of the Company at an exercise price of A$0.12 per share. The options must be exercised before 18 March 2014. The full terms of the options are attached as Annexure A;
(iv) the options were issued to Mr Peter Rolley;
(v) no funds will be raised from the issue of the options. However, any funds raised from the exercise of the options will be used for general working capital purposes;and
(vi) a voting exclusion statement for Resolution 4 is included in the Notice of Meeting.

Directors’ Recommendation

The Directors recommend Shareholders vote in favour of Resolution 4.

RESOLUTION 5- RATIFY PRIOR ISSUE OF CONVERTIBLE NOTES

The Company announced on 22 June 2012 that it had agreed to issue 7,500,000 convertible notes with a face value of A$0.10 to the company’s major shareholder, Sentient Executive GP IV, Limited (“Sentient”), to raise A$750,000.

As the convertible notes are convertible into ordinary fully paid shares in the capital of the Company, the convertible notes issued to Sentient constitute equity securities for the purposes of the Listing Rules. Accordingly, the issue of the convertible notes count towards the 15% limitation imposed under Listing Rule 7.1 upon the issue of new equity securities without shareholder approval. However, as outlined above, Listing Rule 7.4 allows an issue of securities made without the approval of shareholders (such as this issue of convertible notes to Sentient) to be treated as having been made with approval for the purposes of Listing Rule 7.1 provided the issue did not breach Listing Rule 7.1 and shareholders subsequently approve the issue.
Shareholder approval is now sought pursuant to ASX Listing Rule 7.4 to approve the prior issue of the convertible notes so that the Company retains its capacity to issue up to a full 15% of its issued capital, if required, in the next 12 months without shareholder approval.

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

(i) the total number of convertible notes issued was 7,500,000;
(ii) the convertible notes were issued at a face value of A$0.10 per note, with each convertible note;
(iii) the convertible notes have a maturity date of 22 June 2013 ("Maturity Date"). Interest is payable on the Maturity Date, or such earlier date as the convertible notes may be converted or redeemed, at a rate of 8% compounded quarterly in arrears. If the convertible notes are converted prior to the Maturity Date, interest will be satisfied by way of the issue of Shares at the same subscription price applicable to the conversion of those convertible notes. As mentioned above, each note is convertible into an ordinary fully paid share in the capital of the Company, with the conversion price dependent upon whether Sentient elects to convert the notes (in which case the conversion price is A$0.10 per share) or whether the Company elects to convert the notes (in which case the conversion price is A$0.07 per share);
(iv) the allottee was Sentient;
(v) the funds raised from the issue of the convertible notes are being used to progress the Company’s projects in Africa and to cover general working capital requirements; and
(vi) a voting exclusion statement for Resolution 5 is included in the Notice of Meeting.

Directors’ Recommendation

The Directors recommend Shareholders vote in favour of Resolution 5.

RESOLUTION 6- APPROVAL OF ADDITIONAL 10% SHARE ISSUE CAPACITY

ASX Listing Rule 7.1 requires Shareholder approval for an issue of securities in the Company if that issue will, when aggregated with all other issues during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

In accordance with new Listing Rule 7.1A, eligible entities may now seek shareholder approval at their annual general meeting to issue a further 10% of their issued share capital in addition to the 15% placement capacity set out in ASX Listing Rule 7.1(10% Share Issue Capacity).

An eligible entity for the purpose of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. At the date of this Notice, the Company is an eligible entity.

Any issue of securities under ASX Listing Rule 7.1A:

(a) must be in the same class as an existing quoted class of the Company’s equity securities;
(b) may be issued at a maximum of 25% discount to the current market price; and
(c) must be calculated in accordance with the formula prescribed by ASX Listing Rule 7.1A.2.

Resolution 6 seeks Shareholder approval for the Company to have the ability to issue securities under the 10% Share Issue Capacity. The approval of Resolution 6 will provide the Company with even greater flexibility to issue securities under the 10% Share Issue Capacity in addition to the 15% placement capacity set out in ASX Listing Rule 7.1 without a further requirement to obtain prior Shareholder approval.

Technical information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided for the purpose of obtaining shareholder approval for Resolution 6:

(a) Minimum price

The minimum price at which securities may be issued under the 10% Share Issue Capacity is 75% of the volume weighted average price of securities in the same class calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

(i) the date on which the price of the securities to be issued is agreed; or
(ii) if they are not issued within 5 ASX trading days of the date in paragraph (a) (i), the date on which the securities are issued.
(b) Potential risk of economic and voting dilution

If this Resolution is approved by Shareholders and securities are issued under the 10% Share Issue Capacity, the interests of Shareholders who do not receive any securities under the issue would be diluted.

