NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS

AND

EXPLANATORY STATEMENT

AND

PROXY FORM

For a meeting to be held on Thursday 26 November 2009
11.00 am (Perth Time)

AT

William Buck Training Room
Suite 1, Level 3, 83-85 South Perth Esplanade
South Perth, Western Australia

A copy of the 2009 Annual Report may be obtained from the
Company’s website: www.avivacorp.com.au

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

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

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Aviva Corporation Limited ("Company") will be held at William Buck Training Room, Suite 1, Level 3, 83-85 South Perth Esplanade, South Perth WA on Thursday 26 November 2009 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.

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

To consider and receive the financial report together with the directors’ report (including the remuneration report) and the auditor’s report for the period ended 30 June 2009.

RESOLUTION 1 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 2009 be adopted.”

RESOLUTION 2 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 in accordance with the Company’s constitution, Robert Edward Kirtlan be re-elected as a director of the Company.”

Dated this the 21st day of October 2009.

BY ORDER OF THE BOARD

Greg Corner
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 859 South Perth WA 6951, by facsimile number (08) 9367 2355 or at its registered office at Suite 4, Level 3, South Shore Centre 85 – 85 South Perth Esplanade, South Perth WA 6151, 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 5.00pm (Perth time) on Tuesday, 24 November 2009. 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.

Mr Trevor Hammond of Ernst & Young, as the auditor responsible for preparing the auditor’s report for the year ended 30 June 2009 (or his representative), will attend the Meeting. The chairman of the Meeting will allow a reasonable opportunity for shareholders as a whole to ask the auditor questions at the Meeting about:
• the conduct of the audit;
• the preparation and content of the auditor’s report;
• the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
• the independence of the auditor in relation to the conduct of the audit.

To assist the board of directors and the auditor of the Company in responding to any questions you may have, please submit any questions you may have by fax or to the address below by no later than 5.00pm (Perth time) on Thursday, 19 November 2009.

By mail
Company Secretary
PO Box 859, South Perth, Western Australia 6951

By fax
+ 61 (08) 9367 2355

In person
Suite 4, Level 3, South Shore Centre, 83-85 South Perth Esplanade, South Perth, Western Australia 6151

As required by section 250PA of the Corporations Act, the Company will distribute a list setting out the questions directed to the auditor received in writing at least 5 business days prior to the Meeting that the auditor considers relevant to the content of the auditor’s report or the conduct of the audit of the financial report for the year ended 30 June 2009. The chairman of the Meeting will allow a reasonable opportunity for the auditor to respond to the questions set out on this list.
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.
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 Annual General Meeting to be held at William Buck Training Room, Suite 1, Level 3, 83-85 South Perth Esplanade, South Perth, Western Australia on Thursday 26 November 2009 commencing at 11.00 am (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.


Section 317 of the Corporations Act requires the directors of the Company to lay before the AGM the financial report, the directors’ report (including the remuneration report) and the auditor’s report for the last financial year that ended before the Annual General Meeting.

In accordance with section 250S of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions or make statements in relation to these reports but no formal resolution to adopt the reports will be put to shareholders at the Meeting (save for Resolution 1 for the adoption of the remuneration report).

A copy of the 2009 Annual Report may be obtained from the Company’s website: [www.avivacorp.com.au](http://www.avivacorp.com.au)

3. **RESOLUTION 1 – Adoption of Remuneration Report**

Section 250R of the Corporations Act requires that a resolution that the remuneration report for the year ended 30 June 2009 be adopted must be put to the vote at the Company’s Annual General Meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company.

The remuneration report is set out on pages 23 to 29 of the 2009 annual report.

In accordance with section 250SA of the Corporations Act, the chairman will allow Shareholders a reasonable opportunity to ask questions about, or make comments on, the remuneration report.

4. **RESOLUTION 2 – Re-election of Robert Edward Kirtlan**

Rule 13.2 of the Company’s 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 and any director who has held office for 3 years or more, must retire from office. Rule 13.3 of the Company’s constitution provides that a retiring Director is eligible for re-election without the necessity of giving any previous notice of his or her intention to submit himself or herself for re-election.

Mr Kirtlan joined the Company on 21 November 2003, has over 15 years company management experience and spent 7 years in Australian and global mining investment banking 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.

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

The Directors, with the exception of Mr Kirtlan, unanimously recommend that you vote in favour of Mr Kirtlan’s election.
I/We ______________________________ of ______________________________

being (a) Shareholder(s) of Aviva Corporation Limited hereby appoint ________________
or failing him (or in the absence of a nomination) the chairman of the Meeting as my/our proxy to
attend and on a poll, vote instead of me/us at the Annual General Meeting of the Company to be
held at William Buck Training Room, Suite 1, Level 3, 83-85 South Perth Esplanade, South
Perth, Western Australia, on Thursday 26 November 2009 and commencing at 11.00am (Perth
time) or at any adjournment thereof in respect of:

- the whole of my/our shares; or

- ________________ of my/our shares*

* Please delete whichever is not required. If no deletion is made and the number of shares is not
inserted and only one proxy is appointed, then the proxy is for all the shares registered in the name of
the Shareholder.

The chairman has indicated that he will vote in favour of the resolutions in respect of undirected proxies.

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<th>Business</th>
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<td>1. Adoption of Remuneration Report</td>
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<td>2. Re-election of director – RE Kirtlan</td>
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If the shareholder is a company, then execute this form in accordance with section 127 of

EXECUTED by )

ACN/ABN )
in accordance with section 127 of the )
Corporations Act )

----------------------------------------------
Director/Company Secretary*
*Please specify if sole director/secretary Director

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Name of Director/Company Secretary Name of Director (BLOCK LETTERS)

If the shareholder is an individual or joint holders:

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Signature Signature
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 859, South Perth, Western Australia 6951, faxed to + 61 (08) 9367 2355** or received at Suite 4, Level 3, South Shore Centre, 83-85 South Perth Esplanade, South Perth, Western Australia 6151 no later than 48 hours before the commencement of the Meeting (11.00am Tuesday 24 November 2009). Any proxy form received after that time will not be valid for the scheduled Meeting.

5. In accordance with regulation 7.11.3 of the Corporations Regulations 2001, the Company has determined that the shareholding of each person for the purpose of determining entitlements to attend and vote at the Meeting will be the entitlement of that person set out in the Company’s share register as at 5.00pm (WST) on Tuesday, 24 November 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.