



CITYVIEW CORPORATION LIMITED

ACN 009 235 634

NOTICE OF EXTRAORDINARY GENERAL MEETING AND EXPLANATORY STATEMENT

For the Extraordinary General Meeting to be held on
Friday 21 August 2009 at 10.00 am (WST)
In the Seminar Room, Ground Floor
BGC Centre, 28 The Esplanade,
Perth, Western Australia

This is an important document. Please read the whole document carefully.

If you are in doubt about how you should vote, you should seek advice from your professional advisers prior to the meeting. If you have any questions about the contents of this Notice, please contact the Company Secretary on +618 9226 4788.

If you are unable to attend the Meeting, please complete the Proxy Form enclosed and return it in accordance with the instructions set out on that form.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting of the Shareholders of CityView Corporation Limited ACN 009 235 634 (the "**Company**") will be held on Friday 21 August 2009 at 10.00 am for the purpose of transacting the following business.

BUSINESS

1. Resolution 1: Approval of Issue of Options

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

That, for the purposes of Listing Rule 7.1 and for all other purposes, the Shareholders hereby approve and authorise the Directors to issue up to 91,319,864 Options, for the purposes and on the terms set out in the Explanatory Statement.

Voting exclusion statement

For the purposes of Listing Rule 7.3, the Company will disregard any votes cast on resolution 1 by any person who may participate in the issue and any of their associates, unless 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
- 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).

2. Resolution 2: Ratification of Previous Share Placements

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and issue of 77,500,000 Shares, for the purposes and on the terms set out in the Explanatory Statement.

Voting exclusion statement

For the purposes of Listing Rule 7.5, the Company will disregard any votes cast on resolution 2 by any person who participated in the issue and any of their associates, unless 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
- 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).

3. Resolution 3: Approval of Issue of Shares

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

That, for the purposes of Listing Rule 7.1 and for all other purposes, the Shareholders hereby approve and authorise the Directors to issue up to 980,000,000 Shares, for the purposes and on the terms set out in the Explanatory Statement.

Voting exclusion statement

For the purposes of Listing Rule 7.3, the Company will disregard any votes cast on resolution 3 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 security holder, if the resolution is passed, and any of their associates, unless 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
- 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).

NOTICE OF EXTRAORDINARY GENERAL MEETING

EXPLANATORY STATEMENT

The accompanying Explanatory Statement forms part of this Notice of Meeting and should be read in conjunction with it. Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice of Meeting and the Explanatory Statement.

VOTING AND PROXIES

Please note that:

1. a Shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy.
2. a proxy need not be a member of the Company;
3. a Shareholder may appoint a body corporate or an individual as its proxy;
4. a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
5. Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the Shareholder does not specify this proportion, each proxy may exercise half of the votes.

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the person who is entitled to vote in accordance with the directions on the proxy form or 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.

A proxy form is **attached** to this notice of Meeting, which provides further details on appointing proxies and lodging proxy forms. If a proxy is required, the proxy form should be completed, signed and returned to the Company's registered office in accordance with the instructions on the proxy form.

VOTING ENTITLEMENTS

In accordance with Regulation 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of Shareholders as at 10.00 am on Wednesday 19 August 2009. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlement to attend and vote at the Meeting.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. An Appointment of Corporate Representative form is available from the Company.

By Order of the Board

Mark Smyth
Company Secretary

July 13 2009

Explanatory Statement

This Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote on the resolutions to be proposed at the Extraordinary General Meeting, they should seek advice from their accountant, solicitor or other professional adviser.

This Explanatory Statement has been prepared for the information of Shareholders of CityView Corporation Limited in connection with the business to be conducted at the Extraordinary General Meeting to be held Friday 21 August 2009 at 10.00 am and should be read in conjunction with the Notice of Extraordinary General Meeting.

This Explanatory Statement contains all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Meeting. Amongst other things, this Explanatory Memorandum provides Shareholders with the information required to be provided under the Corporations Act and the ASX Listing Rules.