Shareholders should note that in such circumstances:

(i) the voting power of Shareholders who do not receive securities under the 10% Share Issue Capacity as a proportion of the voting power of all shareholders will be diluted. The extent of that dilution will depend on the number of shares issued; and

(ii) the value of the interests of Shareholders who do not receive securities under the 10% Share Issue Capacity may be diluted if shares are issued at a price which represents a discount to their value before the issue is made. However, there are a range of other factors which may impact value of shares including, for instance, the impact of any capital raising on the Company and the purpose for which the funds are used may affect the value of a company and so its shares. The extent of any dilution in the value of the will primarily be impacted by the price at which the securities are issued and the number of securities issued.

As required by the Listing Rules, the table below shows a hypothetical example of the potential dilution of Shareholders of the Company where the full 10% Share Issue Capacity is utilised, on the basis of three different assumed issue prices and numbers of equity securities on issue.

<table>
<thead>
<tr>
<th>Issued share capital</th>
<th>Dilution when compared with the current issued share capital</th>
<th>Hypothetical issue price of shares issued under the 10% Share Issue Capacity</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>$0.043 per share</td>
</tr>
<tr>
<td>Current issued share capital</td>
<td>166,141,825</td>
<td>10% dilution</td>
</tr>
<tr>
<td>Funds raised</td>
<td>$714,410</td>
<td>$1,428,820</td>
</tr>
<tr>
<td>50% increase in issued share capital</td>
<td>249,212,738</td>
<td>10% dilution</td>
</tr>
<tr>
<td>Funds raised</td>
<td>$1,071,615</td>
<td>$2,143,230</td>
</tr>
<tr>
<td>100% increase in issued share capital</td>
<td>332,283,650</td>
<td>10% dilution</td>
</tr>
<tr>
<td>Funds raised</td>
<td>$1,428,820</td>
<td>$2,857,639</td>
</tr>
</tbody>
</table>

Note, the table above has been prepared on the following assumptions:
1. The Issue Price is $0.086 based on the closing price of shares on 2 October 2012.
2. The current issued share capital has been calculated in accordance with the formula in Listing Rule 7.1A(2).
3. The Company issues the maximum number of securities available under the 10% Share Issue Capacity.
4. No options are exercised prior to the date of issue of any shares under the 10% Share Issue Capacity.
5. The table shows the effect of issues of the Company’s equity securities under the 10% Share Issue Capacity, not under the Company’s 15% placement capacity under Listing Rule 7.1.
6. The table does not show an example of dilution that may be caused to any particular Shareholder due to any placements under the 10% Share Issue Capacity.

(c) Timing of potential issues

If Shareholder approval of Resolution 6 is obtained, securities may be issued under the 10% Share Issue Capacity during the period commencing on the date of the Meeting and ending on the first to occur of the following:

(i) 12 months after the date of this Meeting; and
(ii) the date of Shareholder approval for any transaction under Listing Rules 11.1.2 (significant change to the nature or scale of the Company’s activities) or 11.2 (disposal of the Company’s main undertaking).

(d) Purpose of potential issue

Shares may be issued under the 10% Share Issue Capacity for the following purposes:

(i) non-cash consideration for the acquisition of the new resources assets and other investments. If this occurs, the Company will provide a valuation of the non-cash consideration in accordance with Listing Rule 7.1A.3; or

(ii) cash consideration. If this occurs, the Company intends to use the funds raised to acquire new assets or investments and continue exploration and development of the Company’s current assets.

The Company will comply with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon any issue of shares under the 10% Share Issue Capacity.

(e) Allocation policy under the 10% Share Issue Capacity

The Company’s allocation policy will depend on the prevailing market conditions at the time of any proposed issue under the 10% Share Issue Capacity.

The identity of allottees of securities under the 10% Share Issue Capacity will be determined on a case-by-case basis having regard to factors which may include:

(i) the methods of raising funds which are available to the Company, including the time and market exposure associated with the various methods of raising capital applicable at the time of the raising;

(ii) the effect of any such issue on the control of the Company;

(iii) the financial situation of the Company; and

(iv) advice from corporate, financial and broking advisers.

