ASX AND MEDIA ANNOUNCEMENT

27 September 2013

CIRCULAR TO SHAREHOLDERS ON THE BOTSWANA SHARE REGISTER

Aviva Corporation Ltd (ASX: AVA, BSE: AVIVA) refers to the announcement on 13 September 2013 where it advised that it has received approval from the Botswana Stock Exchange (“BSE”) to voluntary delist from the BSE after close of trading on 27 September 2013.

A Circular is attached for Aviva’s shareholders that remain on the Botswana Share Register (“BSR”) and will be dispatched shortly. On 26 September 2013 there were 1.5million shares being held on the BSR which represents 0.8% of Aviva’s total issued capital of 188.9 million shares. The Circular provides full detail of the following:

- The Share Sale Facility through which shareholders remaining on the BSR can sell their shares; and
- If these shareholders elect not to sell their shares the process and timing to be transferred to the Australian register.

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

Mark Pearce
Aviva Corporation Limited
Director
Tel: +61 (0) 8 9322 6322

Stef Weber
Aviva Corporation Limited
Company Secretary
Tel: +61 (0) 8 9322 6322
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
The definitions and interpretations commencing on page 6 of this Circular have, where appropriate, been used on this cover page.

Action required:
You are encouraged to read this Circular in its entirety.
If you have disposed of all of your Shares, this Circular should be sent to the agent through whom you have disposed of such Shares, for onward delivery to the purchaser of those Shares.
If you are in doubt as to the action you should take in relation to this document, please consult your stockbroker, banker, legal advisor or other professional advisor immediately.

AVIVA CORPORATION LIMITED
(Incorporated in Australia under registration number ABN 31 009 235 956)
(Share codes: ASX: AVA, BSE: AVIVA ISIN: AU000000AVA9)
(“Aviva” or “the Company”)

CIRCULAR TO AVIVA SHAREHOLDERS REGISTERED ON THE BOTSWANA SHARE REGISTER relating to:

- the delisting of Aviva shares from the Venture Capital Market of the Botswana Stock Exchange;
- the establishment of a Share Sale Facility, and
- The transfer of all remaining Shares on the Botswana Register to the Australian Register.

Transaction Advisors and Botswana Transfer Secretaries

Botswana Sponsoring Broker

Date of issue: 27 September 2013
**CORPORATE INFORMATION**

**Directors and officers:**
- Ian Peter Middlemas, Non-Executive Director and Chairman
- Lindsay George Reed, Non-Executive Director
- Robert Edward Kirtlan, Non-Executive Director
- Mark Laurence Pearce, Non-Executive Director
- Sarel Stefanus Weber, Chief Financial Officer and Company Secretary

**Company Secretary and Registered Office:**
- Sarel Stefanus Weber
- Level 9, BGC Centre, 28 The Esplanade, Perth Western Australia 6000, Australia
- (PO Box Z5083, Perth WA 6831, Australia)

**Botswana Sponsoring Broker:**
- Imara Capital Securities (Pty) Limited
- Unit 6, Second Floor, Morojwa Mews, Plot 74770, New central Business District, Gaborone (Private Bag 00186, Gaborone)

**Transaction Advisors:**
- Transaction Management Services (Pty) Ltd
- Unit 206, Showgrounds Close, Plot 64516, Fairgrounds, Gaborone (P.O. Box 1583 ADD, Gaborone)

**Botswana Transfer Secretaries:**
- Transaction Management Services (Pty) Ltd Trading as Corpserve Botswana
- Unit 206, Showgrounds Close, Plot 64516, Fairgrounds, Gaborone (P.O. Box 1583 ADD, Gaborone)

**Australia Transfer Secretaries:**
- Computershare Investor Services (Pty) Limited
- Level 2, Reserve Bank Building
- 45 St Georges Terrace, Perth Western Australia 6000, Australia (GPO Box D182 Perth, WA 6840, Australia)
The definitions and interpretations commencing on page 6 of this Circular shall apply to this statement regarding the action required by Shareholders. Please take careful note of the following provisions regarding the actions required by Shareholders. If you are in any doubt as to the action you should take, please consult your broker, attorney, banker or professional advisor immediately.

For Certificated Shareholders who wish to sell their Shares under the Share Sale Facility

- Certificated Shareholders who wish to sell all of their Shares (and not some only) under the Share Sale Facility must complete the attached Instruction Form and return it with their Share Certificates to Corpserve Botswana at Unit 206, Showgrounds Close, Plot 64516, Fairgrounds, Gaborone or P.O. Box 1583 ADD, Gaborone, to be received no later than 15 November 2013.
- No receipts will be issued for Share Certificates submitted with Share Sale Facility Forms unless specifically requested in writing.
- The Company may dispense with the submission of Share Certificates for the Share Sale Facility upon production of evidence satisfactory to Corpserve Botswana that the Share Certificates have been lost or destroyed and upon the provision of an indemnity form which is obtainable from Corpserve Botswana on request and will be regarded as the only suitable form for submission in such case.

