NOTICE OF GENERAL MEETING
OF SHAREHOLDERS

AND

EXPLANATORY STATEMENT

AND

PROXY FORM

For a meeting to be held on Tuesday, 30 August 2011
10.00 am (Perth Time)

AT

Celtic Club Perth
48 Ord Street, West Perth, WA 6005

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 GENERAL MEETING

NOTICE IS HEREBY GIVEN that the General Meeting of Aviva Corporation Limited ("Company") will be held at Celtic Club Perth, 48 Ord Street, West Perth, Western Australia, 6005 on Tuesday, 30 August 2011 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 Annual General Meeting.

RESOLUTION 1 RATIFY PRIOR ISSUE OF ORDINARY SHARES

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 Limited ("ASX") Listing Rule 7.4 and for all other purposes that the Company approves and ratifies the prior issue and allotment of 17,500,000 ordinary fully paid shares at an issue price of $0.18 as specified in, and on such terms and conditions referred to in, the Explanatory Memorandum accompanying this Notice."

Voting Exclusion Statement:

The Company will disregard any votes cast on Resolution 1 by any person who participated in the issue and any associates of those persons.

However, the Company need not disregard a vote on Resolutions 1, 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 2 APPROVAL TO ISSUE ORDINARY SHARES

"That for the purposes of ASX Limited ("ASX") Listing Rule 7.3 and for all other purposes that the directors of the Company be authorised to place up to 30,000,000 ordinary shares in the capital of the Company, each share be credited as fully paid shares with such placement to be made at an issue price of $0.20 per share, and such placement to be made in accordance with the Listing Rules and to be issued and allotted within 3 months from the date on which this resolution is passed, and as specified in, and on such terms and conditions referred to in, the Explanatory Memorandum accompanying this Notice."
Voting Exclusion Statement:

Pursuant to Listing Rule 14.11.1 the Company will disregard any votes cast on Resolution 2 by any person who may participate in the proposed issue and 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 need not disregard a vote on Resolutions 2, 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 3 ISSUE OF ORDINARY OPTIONS TO DIRECTOR – MR GEOFFREY LOFTUS-HILLS OR NOMINEE

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

“That for the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.14 and made in accordance with the Company’s Executive and Employee Option Plan and for all other purposes, Shareholders approve and authorise the allotment and issue of a total of 500,000 Options, split into two tranches of 250,000 options with exercise prices of $0.25 and $0.35 respectively and an expiry date of 1 July 2014, for no consideration, to Mr Geoffrey Loftus-Hills or his nominee in accordance with the terms and conditions set out in the attached Explanatory Memorandum."

Voting exclusion statement:

Pursuant to Listing Rule 14.11.1 the Company will disregard any votes cast on Resolution 3 by Mr Loftus-Hills or his nominee, as a Director (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) of the Company and by any associate of Mr Loftus-Hills or his nominee.

However, the Company need not disregard a vote on Resolutions 3, 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 21th day of July 2011.

BY ORDER OF THE BOARD

Brad Boyle
Company Secretary
NOTES:
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 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.

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

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 mail to PO Box 2025, Subiaco WA 6904, by facsimile number (08) 9388 2355 or 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.

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that the persons eligible to vote at the Meeting will be the registered holders at 10.00am (Perth time) on Sunday, 28 August 2011. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

QUESTIONS FROM SHAREHOLDERS
The chairman of the Meeting will allow a reasonable opportunity for shareholders to ask questions or make comments on the management of the Company at the Meeting.

By mail Company Secretary
PO Box 2025, Subiaco Western Australia 6904
By fax + 61 (08) 9388 2355
In person Unit 1, 245 Churchill Avenue, Subiaco WA 6008

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:

“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.

“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.

“Listing Rules” means the listing rules of ASX.

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

“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.

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

“Shareholder” means the holder of a Share.
EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of Aviva in connection with the business to be conducted at the General Meeting to be held at, Celtic Club Perth, 48 Ord Street, West Perth, Western Australia on Tuesday, 30 August 2011 commencing at 10.00am (Perth time). This Explanatory Statement 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.

2. RESOLUTION 1 – Ratify Prior Issue of Ordinary Shares

In December 2010, the Company completed a capital raising with sophisticated investors through lead brokers Hartleys Ltd and raised $3,150,000 for the Company. Funds raised by the placement were used to advance the exploration of the Company’s Western Kenya Project and general working capital purposes.

Resolution 1 is in respect of the issue of 17,500,000 ordinary fully paid shares.

ASX 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 twelve (12) month period, excluding any issue of shares approved by shareholders.

However ASX 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 ASX Listing Rule 7.1 provided the issue did not breach ASX 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 so that the Company retains its capacity to issue up to a full 15% of its issued capital, if required, in the next twelve (12) months without shareholder approval.

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

(i) the total number of ordinary shares issued was 17,500,000;
(ii) the issue price of the ordinary shares was $0.18;
(iii) the ordinary shares issued rank equally with the Company’s existing ordinary shares on issue;
(iv) the allottees are various Sophisticated Investors introduced through Hartleys Ltd;
(v) the issuance of 17,500,000 shares were issued as a result of the capital raising;
(vi) no related parties participated in the above equity security issues; and
(vii) the issue of the above equity securities when made did not breach Listing Rule 7.1.

3. RESOLUTION 2 – Approval to Issue Ordinary Shares

Resolution 2, seeks shareholders’ approval pursuant to ASX Listing Rule 7.1 for the Directors to allot and issue a placement of securities, being a total of 30,000,000 ordinary fully paid shares in the Company.

The effect of passing Resolution 2 will be to allow the Directors to issue and allot the placement of securities during the three (3) month period after the Meeting (or a longer period, if allowed by ASX), without using up the Company’s 15% placement capacity under ASX Listing Rule 7.1.

In July 2011, subject to receiving shareholder approval, the Company completed a capital raising with sophisticated investors and investment funds in both Australia and the United Kingdom through lead brokers Hartleys Ltd and raised $6,000,000 for the Company.

The Company confirms The Sentient Group seek to take a cornerstone position in the Company under this proposed placement by acquiring 17,500,000 shares to the value of $3,500,000, thus holding approximately 10.5% of the issued capital in the Company, post this placement. Further, as a requirement of taking this cornerstone position in the Company, a representative of The Sentient Group will be appointed to the Board of the Company, post the completion of this placement.

Additionally, the Company confirms any funds raised under the proposed placement have been placed and held in escrow by the Company until shareholder approval has been duly received at this meeting. Should shareholder approval not be obtained at this meeting, all funds raised under
this proposed placement shall be refunded in full to the applicants. If shareholder approval is obtained the funds raised are to be used to continue the advancement in the exploration of the Company's Western Kenya Project and general working capital purposes.

ASX 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 twelve (12) month period, excluding any issue of shares approved by shareholders.

For the purposes of ASX Listing Rule 7.3 information regarding the placement of securities is provided for the purpose of obtaining shareholder approval:

(i) the maximum number of securities the Company can issue under the placement is 30,000,000 shares:
   (a) The Sentient Group purchased 17,500,000 shares;
   (b) Various other sophisticated investors and investment funds in both Australia and the United Kingdom purchased the remaining 12,500,000 shares;
(ii) The placement of the securities will be issued and allotted no later than three (3) months after the date of receiving shareholder approval at this Meeting (or such longer period of time as ASX may, in its discretion, allow pursuant to a waiver of ASX Listing Rule 7.3.2);
(iii) the issue price of the ordinary shares is $0.20;
(iv) The shares to be issued will be fully paid ordinary Shares in the capital of the Company;
(v) the ordinary shares to be issued will rank equally with the Company’s existing ordinary shares on issue;
(vi) If shareholder approval is obtained the funds raised are to be used to continue the advancement in the exploration of the Company’s Western Kenya Project and general working capital purposes;
(vii) the allottees include The Sentient Group and various other sophisticated investors and investment funds in both Australia and the United Kingdom lead by Hartleys Ltd;
(viii) the issuance of 30,000,000 shares will be issued as a result of the capital raising;
(ix) no related parties will participate in the above equity security issues; and
(x) the issue of the above equity securities when approved will not breach Listing Rule 7.1.
(xi) A voting exclusion statement is included in the Notice.

4. RESOLUTION 3 – Issue of Ordinary Options to Director – Mr Geoffrey Loftus-Hills or Nominee

Resolution 3 seeks Shareholder approval for the Company to issue a total of 500,000 Options to Mr Geoffrey Loftus-Hills or his nominee for no consideration.

Purpose and Key Terms of Options

The purpose of the proposed issue of Options formed a part of Mr Loftus-Hills original remuneration conditions from when he joined the Company in 17 November 2010. These options help to provide an added incentive to Mr Loftus-Hills to contribute to increasing Shareholder value.

The Options shall be issued to Mr Loftus-Hills in accordance with Listing Rule 10.14 under the Company’s Executive and Employee Option Plan, such issue is in two tranches of 250,000 Options. Each Option proposed to be issued is exercisable into one Share upon payment of the exercise prices of $0.25 for one tranche of Options and $0.35 for the other tranche of Options. All the Options have an expiry date of 1 July 2014. The $0.25 Options will only be exercisable after reaching their vesting date (1 July 2011) and the $0.35 Options will only be exercisable after reaching their vesting date (1 July 2012), but must be exercised before their expiry date (1 July 2014). Unexercised Options will lapse on their expiry date.

The Board has made the decision to issue the Options to Mr Loftus-Hills on the basis that Mr Loftus-Hills continuing involvement and contribution to the Company, taking into account the fact that the Company operates with a relatively small number of Directors, will be significant in achieving sustainable growth in Shareholder value and the Board determined that it is appropriate to issue 500,000 Options to Mr Loftus-Hills given these factors.

ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a company must not permit any of the following persons to acquire securities under an employee incentive scheme without the approval of holders of ordinary securities of the acquisition:

(a) a director of the company;
(b) an associate of a director; or
(c) a person whose relationship with the company or a person referred to in (a) or (b) above is, in ASX’s opinion, such that approval should be obtained.

If Resolution 3 is passed, Director Options will be issued under the Scheme to Mr Loftus-Hills, who is a Directors of the Company.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Director Options as approval is being obtained under ASX Listing Rule 10.14 and Exception 9(b) of ASX Listing Rule 7.2. Accordingly, the issue of Director Options, Mr Loftus-Hills will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

Information Required by ASX Listing Rules 10.14 and 10.15

<table>
<thead>
<tr>
<th>Options to be issued to:</th>
<th>Mr Loftus-Hills or his nominee(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number of Options to be issued:</td>
<td>500,000</td>
</tr>
<tr>
<td>Date of Issue:</td>
<td>As soon as practicable after the date of the General Meeting, but in any event no later than twelve (12) month after the date of the meeting.</td>
</tr>
<tr>
<td>Consideration, exercise price, vesting and expiry dates:</td>
<td>The Options will be issued for nil consideration.</td>
</tr>
<tr>
<td></td>
<td>The exercise price for 250,000 Options is $0.25 and exercise price for the remaining 250,000 Options is $0.35.</td>
</tr>
<tr>
<td></td>
<td>Each $0.25 Option will vest on 1 July 2011 and expire on 1 July 2014.</td>
</tr>
<tr>
<td></td>
<td>Each $0.35 Option will vest on 1 July 2012 and expire on 1 July 2014.</td>
</tr>
<tr>
<td>Terms and conditions:</td>
<td>The Options will be issued on the terms and conditions set out in Appendix 1 to this Explanatory Memorandum. All Shares issued upon exercise of any Options will rank equally with all existing Shares.</td>
</tr>
<tr>
<td>Funds:</td>
<td>There will be no funds raised from the issue of the Options. Any funds raised from the exercise of the Options will be used for the working capital purposes of the Company.</td>
</tr>
</tbody>
</table>

A notice of meeting to obtain approval under ASX Listing Rule 10.14 must comply with either ASX Listing Rule 10.15 or 10.15A. The information required to be provided for the purposes of approval under ASX Listing Rule 10.14 is set out below, in accordance with ASX Listing Rule 10.15:

a) the maximum number of securities to be issued to Mr Geoffrey Loftus-Hills (or his nominee) is 500,000 Options.

b) the Director Options will be issued for nil cash consideration for Mr Loftus-Hills’s future services to the Company, and to secure the ongoing commitment of Mr Loftus-Hills to the continued growth of the Company. In determining the number of Director Options to be issued to Mr Loftus-Hills, consideration was given to the relevant experience and role of Mr Loftus-Hills, his overall remuneration terms, the current market price of Shares and the terms of option packages granted to directors of other companies with similar operations;

c) the terms and conditions of the Director Options are set out in Appendix 1;

d) no options have been issued under the Scheme since the last approval;

e) permanent full-time and part-time employees, and Directors of the Company are entitled to participate in the Scheme. As at the date of this Notice of General Meeting, the related parties of the Company who are entitled to participate in the Scheme are:
   I. Lindsay Reed;
   II. Geoff Loftus-Hills;
   III. Robert Kirtlan;
   IV. Glen Edwards;
   V. Stephen Jones;
   VI. Janelle Orman;
   VII. Lara Phillips-Wells

f) no financial assistance will be provided by the Company to Mr Loftus-Hills for the purpose of acquiring the Director Options as they are to be issued for nil cash consideration;
g) the Director Options will be issued to Mr Loftus-Hills under the Scheme no later than 12 months after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Directors Options will be issued on one date;

h) Mr Loftus-Hills declines to make a recommendation to Shareholders in relation to Resolution 3 due to his material personal interest in the outcome of the Resolution. However, in respect of Resolution 3 the remaining Board Directors recommend that Shareholders vote in favour of the Resolution for the following reasons:

(i) the issue of Director Options will align the interests of the Related Party with those of Shareholders;
(ii) the issue of Director Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Party; and
(iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the options upon the terms proposed;

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit (which includes the issue of an Option) to a related party (which includes a Director) of the Company, unless either:

(a) the giving of the financial benefit falls within one of the nominated exemptions in Chapter 2E of the Corporations Act; or
(b) prior Shareholder approval is obtained for the giving of the financial benefit.

For the purposes of Chapter 2E, each Director is considered to be a related party of the Company. The proposed issue of Options to Mr Loftus-Hills, involves the provision of a financial benefit to a related party of the Company and, therefore, requires prior Shareholder approval.

In accordance with the requirements of Chapter 2E of the Corporations Act, the following information is provided to Shareholders to allow them to assess the proposed issue of Options:

(a) Mr Loftus-Hills is a related party of the Company to whom the financial benefit would be given if Shareholders approve Resolution 3.

(b) The nature of the financial benefit to be given is the issue of 500,000 Options to Mr Loftus-Hills. If the Company’s Shares are trading on the ASX at a higher price than the exercise price of the Options at the time of the exercise of the Options, the effect will be to give an immediate financial benefit to Mr Loftus-Hills at the time the Options they each exercise Options.

(c) Each Option will be issued for nil consideration. The exercise price of 250,000 Options is $0.25, and exercise price of the remaining 250,000 Options is $0.35. Each $0.25 Option will vest on 1 July 2011 and expire on 1 July 2014. Each $0.35 Option will vest on 1 July 2012 and expire on 1 July 2014.

(d) An estimate of the value of the Options proposed to be issued pursuant to Resolution 3 using the Black Scholes option pricing model has been calculated as set out below:

<table>
<thead>
<tr>
<th>Name of Related Party</th>
<th>Number of Options</th>
<th>Total Value using Black Scholes Model based on grant date of 30 August 2011</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr Geoffrey Loftus-Hills</td>
<td>500,000</td>
<td>$ 59,210.84</td>
</tr>
</tbody>
</table>

This has been calculated with the following assumptions:

(i) risk free interest rate of 5.00%;
(ii) current Share price of $0.21 that being prior to the finalisation of this Explanatory Memorandum on 17 July 2011;
(iii) dividend yield of 0%;
(iv) forecast volatility of 100%;
(v) Option exercise prices of $0.25 and $0.35; and
(vi) Option term of just under three (3) years from 30 August 2011.

(g) Mr Loftus-Hills received a remuneration package totaling $24,000 from the Company during the year ended 30 June 2011 for his role as Non-Executive Director. As at the date of this Notice of Meeting, the total remuneration package for Mr Loftus-Hills is $36,000 per annum. Any Options issued in accordance with Resolution 3 will be an addition to that remuneration package.
Neither Mr Loftus-Hills nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision whether it is in the best interests of the Company to pass Resolution 3 other than as follows:

(i) following the passage of Resolution 3, the direct and indirect interest of Mr Loftus-Hills in Shares and Options will be as follows:

<table>
<thead>
<tr>
<th>Director</th>
<th>Shares</th>
<th>Options</th>
<th>Issue Date</th>
<th>Vesting Date</th>
<th>Exercise Price</th>
<th>Expiry</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr Geoffrey Loftus-Hills (or his nominee)</td>
<td>100,000</td>
<td>250,000</td>
<td>22/07/2011</td>
<td>1/07/2011</td>
<td>$0.25</td>
<td>1/07/2014</td>
</tr>
<tr>
<td></td>
<td>250,000</td>
<td></td>
<td>22/07/2011</td>
<td>1/07/2012</td>
<td>$0.35</td>
<td></td>
</tr>
</tbody>
</table>

(ii) if the 500,000 Options are issued and are exercised, the Company’s Share capital will be diluted by approximately 0.37%. (This calculation;
(a) is based on the number of Shares on issue at the date of the Notice of Meeting (which is 136,141,825); and
(b) assumes that no other existing options are exercised.

(iii) the primary purpose of the issue of the Options is to provide an added incentive to Mr Loftus-Hills to contribute to increasing Shareholder value.

(j) Over the last twelve (12) months prior to the date of this Notice of Meeting, the Company’s Shares have traded as follows on the ASX:

<table>
<thead>
<tr>
<th></th>
<th>Cents</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>High</td>
<td>29.5</td>
<td>18/04/2011</td>
</tr>
<tr>
<td>Low</td>
<td>6.2</td>
<td>30/06/2010</td>
</tr>
<tr>
<td>Last</td>
<td>21.0</td>
<td>15/06/2011</td>
</tr>
</tbody>
</table>

**Australian International Financial Reporting Standards**

Under AASB 2 Share Based Payments, pursuant to the adoption of Australian International Financial Reporting Standards (AIFRS), the Company is required to recognise the fair value of Options granted to Directors, employees, consultants and other advisors as an expense on a pro-rata basis over the vesting period of each Option in the Company’s income statement with a corresponding adjustment to equity on the Company’s balance sheet. Using the assumed Option value derived from the Black Scholes option pricing calculations set out above in this Explanatory Memorandum. The impact of the issue of Options on the Company’s income statement for the financial year ended 30 June 2011 under Resolution 3 would be as follows:

<table>
<thead>
<tr>
<th>Resolution Number</th>
<th>Director Name</th>
<th>Assumed value of Options</th>
<th>30 June 2011 Income Statement</th>
</tr>
</thead>
<tbody>
<tr>
<td>Resolution 3</td>
<td>Mr Geoffrey Loftus-Hills</td>
<td>$ 59,210.84</td>
<td>$ 59,210.84</td>
</tr>
</tbody>
</table>

It should be noted that the actual expense amounts may differ from those set out above if the assumptions underlying the Black Scholes pricing model at the date of issue of the Options vary from those set out above.

The issue of the above equity securities when made will not breach Listing Rule 7.1.
APPENDIX 1

EXECUTIVE AND EMPLOYEE OPTION PLAN RULES

A summary of the Plan Rules is set out below. The specific terms of a particular grant, including any performance conditions will be contained in the invitation and associated documentation provided to the relevant participant. Capitalised terms used in this summary have the meaning given to those terms in the Plan Rules.

(a) **Eligible Persons** - the Plan applies to Director, Officer or Employee who is from time to time engaged in full or part-time work for the Company or a Controlled Entity.

(b) **Option to Acquire Shares** - grants under the Plan will be of Options to acquire Shares in the Company.

Shares allotted and issued pursuant to the exercise of Options will be allotted and issued not more than ten (10) business days after receipt of both a properly executed Option Exercise Notice and the relevant subscription monies.

No application will be made to the ASX for Official Quotation of the Options.

No Options shall be issued under the Plan until an Application approved by the Directors has been received by the Company.

The Company shall allot the Options and deliver a certificate or certificates for the Options to the Participant within fifteen (15) business days of the Application Date.

(c) **Invitation to Participate** – in accordance with the Plan Rules, the Board may, from time to time, issue an invitation to selected Eligible Persons to apply for Options to acquire Shares in the Company (Invitation). The specific terms of a particular grant of Options, including any performance conditions, the exercise price, the vesting date and expiry date, (or the method for determining each of them) will be contained in the Invitation documentation sent to the Eligible Person.

At the request of an Eligible Person and with the approval of the Board, to the extent the Eligible Person does not personally apply for the full number of Rights referred to in an Invitation, some or all of the balance of the Rights may be granted to an Associate of the Eligible Person.

“Associate” for this purpose has the meaning of a spouse of an Eligible Person, a company in which the majority of the issued shares are beneficially owned by an Eligible Person or a trust that the Eligible Person is a beneficiary of.

(d) **Options are non-transferable** - subject to the Listing Rules the Options shall not be transferred or assigned by the holder except that the holder may at any time transfer all or any of his Options to his spouse or to a company the majority of the issued Shares in which are beneficially owned by him or to any trust that the holder is a beneficiary;

(e) **Exercise Price** - the exercise price for an Option means the issue price per Share payable in cash upon exercising an Option being, the price equal to 172% of the market value (as defined by section 83A-315 of the Income Tax Assessment Act 1997) of the Company’s share price at the grant date or such price as determined by the Directors in their absolute discretion and set out in the Offer.

(f) **Performance Condition** - the Board may determine that Options are to be subject to performance conditions.

In this circumstance, an Eligible Person will only be entitled to exercise the Options and receive Shares where the applicable performance condition is attained.

(g) **Timing for Exercise of Options** – Options may be exercised after the date on which they vest and prior to their Expiry Date.

The Board may prescribe the date or the method of calculating the date on which Options vest and thereby become exercisable (Exercise Date) and the expiry date for the Options (Expiry Date). On or after the Exercise Date (but before the Expiry Date) and provided any performance
condition prescribed by the Board has been achieved, the Eligible Person may then acquire Shares by exercising the Options.

An Option will lapse if it is not exercised by its Expiry Date.

(h) Early Cessation of Employment – The Plan makes provision for the status of Options granted to an Eligible Person who ceases employment, including in the following circumstances:

Uncontrollable Event

If a Participant’s employment with the Company or Related Body Corporate ceases because of an Uncontrollable Event:

(a) all of the Participant’s Options that are capable of becoming exercisable if Performance Hurdles are met at the next Test Date will become Vested Options;

(b) the Board in its absolute discretion may determine the extent to which any other Unvested Options, that have not lapsed, will become Vested Options; and

(c) the Participant may, at any time prior to the first to occur of:
   (i) the Expiry Date;
   (ii) three (3) months (or such other period as the Board shall, in its absolute discretion, determine) from the date on which the Participant ceased that employment.

Controllable Event

If a Participant’s employment with the Company or Related Body Corporate ceases because of a Controllable Event:

(a) the Board in its absolute discretion will determine the extent to which the Unvested Options (if any), that have not lapsed, will become Vested Options and will notify the Participant of this determination; and

(b) should the Board fail to make a determination in accordance with clause 11.2(a) of the Plan, all Unvested Options held by the Participant shall lapse immediately; and

(c) the Participant may, at any time prior to the first to occur of:
   (i) the Expiry Date; and
   (ii) three (3) months (or such other period as the Board shall, in its absolute discretion, determine) from the date on which the Participant ceased that employment,

Exercise all Vested Options.

If in the opinion of the Board a Participant acts fraudulently or dishonestly or is in material breach of his or her obligations to the Company or Related Body Corporate then the Board may in its absolute discretion determine that all the Participant’s Performance Rights will lapse and the Board’s decision will be final and binding.

(i) Change of Control and other corporate events - subject to the satisfaction of any applicable performance condition, the Board has the discretion to permit Eligible Persons to exercise Options, on the occurrence of a takeover bid, change of control event, circumstances relating to a scheme of arrangement or compromise, or demerger. In the event of such an occurrence, any measure of against a performance condition will be undertaken as at the date of the occurrence of the relevant corporate event.

In more advanced circumstances including a takeover, court sanctioned scheme of arrangement or a winding up, an Eligible Person’s Options are deemed to have vested and may be exercised within the period of time provided for in the Plan Rules.
(j) **Restrictions on disposal** - the Board may stipulate restrictions on the disposal by a Plan participant of any Shares resulting from the exercise of an Option. Eligible Persons will be informed of such restrictions in their Invitation, including the obligations under the Company’s Share Trading Policy or accompanying documentation or in the Plan Rules.

(k) **Reconstructions, Bonus and Options issues** - In the event of any reorganisation (including consolidation, subdivision, reduction or cancellation) of the issued capital of the Company, the Options are to be reorganised in a manner required by ASX Listing Rules on a reorganisation of capital;

There are no participating or voting rights or entitlements inherent in the Options and Option holders will not be entitled to participate in any new issue of Shares, including by way of bonus issue, rights issue or otherwise, which may be offered to Shareholders of the Company from time to time prior to the Expiry Date;

If there is a rights issue to all Shareholders before an Option under the Plan is exercised, the Exercise Price for an Option will be appropriately adjusted in accordance with the formula provided by the Listing Rules.

(l) **Amendments to Plan Rules** - subject to the provisions of the Plan and the Listing Rules, the Board may amend the Plan Rules, a performance condition or the other terms of grant, including for the purpose of complying with State or Commonwealth legislation, the Constitution or the Listing Rules, or to address possible adverse tax implications for Participants generally or the Company or any subsidiary or to correct errors. Generally, the Plan Rules may not be amended if in the Board’s opinion the amendment would materially reduce the rights of a Participant in respect of Rights already granted.

(m) **Status of Shares Issued** – All Shares issued upon exercise of any Option will rank pari passu in all respects with the Company’s then issued Shares. The Company will apply for Official Quotation with the ASX for all Shares issued upon exercise of any Option.
PROXY FORM

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 10:00am (WST), on Tuesday, 30 August 2011, Celtic Club Perth, 48 Ord Street, West Perth, WA 6005 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

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<tr>
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<th>Against</th>
<th>Abstain</th>
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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 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 these Resolutions and your votes will not be counted in computing the required majority if a poll is called on these Resolutions. The Chairman intends to vote in favour of these Resolutions.

IF THE CHAIRMAN IS TO BE YOUR PROXY IN RELATION TO RESOLUTIONS 1 TO 3 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 RESOLUTIONS 1 TO 3 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 2011

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
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 (10.00am Sunday, 28 August 2011). 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 10.00am (WST) on Sunday, 28 August 2011. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.