1. **Resolution 1: Approval of Issue of Options**

Background and Regulatory Requirements:

Resolution 1 seeks shareholder approval for the issue and allotment up to 91,319,864 Options at 0.1 cent to subscribers under the Entitlement Issue. The Directors intend to undertake an Entitlement Issue to holders of listed options in the Company on the yet to be determined record date.

Listing Rule 7.1 provides that (subject to specified exceptions) a listed company must not issue or agree to issue equity securities where such an issue increases its ordinary capital by more than 15% over any 12 month period, without the approval of shareholders of ordinary shares.

Resolution 1 contemplates that the Company will issue shares that will increase the Company's ordinary capital by more than 15% over a twelve month period. Therefore, since none of the exceptions apply, shareholder approval of the Placement is required in order to comply with Listing Rule 7.1. It is also the wish of the Directors to ensure that the number of shares which they may issue in their discretion remains at the maximum 15%.

ASX Listing Rule 7.3 requires that the following information be disclosed to Shareholders for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 7.1:

- The maximum number of Options to be issued by the Company pursuant to Resolution 1 is 91,319,864 Options;
- It is intended that the allotment and issue of the Options will take place following completion of the Entitlement Issue but in any event will take place no later than three (3) months after the date of the general meeting (or such later date as permitted by ASX);
- It is intended that the Options will be allotted to holders of listed options in the Company on the record date outlined in the prospectus to be issued pursuant to the Entitlement Issue;
- The Options will be issued at 0.1 cent consideration per Option;
- The terms of the Options will be as outlined in Annexure A;

- Related parties and their associates will not be entitled to participate in the pro rate Entitlement Issue (all allottees are neither a related party or an associate of a related party of the Company);
- A voting exclusion statement has been included in the notice; and
- Funds raised from the issue of Options will be used for working capital.

2. Resolution 2: Ratification of Previous Share Placements

Background and Regulatory Requirements:

Resolution 2 seeks the ratification, pursuant to Listing Rule 7.4, of the issue of 77,500,000 Shares in the Company at various issue prices to various sophisticated investors and service providers.

The following information is provided in accordance with Listing Rule 7.5:

- The number of securities allotted was 77,500,000 fully paid ordinary shares;
- The prices at which the Shares were issued as follows:
 - 15,000,000 Shares issued on 3 March 2009 at 0.8 cents per Share (issued in lieu of cash);
 - 12,500,000 Shares issued on 11 May 2009 at 0.8 cents per Share; and
 - 50,000,000 Shares issued on 2 June 2009 at 0.8 cents per Share.
- The Shares have been issued on the same terms and conditions as the Company's existing Shares;
- The names of the allottees are various sophisticated investors and service providers (all allottees are neither a related party or an associate of a related party of the Company);
- A voting exclusion statement has been included in the notice; and
- The funds were used for the following purposes:
 - Marketing Expenses in the United States; and
 - Other Working Capital.

3. Resolution 3: Approval of Issue of Shares

Background:

The Company is negotiating to acquire coal interests in South Africa subject to due diligence. Details have been supplied to shareholders in the Company's ASX announcement of July 13 2009.

Resolution 3 seeks Shareholder approval, pursuant to Listing Rule 7.1, for the issue of up to 980,000,000 Shares at 1.25 cents per share. The purpose of such issue is to repay project loan facilities.

Regulatory Requirements:

Listing Rule 7.1 provides that (subject to specified exceptions) a listed company must not issue or agree to issue equity securities where such an issue increases its ordinary capital by more than 15% over any 12 month period, without the approval of shareholders of ordinary shares.

Resolution 3 contemplates that the Company will issue shares that will increase the Company's ordinary capital by more than 15% over a twelve month period.

Therefore, since none of the exceptions apply, shareholder approval of the Placement is required in order to comply with Listing Rule 7.1. It is also the wish of the Directors to ensure that the number of shares which they may issue in their discretion remains at the maximum 15%.

ASX Listing Rule 7.3 requires that the following information be disclosed to Shareholders for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 7.1:

- The maximum number of Shares to be issued is 980,000,000;
- The Shares will be issued no later than 3 months after the date of the Extraordinary General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- The allotment will occur progressively;
- The Shares are issued at a deemed issue price of 1.25 cents;
- The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- The allottees include the various vendors and financiers of the proposed coal projects (all vendors and financiers are neither a related party nor an associate of a related party of the Company); and
- A voting exclusion statement has been included in the notice.