As at the date of this Notice, the allottees under the 10% Share Issue Capacity have not been determined. They may, however, include substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

(f) Prior shareholder approval

The Company has not previously sought Shareholder approval under Listing Rule 7.1A.

(g) Voting Exclusion statement

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholders or class of security holders in relation to the proposed 10% Share Issue Capacity. Accordingly, no existing Shareholder will be excluded from voting under the voting exclusion statement in the Notice.

**Directors’ Recommendation**

The Directors of the Company believe that Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.
ANNEXURE A: FULL TERMS OF 2 MILLION OPTIONS ISSUED TO MR PETER ROLLEY

AVIVA CORPORATION LIMITED
ACN 009 235 956
("COMPANY")

TERMS AND CONDITIONS OF ISSUE OF OPTIONS

The material terms and conditions of the Options are as follows:

(a) each Option entitles the holder, when exercised, to one (1) Share;
(b) a holding statement will be issued for the Options;
(c) it is not currently intended that the Company will make an application to ASX for official quotation of the Options;
(d) the exercise price of the Options is $0.12 each and they are exercisable on or before 18 March 2014;
(e) the Options are not transferable other than to related party. This clause does not affect the executor of the holder's estate exercising the Options in accordance with these terms;
(f) the Options are exercisable by delivering to the registered office of the Company a notice in writing stating the intention of the Option Holder to exercise a specified number of Options, accompanied by the holding statement. The exercise of only a portion of the Options held does not affect the holder's right to exercise the balance of any Options remaining;
(g) all shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then issued Shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of the Options;
(h) there are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options. However, the Company will ensure that, for the purpose of determining entitlements to any issue, Option holders will be notified of the proposed issue at least seven (7) Business Days before the record date of any proposed issue. This will give the Option Holders the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue;
(i) in the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the expiry date of the Options; all rights of the Option Holder will be varied in accordance with the ASX Listing Rules;
(j) in the event of a pro rata issue or bonus issue of securities by the Company, the exercise price and the number of underlying securities over which the Options may be exercised (as applicable) will be varied in accordance with ASX Listing Rule 6.22;
(k) if the Company is subject to a takeover bid which is, or becomes, unconditional and where the bidder or any associate of the bidder has or obtains in aggregate a relevant interest in 45% or more of the voting shares of the Company, the holder can exercise the Options but only after the takeover bid becomes unconditional and before the end of the offer period and before the Company ceases to be on the official list of ASX;
(l) Shares issued pursuant to the exercise of Options will be issued not more than 10 days after the receipt of a properly executed notice of exercise of an Option and payment by bank cheque of the applications moneys in respect of the Options; and
(m) notwithstanding any other term above to the contrary, the Board may, from time to time, allow the holder of an Option, to exercise its Option on such other terms as the Board considers appropriate.
PROXY FORM

APPOINTMENT OF PROXY
AVIVA CORPORATION LIMITED
ABN 31 009 235 956

ANNUAL 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 Annual General Meeting to be held at 11:00am (WST), on 21 November 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 all the resolutions.

Voting on Business of the Annual General Meeting

<table>
<thead>
<tr>
<th>For</th>
<th>Against</th>
<th>Abstain</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Re-election of Director-R Kirtlan</td>
<td></td>
</tr>
<tr>
<td>2.</td>
<td>Election of Director – P Britz</td>
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<tr>
<td>3.</td>
<td>Adoption of Remuneration Report</td>
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<tr>
<td>4.</td>
<td>Ratify prior issue of options</td>
<td></td>
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<tr>
<td>5.</td>
<td>Ratify prior issue of convertible notes</td>
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<tr>
<td>6.</td>
<td>Approval of 10% Share Issue Capacity</td>
<td></td>
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</tbody>
</table>

OR

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

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of Resolution 3 and votes cast by him/her other than as a 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 will not cast your votes on any of the resolutions and your votes will not be counted in calculating the required majority if a poll is called on any of these resolutions. The Chairman of the Meeting intends to vote undirected proxies in favour of the Resolutions.

IF THE CHAIRMAN IS TO BE YOUR PROXY IN RELATION TO ANY OF THE RESOLUTIONS 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 RESOLUTIONS WILL BE DISREGARDED.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item 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

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Individual/Director

Director/Company Secretary

Sole Director and Sole Company Secretary
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 (11.00am Monday, 19 November 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 4.00pm (WST) on Monday, 19 November 2012. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.