For Dematerialised Shareholders who wish to sell their Shares under the Share Sale Facility

Dematerialised Shareholders who wish to sell all of their Shares (and not some only) under the Share Sale Facility must complete the attached Share Sale Facility Instruction Form and return it to Corpserve Botswana at Unit 206, Showgrounds Close, Plot 64516, Fairgrounds, Gaborone or P.O. Box 1583 ADD, Gaborone, to be received no later than 15 November 2013.

For Certificated Shareholders and Dematerialised Shareholders who wish to have their Shares transferred to the Australian Register

Certificated Shareholders and Dematerialised Shareholders who do not wish to sell their Shares under the Share Sale Facility and who wish to have their Shares transferred from the Botswana Register to the Australian Register do not need to do anything and their Shares will be transferred to the Australian Register by 29 November 2013.

Certificated Shareholders and Dematerialised Shareholders who do nothing

If a Certificated Shareholder or a Dematerialised Shareholder has not, as at 15 November 2013, opted to participate in the Share Sale Facility they shall be deemed to have authorised Corpserve Botswana to act on their behalf to transfer their Shares from the Botswana Register to the Australian Register with the same registered postal address and other details as recorded on the Botswana Register.
IMPORTANT DATES AND TIMES

The definitions and interpretations commencing on page 6 of this Circular shall apply mutatis mutandis to the dates and times set out hereunder.

<table>
<thead>
<tr>
<th>Event</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Announcement confirming planned delisting</td>
<td>13 September 2013</td>
</tr>
<tr>
<td>Planned delisting date from the BSE, issuance of Circular to Shareholders and Record Date for Shareholders</td>
<td>27 September 2013</td>
</tr>
<tr>
<td>Share Sale Facility opens</td>
<td>02 October 2013</td>
</tr>
<tr>
<td>Last date by which Share Sale Facility Instruction Forms must be received by Corpserve Botswana for those Shareholders wishing to participate in the Share Sale Facility</td>
<td>15 November 2013</td>
</tr>
<tr>
<td>Announcement confirming results of the Share Sale Facility and transfer of Shares to the Australian Register</td>
<td>22 November 2013</td>
</tr>
<tr>
<td>Removal of Shares to Australian Register finalised and issuer sponsored statements dispatched by Computershare to Shareholders</td>
<td>29 November 2013</td>
</tr>
</tbody>
</table>

Note: The above dates and times are subject to change at the discretion of the Company. Any such changes will be publicly announced.

QUESTIONS

Should Shareholders have any further questions, they are advised to contact Corpserve Botswana (by phone on: 393 22 44 or by fax on 393 22 43 or by email on contactus@corpservebotswana.com or in person at Unit 206, Showgrounds Close, Plot 64516, Fairgrounds, Gaborone.) or Imara Capital Securities (by phone on 318 88 86 or by fax on 318 88 87 or by email on enquiriesbots@imara.com or in person at 2nd Floor, Morojwa Mews, Unit 6, Plot 74770, Western Commercial Road CBD, Gaborone.)
DEFINITIONS AND INTERPRETATIONS

In this Circular and the schedules hereto, unless the context indicates a contrary intention, an expression which denotes any gender includes the other genders, a natural person includes a juristic person and vice versa, the singular includes the plural and vice versa and the words in the first column have the meaning stated opposite them in the second column as follows:

“ASX” the Australian Stock Exchange, on which Aviva has a primary listing of its shares under the share code “AVA”;  

“Australian Register” the Australian share register of Aviva as maintained in Australia by Computershare;  

“Aviva” or “the Company” Aviva Corporation Limited ACN 009 235 956;  

“Botswana Register” the consolidated record of all Shareholders who’s Shares are held in Botswana, be they Certificated Shareholders or Dematerialised Shareholders.  

“BSE” any day other than a Saturday, Sunday or public holiday in Botswana;  

“Business Day”  

“Certificated Shareholders” Shareholders whose interest in the Shares are represented by a Share Certificate which has not been surrendered for Dematerialisation;  

“Circular” this Circular, dated 27 September 2013 and appendices attached hereto;  

“Computershare” Computershare Investor Services (Pty) Limited, Level 2, Reserve Bank Building, 45 St Georges Terrace, Perth Western Australia 6000, Australia (GPO Box D182 Perth, WA 6840, Australia);  

“Corpserve Botswana” Transaction Management Services (Pty) Ltd, Trading as Corpserve Botswana, Unit 206, Showgrounds Close, Plot 64516, Fairgrounds, Gaborone. (P.O. Box 1583 ADD, Gaborone);  

“CSD” Central Securities Depository Company of Botswana which entity operates an electronic share register for dematerialised securities listed on the BSE;  

“Dematerialisation” the process by which shares held in certificated form are converted to be held in electronic form on the CSD;  

“Dematerialised Shareholders” a Shareholder who holds his interest in Shares on the CSD;
“Dematerialised Shares” Shares which have been Dematerialised and are held in electronic form on the CSD;

“ICS” Imara Capital Securities (Pty) Limited, members of the Botswana Stock Exchange and sponsoring broker to Aviva and any stockbroker registered with the ASX and acting under instruction by ICS on their behalf;

“Final Date” 15 November 2013

“Instruction Form” the form attached to this Circular which when completed by Shareholders and is returned to Corpserve Botswana in accordance with the terms and conditions as stated on that form shall entitle Shareholders to participate in the Share Sale Facility.

“Issuer Sponsored Sub-register” the Aviva sponsored share sub-register of the Australian Register as maintained in Australia by Computershare;

“Record Date” the close of business on 27 September 2013 or such later date as may be announced being the last date to be recorded as a Shareholder on the Botswana Register;

“Shareholders” holders of Shares as of the Record Date;

“Shares” issued shares in the capital of Aviva as recorded in the Botswana Register and as held by the Shareholders as at the Record Date and which may be submitted for sale under the Share Sale Facility or failing which will be transferred to the Australian Register;

“Share Certificate” a valid Share Certificate(s), or any other documents of title acceptable to Aviva, in respect of Shares; and

“Share Sale Facility” the arrangement offered to Shareholders, as is set out in this Circular, whereby they may elect to instruct ICS to sell their Shares, rather than have them transferred to the Australian Register.
CIRCULAR TO SHAREHOLDERS IN RESPECT OF THE DELISTING FROM THE BSE

1. INTRODUCTION

Aviva is an Australian domiciled resource development company, listed on the ASX. The Company listed its shares on the BSE Venture Capital Market and established the Botswana Register on 26 November 2007.

Aviva’s principal investment in Botswana was the establishment and development of the Mmamantswe Coal Project (the “Project”). Aviva became involved in the Project in 2007 and has completed several studies on the Project and has carried out a significant water drilling program. Aviva announced in October 2012 that the Environmental Impact Statement for the Project has been issued.

On 29 April 2013 Aviva announced that it had entered into a conditional agreement (the “Agreement”) with African Energy Resources Limited (ASX: AFR, BSE: AFR) (“African Energy”) to sell their wholly-owned subsidiary Botswana Energy Solutions Limited (“BES”). Mmamantswe Coal (Proprietary) Limited which holds Aviva’s rights to the Mmamantswe Coal Project is a wholly owned subsidiary of BES. The Agreement was subject to the following conditions precedent being satisfied or waived on or before 3 months from date of the Agreement:

- Approval of the transaction by Aviva shareholders under the ASX Listing Rules at an extraordinary general meeting which was held on 9 July 2013;
- Completion of due diligence on the Project by African Energy;
- Mmamantswe Coal being the registered holder of 100% of the license under which the Project is operated (the “License”);
- Completion of a fundraising by African Energy to finance the acquisition of BES; and
- Execution of binding sale documentation.

On 6 May 2013, Aviva announced that it has entered into a conditional agreement with Mawana Minerals Pty Ltd (“Mawana”) to acquire 100% of the Licence for U$300,000 (three hundred thousand United States Dollars).

On 28 of May 2013 Aviva announced that it had entered into a binding agreement with African Energy who had satisfactorily completed its due diligence and undertaken a fund raising and that the
only remaining conditions on the sale of BES were Ministerial approval to acquire the License and Aviva shareholder approval.

On 4 July 2013 Aviva announced that they had received Ministerial approval to acquire the Licence.

On 9 July 2013 Aviva announced that its shareholders had approved the resolution for the sale of the Project and that all conditions precedent had either been waived and/or completed.

On 12 July 2013 Aviva announced the receipt of A$3.5 million in proceeds marking the completion of the sale of the Project. This triggered a final payment due by Aviva under the Licence purchase agreement with Mawana. In terms of this agreement if Aviva disposes of the License for more than US$3 million there will be a final payment due to Mawana, which will be 10% of the difference between the disposal price of A$3.5 million and US$3 million. The depreciation in the A$ against the US$ reduced this payment to approximately US$22,000.

2. AVIVA’S CURRENT POSITION

The Company is well funded, and has a clear strategy to identify and develop early resource opportunities which are well located to demand and infrastructure. The Aviva Board and management team has strong resource and capital market expertise, with proven expertise in the delivery, generation, exploration, approval and development of resource projects.

Aviva announced on 15 July 2013 that it had issued 15 million fully paid ordinary shares at 11 cents per share and issued 10 million unlisted options exercisable at 17.5 cents per share and expiring on 15 July 2017.

Following the sale proceeds received from the Project, the existing cash on hand and the subscription proceeds from the new shares Aviva has approximately A$ 23.5 million in free cash resources as at the end of July 2013, which is available for new investment.

Currently, Aviva’s only resource investment is through a Convertible Note of A$ 125,000 in Coppermoly Ltd (“Coppermoly”). Under the Convertible Note, Aviva has been issued with 1 million unlisted options in Coppermoly with an exercise price of 5 cents per option. Coppermoly has large tonnage coppergold–molybdenum projects in West New Britain in Papua New Guinea. Coppermoly holds a 28% interest in three Exploration Licences Nakru, Simuku and Talelumas, which together make up the West New Britain Project. Barrick Exploration (PNG) Limited holds the remaining 72% interest under a Letter Agreement with Coppermoly and has spent more than US$20 million of expenditure on exploration. During the quarter ended 30 June 2013, Coppermoly announced it would re-acquire 100% of the three exploration licenses in the West New Britain Project for A$5 million over five years. Coppermoly 100% owns its remaining Exploration Licence in Papua New Guinea-Makmak.
3. HISTORICAL SHARE PRICE AND VOLUME DATA

3.1 ASX trading

The table below illustrates the daily volumes, average daily turnover and average share price of Aviva shares traded on the ASX for the periods as indicated.

<table>
<thead>
<tr>
<th>Period of trading</th>
<th>Daily Volumes('000')</th>
<th>Average daily turnover(A$)</th>
<th>Average share price(A$ cents per share)</th>
</tr>
</thead>
<tbody>
<tr>
<td>13 August 2013-13 September 2013</td>
<td>187</td>
<td>25,011</td>
<td>13.4</td>
</tr>
<tr>
<td>13 May 2013-13 August 2013</td>
<td>437</td>
<td>50,568</td>
<td>11.6</td>
</tr>
<tr>
<td>13 February 2013-13 May 2013</td>
<td>471</td>
<td>71,371</td>
<td>15.1</td>
</tr>
</tbody>
</table>

3.2 BSE trading

The following table illustrates the volumes and weighted average value of Aviva shares traded daily on the BSE in the past six months prior to release of the announcement of delisting from the BSE on 13 September 2013:

<table>
<thead>
<tr>
<th>Date traded</th>
<th>Volume</th>
<th>Price per share (Pula)</th>
<th>Turnover (Pula)</th>
</tr>
</thead>
<tbody>
<tr>
<td>15-AUG-13</td>
<td>362</td>
<td>0.97</td>
<td>351.14</td>
</tr>
<tr>
<td>05-AUG-13</td>
<td>4,030</td>
<td>0.89</td>
<td>3,586.70</td>
</tr>
<tr>
<td>30-JUL-13</td>
<td>5,000</td>
<td>0.89</td>
<td>4,450.00</td>
</tr>
<tr>
<td>23-JUL-13</td>
<td>1,000</td>
<td>0.90</td>
<td>900.00</td>
</tr>
<tr>
<td>19-JUL-13</td>
<td>912</td>
<td>0.90</td>
<td>820.80</td>
</tr>
<tr>
<td>28-JUN-13</td>
<td>3,797</td>
<td>0.89</td>
<td>3,379.33</td>
</tr>
<tr>
<td>16-MAY-13</td>
<td>799</td>
<td>0.92</td>
<td>735.08</td>
</tr>
<tr>
<td>14-MAY-13</td>
<td>201</td>
<td>0.92</td>
<td>184.92</td>
</tr>
<tr>
<td>10-MAY-13</td>
<td>1,000</td>
<td>0.95</td>
<td>950.00</td>
</tr>
<tr>
<td>15-MAR-13</td>
<td>3,820</td>
<td>1.00</td>
<td>3,820.00</td>
</tr>
</tbody>
</table>

| Total       | 20,921 | 0.92                   | 19,177.97       |

4. DELISTING FROM THE BSE

Following the sale of the Project, Aviva has no further commercial interests in Botswana and has no immediate plans to make any new investments in Botswana, Aviva has therefore applied to have its shares delisted from the BSE and received approval from the BSE.

Aviva is not required, by either its constitution or the rules of the ASX, to seek any further approvals to delist its shares from the BSE.

Aviva is offering Shareholders the opportunity to sell their Shares through the Share Sale Facility following the delisting of the Shares from the BSE. Alternatively, Shareholders can retain their Shares
and these Shares will be transferred from the Botswana Register to the Australian Register (see below for further details).

5. THE SHARE SALE FACILITY

5.1. Background

The Share Sale Facility provides Shareholders with the opportunity to sell their Shares during a six week period following the delisting of the Shares from the BSE. The date of delisting will be from the close of business on 27 September and the Share Sale Facility will open on 02 October 2013 and close on 15 November 2013.

The Company makes no recommendation to Shareholders as to whether they should or should not participate in the Share Sale Facility and Shareholders are advised to seek advice from their own professional advisors.

The Share Sale Facility is voluntary and any Shareholders who do not elect to participate in the Share Sale Facility will have their Shares transferred from the Botswana Share Register to the Australian Register.

The Share Sale Facility will be managed by ICS, in Botswana. All Shares submitted for sale in accordance with the terms and conditions of the Share Sale Facility will be transferred to the Australian Register by ICS and offered for sale at the then prevailing market price on the ASX following the last date by which Instruction Forms must be received by Corpserve Botswana, being 15 November 2013.

If you elect to participate in the Share Sale Facility and submit a valid Instruction Form you irrevocably appoint and authorise each ICS, Corpserve Botswana, Computershare and Aviva to do all things necessary and execute all documents (including to effect any dematerialisation, transfer to ICS, removal from Botswana to Australia or other transaction) to facilitate the sale of all those Shares submitted for sale under the Share Sale Facility.

5.2. Eligibility to participate in the Share Sale Facility

If you are a Shareholder as at the Record Date you are entitled to participate in the Share Sale Facility.

Only those Shareholders wishing to sell all of their Shares may participate in the Share Sale Facility.

Only those Shareholders who have completed and submitted the Instruction Form to Corpserve Botswana in accordance with the instructions on that form by 15 November 2013 will be entitled to participate in the Share Sale Facility.

5.3. Costs
Shareholders who opt to participate in the Share Sale Facility will be subject to the deduction from the proceeds due to them of all selling costs (including, without limitation, brokerage charged by ICS and their share of the selling costs incurred in Australia).

Any tax consequences arising from the sale of Shares under the Shares Sale Facility are the sole responsibility of the Shareholder. If Shareholders are in any doubt as to their individual tax circumstances that may arise from their participation in Share Sale Facility they should consult their own advisor.

5.4. Warranties and undertakings

By signing and returning the Instruction Form a Shareholder

a) irrevocably appoints Aviva, Corpserve Botswana and ICS as its agents to arrange the sale of its Shares under the Share Sale Facility;

b) acknowledges that they have read and agree to the terms and conditions of the Share Sale Facility in this Circular;

c) acknowledges that they are irrevocably bound to sell all of their Shares through the Share Sale Facility;

d) acknowledges that the risk of change in market conditions (and in particular the price at which Aviva shares can be sold on the ASX) may change between the time that they submit the Instruction Form and the time that their Shares are sold under the Share Sale Facility;

e) agree that none of Aviva, Corpserve Botswana or ICS or any other person will on any account be liable, and you may not bring a claim or action against them, for not having sold your Shares at any specific price, in any specific manner or on any specific day;

f) acknowledges and agrees that none of Aviva, Corpserve Botswana or ICS accept any responsibility in respect of the sale price received for the sale of your Shares;

g) acknowledges that Aviva, Corpserve Botswana, and ICS may in their sole discretion at any time determine that the Instruction Form is a valid instruction in terms of the Share Sale Facility even if the Instruction Form is incomplete, contains errors or is defective in any manner;

h) authorises Aviva, Corpserve Botswana and ICS to correct any error or omission from the Instruction Form by the insertion of any missing details;

i) acknowledges that none of Aviva, Corpserve Botswana, ICS or any other party involved in the Share Sale Facility has any liability to the Shareholder other than for payment of the sale proceeds determined and due in accordance with the terms and conditions of the Share Sale Facility;

j) acknowledges that none of Aviva, Corpserve Botswana, ICS nor any other party involved in the Share Sale Facility has provided the Shareholder with any investment advice or made any securities recommendations nor has any obligation to provide such advice or make any such recommendations concerning the Shareholder’s decision to sell Shares and the Shareholder has made its own decision to sell Shares through the Share Sale Facility based on its own objectives, financial and tax situation and needs and its own investigations of the affairs of Aviva and its own analysis of this Circular;
k) acknowledges that Aviva, Corpserve Botswana and ICS will not acquire any legal or beneficial interest in the Shareholder’s Shares in acting under the Share Sale Facility;
l) warrants that at the time of executing and returning the Instruction Form they are the registered holder of the Shares specified in the Instruction Form and that they have not previously used the Share Sale Facility for that holding and that the information disclosed on the Instruction Form is accurate and complete;
m) agrees not to sell their Shares to any other person once the Instruction Form has been executed and returned, and authorise Corpserve Botswana to lock your holding to prevent transfer of your Shares until they are required for settlement. Further, if any Shares are sold in breach of this warranty, you will be deemed to have appointed ICS or any officer of ICS as attorney to purchase Shares in your name, and at your expense, to satisfy your obligations in relation to the sale of your Shares, and you will indemnify ICS for all costs incurred in connection with any such purchase;
n) authorises the transfer of their Shares to ICS for settlement of the sale;
o) warrants (and authorises ICS to warrant on your behalf) to any buyer of your Shares through the Share Sale Facility that the buyer will acquire good title to those Shares and full legal and beneficial ownership of them free from any encumbrances, charges, liens, mortgages restrictions on transfer of any kind and from any third party rights;
p) accepts the risk associated with payment being dispatched to the Shareholder by cheque to the Shareholder’s registered address as shown on the Botswana Register or by electronic funds transfer to the bank account details as disclosed on the Instruction Form;
q) acknowledges and agrees that Aviva, Corpserve Botswana and ICS may appoint agents and delegates to perform any of their obligations or exercise any of their powers or discretions under the Share Sale Facility;
r) acknowledges and agrees to ratify the decisions, actions and exercise of discretion by Aviva, Corpserve Botswana, ICS or any other party involved in the Share Sale Facility and that the terms and conditions applicable to the Share Sale Facility do not oblige those parties to consult with the Shareholder regarding the exercise of those functions in relation to the operation of the Share Sale Facility;
s) acknowledges that the Share Sale Facility is governed by the laws in force in Western Australia.

5.5. Common questions

5.5.1. Can I sell some of my Shares and retain the remainder

No. If you elect to participate in the Share Sale Facility, you must sell all of your Shares (and not some only).

5.5.2. How do I utilise the Share Sale Facility?

If you are eligible to participate in the Share Sale Facility and wish to sell all (and not some only) of your Shares you must complete the Instruction Form attached to this Circular in
accordance with instructions on the form and return it to Corpserve Botswana, to be received by them no later than 15 November 2013.

5.5.3. **What price will I receive for my Shares?**

Under the Share Sale Facility you cannot specify at which price your shares will be sold. All Shares submitted by Shareholders under the Share Sale Facility will be offered for sale on the ASX and all Shareholders will receive the same price per Share, net of costs. The price achieved will be dependent on ASX market conditions at the time the Shares are sold and may be higher or lower than the price at which Aviva shares are currently trading.

ICS will provide each Shareholder participating in the Share Sale Facility with a brokers’ note reflecting the gross value achieved for the sale of that Shareholder’s Shares and all costs incurred in selling the Shares and the Botswana Pula equivalent net proceeds that are due to each Shareholder.

5.5.4. **When will I receive the net proceeds from my shares sold under the Share Sale Facility?**

Remittance of the net proceeds, as reflected on the brokers note, will be made by ICS in Botswana Pula within 5 working days of receipt by them of the proceeds from the entire Share Sale Facility, which date is expected to be around 29 November 2013. All payments will be settled by Electronic Funds Transfer (“EFT”) to the bank account details as per the completed Instruction Form submitted by the Shareholder. If for any reason settlement cannot be effected by EFT then cheques will be issued by ICS, made out in favour of the Shareholder and will be posted to the Shareholder’s address as reflected on the Botswana Register at the Record Date. Shareholders cannot claim any interest, costs or other charges against the Company, ICS or Corpserve Botswana for any delays they may suffer in settlement of the net proceeds due to them.

5.5.5. **Can I withdraw my application to participate in the Share Sale Facility after it has been submitted?**

Once your Instruction Form has been received by Corpserve Botswana it cannot be withdrawn and you are irrevocably bound to participate in the Share Sale Facility.

5.5.6. **When and how will the Shares be sold under the Share Sale Facility?**

Once Corpserve Botswana has received your Instruction Form they will commence the process of transferring your Shares to ICS and transferring them to the Australian Register for sale by ICS on the ASX.

If you hold Dematerialised Shares ICS will arrange for your Shares to be withdrawn from your CSD account, details of which you will have completed on the Instruction Form, and thereafter Corpserve Botswana will arrange these to be transferred to the Australian Register in the name of ICS.

If you are a Certificated Shareholder and have submitted your Share Certificate/s or duly completed indemnity forms in respect of missing Share Certificates with your Instruction
Form these will be transferred into the name of ICS and thereafter Corpserve Botswana will arrange for these to be transferred to the Australian Register.

ICS is a member of the Botswana Stock Exchange and Shareholders participating in the Share Sale Facility will be protected by the BSE rules governing the operation of member stockbrokers.

Within 5 business days of the Final Date, being 15 November 2013, ICS will arrange for all the Shares that have been submitted under the Share Sale Facility and that have been transferred to the Australian Register by Corpserve Botswana in the name of ICS to be offered for sale on the ASX. Depending on market conditions prevailing on the ASX at that time it may take a number of days before all the Shares are sold.

ICS has sole and complete discretion as to when and at what price these Shares are to be sold. If ICS considers that selling all the Shares on one day may not be prudent or appropriate in light of prevailing market conditions ICS may delay the sale of some or all the Shares. Despite this ICS shall, unless trading in Aviva shares is halted, sell all the Shares no more than 10 working days after the Final Date. This deadline shall be capable of extension by the same number of days that trading in Aviva shares has been halted, should this be the case.

The gross proceeds raised from the sale of all these shares divided by the number of shares sold will determine the gross selling price per share for Shares sold under the Share Sale Facility.

ICS will receive the gross proceeds arising from selling all of the Shares submitted for sale under the Share Sale Facility less any fixed and variable costs incurred in selling the shares on the ASX in Australian Dollars and have these proceeds converted to Botswana Pula by their bankers at the exchange rate prevailing on the day that the proceeds are received in Botswana by ICS’s bankers. Shareholders cannot elect to receive payment in Australian Dollars.

5.5.7. It is anticipated that the process of remittance of the Australian dollars to Botswana, conversion to Botswana Pula and subsequent settlement to those Shareholders participating in the Share Sale Facility will be completed on or around the 29th of November. How does the selling of my shares under the Share Sale Facility compare with selling them myself?

The process for effecting a sale of Shares under the Share Sale Facility is fundamentally no different to that which ICS would use if a Shareholder were to approach them in the ordinary course of business with an instruction to sell their Shares.

The main difference arises from the fact that the Shares submitted by all Shareholders electing to participate under the Share Sale Facility will be pooled and thus all Shareholders will receive the same price per share, which price cannot be determined or set by any Shareholder. The fixed costs of processing individual sale orders is likely to exceed the fixed costs to be incurred under the Share Sale Facility as these fixed costs are shared amongst all Shareholders participating in the Share Sale Facility.
5.5.8. I wish to participate under the Share Sale Facility but have lost my Share Certificate?

If you are a Certificated Shareholder and have lost your Share Certificate you will need to complete an indemnity form that is available from Corpserve Botswana and submit this, once duly completed, with your Instruction Form.

6. TRANSFER OF SHARES TO THE AUSTRALIAN REGISTER

If you remain on the Botswana Register on the date of de-listing (27 September 2013) and do not submit an Instruction Form (to participate in the Share Sale Facility) before the Final Date or if your Instruction Form is rejected for any reason your Shares will be transferred from the Botswana Register to the Australian Register by 22 November 2013. Shareholders do not need to do anything to have their Shares moved to the Australian Register. On 29 November 2013, Computershare will send each Shareholder whose Shares have been transferred to the Australian Register an issuer sponsored statement confirming their shareholding on the Issuer Sponsored Sub-register and provide relevant contact details and instructions for any future correspondence.

Following the Final Date, share certificates previously issued to Shareholders in Botswana will be null and void, have no value and will not represent any claim by the Shareholder on the outstanding issued equity of Aviva subsequent to the Final Date.

Once your Shares have been transferred to the Australian Register Corpserve will not be in a position to assist Shareholders with any queries or instructions. Queries or instructions should be directed to Computershare following the transfer of your Shares to the Australian Register. Computershare can be contacted on +61 1300 850 505

6.1. Costs

Shareholders will not be subject to any costs for the process of moving their Shares from the Botswana Register to the Australian Register.

Shareholders will be subject to costs in the future as may be charged by Computershare for certain activities undertaken by Computershare on the specific instruction of the Shareholder. In particular, Shareholders should be aware that a transfer of their Shares from their name to that of third party on the Australian Register will be subject to a fee, currently A$50 approximately Botswana Pula 400.

6.2. Common questions

The ASX website (http://www.asx.com.au/products/shares-faqs.htm) provides useful information for Shareholders who will hold their Shares on the Australian Register.

6.2.1. Once my Shares are on the Australian Register how do I sell them?

Shareholders will need to appoint a stockbroker in Australia or alternatively approach a BSE member stockbroker, such as ICS, as they may be in a position to assist. Please note, that a stockbroker is likely to charge you a settlement fee for the sale of your Shares.
6.2.2. How does the selling of my Shares under the Share Sale Facility compare with selling them on the ASX?

The main difference arises from two key factors; price and costs.

Price – Those Shares submitted by Shareholders electing to participate under the Share Sale Facility will be pooled and sold together as a single sell order, thus all Shareholders will receive the same price per share, which price cannot be determined or set by an individual Shareholder.

Costs - the fixed costs to be incurred under the Share Sale Facility are shared amongst all Shareholders participating in the Share Sale Facility so may likely be less than the fixed cost of processing an individual sale order. Fixed costs vary by stockbroker and depend on the services offered by the respective stockbroker.

6.2.3. What price will I get if I sell my Shares on the ASX

The price of Aviva shares may go up or down and this depends, in part, on the performance of the Company in the future and the market conditions prevailing at the time of sale.

6.2.4. How will I receive the net proceeds due to me if I sell my Shares on the ASX

If you appoint your own stockbroker in Australia the net proceeds on sale of your Shares will be denominated in Australian Dollars. If you wish to receive these proceeds in Botswana you will need to provide your Australian stockbroker with your Botswana bank account details and they will need to arrange for the money to be converted to Botswana Pula and sent to your Botswana bank. This may result in additional costs and bank charges and delays in receipt of the net proceeds.

If you utilise the services of a BSE member stockbroker, such as ICS, they will handle the entire selling process on your behalf and pay the net proceeds to you in Botswana Pula after deduction of their charges and costs.

6.2.5. What happens if the value of my Shares is less than the costs of selling them on the ASX?

A stockbroker is unlikely to accept a sell order instruction where the sale proceeds may be less than the cost for processing such an order.

Based on the following range of potential share prices per Aviva share and assuming selling costs of A$150 per sell order, Shareholders need to sell at least that number of Shares as indicated in the last column to cover the selling costs as a minimum.

<table>
<thead>
<tr>
<th>Price per Aviva Share (A$)</th>
<th>Minimum number of shares to cover selling costs</th>
</tr>
</thead>
<tbody>
<tr>
<td>0.11</td>
<td>1,364</td>
</tr>
<tr>
<td>0.115</td>
<td>1,304</td>
</tr>
<tr>
<td>0.12</td>
<td>1,250</td>
</tr>
<tr>
<td>0.125</td>
<td>1,200</td>
</tr>
<tr>
<td>0.13</td>
<td>1,154</td>
</tr>
</tbody>
</table>
Signed by Lindsay George Reed on behalf of the board of Aviva Corporation Limited

Dated at Perth, Australia 27 September, 2013

__________________
Lindsay George Reed Aviva Corporation Limited
SHARE SALE FACILITY – INSTRUCTION FORM

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are unsure or in doubt as to what action you should take you must immediately consult your stockbroker, accountant, attorney or other professional advisor.

Any term which is used in this Instruction Form and which has been defined in the Circular to which this Instruction Form is attached shall bear the same meaning as that defined in the Circular.

The Share Sale Facility provides Shareholders with the opportunity to sell all their Shares (and not some only) during a six week period following the delisting of the Shares from the BSE. The date of delisting will be 27 September 2013 and the Share Sale Facility will open on 02 October 2013 and close on 15 November 2013.

Shareholders who wish to participate in the Share Sale Facility, as is fully described in the attached Circular, must complete this Instruction Form in full and return it to Corpserve Botswana (at Unit 206, Showgrounds Close, Plot 64516, Fairgrounds, Gaborone or P.O. Box 1583 ADD, Gaborone) as soon as possible and in any event in time for it to reach them by no later than 15 November 2013.

Certificated Shareholders must return this Instruction Form together with their original share certificate/s. If you have lost your Share Certificate/s then you must complete an indemnity form that can will be provided to you by Corpserve Botswana or downloaded from their website (www.corpservebotswana.com). Instruction Forms from Certificated Shareholders will only be accepted with original Share Certificates or duly executed indemnity forms.

Dematerialised Shareholders need only return the duly completed Instruction Form.

Any Shareholder wishing to participate in the Share Sale Facility must sell all their Shares and thus if the number of Shares indicated in this Instruction Form is less than the number of Shares reflected in the Botswana Register as being owned by the Shareholder then the Instruction Form shall be amended to reflect that higher number of Shares.

I/We hereby request that, subject to the terms and conditions of the Share Sale Facility as set out in the Circular to which this Instruction Form is attached, you sell all of my/our Shares as reflected in the Botswana Register on the Record Date, being 27 September 2013.

I/We hereby request that the net sale proceeds by remitted to me/us as per the following bank account details set out below, or failing which to the postal address detailed below or failing which the registered address as reflect in the Botswana Register.
USE BLOCK LETTERS

1) FULL NAME OF SHAREHOLDER

___________________________________________________________________________

2) POSTAL ADDRESS

___________________________________________________________________________

3) CONTACT DETAILS (TELEPHONE NUMBER AND EMAIL ADDRESS)

___________________________________________________________________________

4) NUMBER OF SHARES TO BE SOLD THROUGH THE SHARE SALE FACILITY

___________________________________________________________________________

5) IF YOU ARE A DEMATERIALISED SHAREHOLDER - CSDB DETAILS
   CSDB ACCOUNT NAME _______________________________________________________
   CSDB NUMBER ___________________________________________________________

6) IF YOU ARE A CERTIFICATED SHAREHOLDER - PLEASE ATTACH YOUR SHARE CERTIFICATE/S TO
   THIS FORM

7) BOTSWANA BANK ACCOUNT DETAILS FOR REMITTANCE OF NET SALE PROCEEDS
   BANK NAME _______________________________________________________________
   BANK BRANCH ___________________________________________________________
   ACCOUNT NAME __________________________________________________________
   ACCOUNT NUMBER _________________________________________________________

8) SIGNATURE OF SHAREHOLDER OR AUTHORISED REPRESENTATIVES OF THE SHAREHOLDER*
   SIGNATORY NAME/S _________________________________________________________
   SIGNATURE/S _______________________________________________________________

*SIGNATORIES

If the Instruction Form is completed in terms of a power of attorney such power of attorney (or a
certified copy thereof) must be attached to and submitted with the Instruction Form

If the Instruction Form is completed in the name of a deceased estate the executor or administrator
as the case may be, must sign the Instruction Form in his/her representative capacity and attach and
submit with this Instruction Form the authority under which he/she represents the capacity to sign on behalf of the deceased estate.

If the Instruction Form is completed in the name of Joint Shareholders then both Shareholders must sign the Instruction Form but the remittance of sale proceeds will only be made to a single bank account.

TERMS AND CONDITIONS

By completing and signing this Instruction Form you hereby fully accept the terms and conditions of the Share Sale Facility as are fully set out and described in the Circular to which this Instruction Form is attached.

In addition the following terms and conditions apply:

**Alterations:** other than where made by virtue of the terms and conditions of the Share Sale Facility all alterations must be signed for in, against the alteration, by the person signing the Instruction Form

**Postal and settlement risk:** All documents posted to or by Shareholders in terms of their participation in the Share Sale facility will be at the risk of the Shareholder. Registered post should not be used. The Shareholder hereby indemnifies and holds the Company, ICS, Corpserve Botswana and any other agent of the Company harmless for any responsibility for the action or failure by any bank to follow the remittance instructions as detailed in this Instruction Form.