Annexure A

Terms of Options – Resolution 1.

General

The Options will be issued at 0.1 cent being the minimum amount required by ASX regulations. Each option holder will have the right to subscribe for one Share in the capital of the Company. The Shares issued upon exercise of the Options will rank equally in all respects with the Company's existing issued Shares.

Exercise Price

The exercise price of the option will be 2.5 cents per Option.

Lapse of Options

Any options which are not exercised within the exercise period will lapse. The exercise period will be from the grant date until 30 November 2011.

Participation in New Issues

There are no participating rights or entitlements inherent in the Options. Option holders will not be entitled to participate in offers of new issues of Shares during the currency of the Options.

However, the Company will ensure that, for the purpose of determining entitlement to participate in a new issue, the record date is at least 10 business days after the issue is announced. This is to give option holders the opportunity to exercise their Options prior to the date from determining entitlements to participate in the new issue.

If there is a pre-rata issue (except a bonus issue) of Shares to Shareholders during the Option exercise period, the exercise price may be reduced according to the formula set out in the rules of the Company's Incentive Option Scheme, subject to the requirements of the ASX Listing Rules.

Bonus Issues

If a pro-rata bonus issue of shares (other than an issue in lieu of dividends) is made to shareholders before the expiry of any Option, the number of shares issued on the exercise of each option will include the number of bonus shares that would have been issued if the option had been exercised before the record date of the bonus issue.

Reconstructions of Capital

Adjustments may be made to the number of Options, the exercise price or both if there is a reconstruction of the issued capital of the Company during the currency of the options, subject to the ASX Listing Rules.

Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

Annexure	annexure to this Explanatory Statement.
ASIC	Australian Securities and Investments Commission.
ASX	Australian Securities Exchange.
Board	board of Directors.
Chair	the Chair of the Meeting.
Company	CityView Corporation Limited ACN 009 235 634.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Corporations Regulations	<i>Corporations Regulations 2001</i> (Cth).
Director	director of the Company.
Existing Constitution	means the Articles of Association of the Company adopted by members on 28 November 1996.
Meeting	Extraordinary General Meeting to be held on Friday 21 August 2009 at 10.00 am WST.
Option	listed option to subscribe for a Share.
Share	fully paid ordinary share in the capital of the Company.
Shareholder	shareholder of the Company.

Instructions for Completing Proxy Form for EGM

1. A member of the Company who is entitled to attend and cast two or more votes at a general meeting of shareholders is entitled to appoint up to two proxies. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who signs the document or witnesses the affixing of the common seal as the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
5. Where a Proxy Form is executed under power of attorney, the power of attorney or a certified copy of it must be lodged at the same time and in the same manner as the Proxy Form.
6. To vote by proxy, please complete and sign this Proxy Form and return the Proxy Form and power of attorney (if applicable) by post, hand delivery or fax to the Company Secretary at:

Registered Office: Level 9, 28 The Esplanade
Perth, Western Australia 6000

Facsimile Number: (08) 9226 4799

Postal Address: PO Box 5643, St. Georges Terrace
Perth WA 6831

by no later than Wednesday 19 August at 10.00 am (WST).

7. The Directors have determined that, pursuant to Regulation 7.11.37 of the Corporations Regulations 2001, the persons eligible to vote at the EGM are those who are registered shareholders of the Company as at 19 August at 10.00 am (WST).

If you mark the abstain box for a particular resolution, 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 _____ %.

Please return this Proxy Form to the Company Secretary, CityView Corporation Limited, Level 9, 28 The Esplanade, Perth, Western Australia, or fax to (08) 9226 4799 **no later than Wednesday 19 August 2009 at 5.00 pm (WST).**

Proxies received after this time will be invalid.

Signed this _____ day of _____ 2009

By:

Individuals and joint holders

Companies (affix common seal if appropriate)

Signature

Director

Signature

Director/ Company Secretary*

*delete whichever does not apply

Signature

Sole Director & Sole Company Secretary
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Common Seal: