



ASX / MEDIA RELEASE

November 16, 2009

Lodgment of Prospectus

CityView Corporation Limited ("Company") advises that today the attached Prospectus dated 16 November 2009 has been lodged with ASIC offering the following securities:

- 300,000,000 Shares at \$0.004 per share to raise up to \$1,200,000 pursuant to placements (as approved by Shareholders at 10 November 2009 General Meeting); and
- 91,319,864 New Options (exercisable at \$0.025 and expiring 30 November 2011) at \$0.001 per New Option to raise up to \$91,319 pursuant to a non-renounceable entitlements offer to Old Optionholders (as approved by Shareholders at 21 August 2009 General Meeting as adjourned).

No securities will be issued until 24 November 2009 (after 7 day exposure period or as amended).

On 22 October 2009 CityView exercised its option to exchange its holding in Angola Diamond Holdings Limited for shares in Fortitude Minerals Limited ("Fortitude"). CityView now owns 75,088,849 shares representing 22.93% of Fortitude.

A handwritten signature in black ink, appearing to read "Mark Smyth".

Mark Smyth
Chief Executive Officer



(ABN 59 009 235 634)

PROSPECTUS

for the offers of up to:

300,000,000 Shares at \$0.004 per share to raise up to \$1,200,000 pursuant to placements

and

91,319,864 New Options (exercisable at \$0.025 and expiring 30 November 2011) at \$0.001 per New Option to raise up to \$91,319 pursuant to a non-renounceable entitlements offer to Old Optionholders.

IMPORTANT NOTICES

This document is important and should be read in its entirety. If you are in any doubt as to the course you should follow you should consult your stockbroker, solicitor, accountant or other professional adviser. This is an extremely speculative investment.

CORPORATE DIRECTORY & TIMETABLE

Directors

Manuel Antonio Africano – Chairman
 (Peter) Mark Smyth – CEO
 Philip Graeme Rand
 Bernard Robert Brady

Secretary

(Peter) Mark Smyth

Registered & Principal Office

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 Perth, Western Australia
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Auditor & Investigating Accountant

Somes and Cooke
 1304 Hay Street
 West Perth, Western Australia

Share Registry

Computershare Investor Services Pty Ltd
 Level 2, 45 St George's Terrace
 Perth, Western Australia
 Telephone: (08) 9323 2000
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Indicative Timetable – Share Offer

Offer opens	24 November 2009
Offer closes (5:00pm WST)	8 February 2010
Anticipated date for issue of Shares	Progressively after Exposure Period and minimum subscription reached as applications are received

Indicative Timetable – Entitlements Option Offer

Record Date to determine entitlements to New Options	23 November 2009
Offer opens	24 November 2009
Last date for acceptance of Entitlements (5:00pm WST)	15 December 2009
Offer closes (Shortfall applications) (5:00pm WST)	21 December 2009
Anticipated date for issue of New Options pursuant to acceptance of Entitlements	21 December 2009
Anticipated date for issue of New Options pursuant to Shortfall applications	24 December 2009

The above dates, other than the date for the lodgement of this Prospectus with ASIC, are indicative only and each or any of them may change without notice.

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INVESTMENT SUMMARY AND CAUTIONARY STATEMENT

Any previous announcements or other information made available by the Company with respect to its business strategy and investments (potential or otherwise) should be disregarded to the extent that such information does not appear in this Prospectus.

The Board believes that the relationships and political connections within Africa are key to the Company's long term prospects.

The Company's Chairman, Manuel Africano is a former Minister for Geology and Mines in Angola. Its CEO, Mark Smyth, has over 40 years of experience with the natural resources sector. Non-executive director, Phillip Rand, is experienced in the upstream energy sector working in complex geographical and political environments. Non-executive director, Bernard Brady held various positions in general banking, lending and administration.

CityView's strategy is to invest in companies in the African mining and oil sectors that the Board believes will have strong growth potential. Its focus is on copper, gold, diamonds, rare earths, coal and energy related investments in Africa.

CityView is not currently a direct operator of resource projects. Its current policy is to acquire a strategic stake in a company at an early stage of development and remain as a passive investor whilst other investors take the company through to production.

Pursuant to this policy, CityView has a 22.93% stake in Fortitude Minerals Limited, which is understood by the Board to hold interests in mineral and diamond exploration projects in Angola. The Company has also entered into a conditional agreement to acquire a majority interest in a South African company which has intentions of building a coal briquetting plant (this would represent an exception to current policy, if it proceeds).

Note: Despite the Board's belief in the growth potential of the Company's non-cash investments and financial assets, all of the Company's non-cash investments and financial assets, including the Fortitude Investment, have been fully impaired in the Company's financial accounts. Other than cash and receivables, the Company has no other material assets recognised in its financial accounts. Potential applicants should place no value whatsoever on the Company's investments or potential investments, and the descriptions of the non-cash assets and potential business developments are provided for compliance and background purposes only to ensure completeness.

There are significant risks involved with an investment in the Company, which should be considered extremely speculative in nature. These include but are not limited to ASIC determinations and investigations, going concern risks, reliance on management (including relationships and political connections) and foreign operations risk. Refer to Key Investment Risks and Risks for further details.

KEY INVESTMENT RISKS

This section, together with the *Risks* section, outlines the principal risks involved in investing in CityView. These include general investment risks and risks specific to the Company. Of the principal risks, the Directors consider the following to be key areas of risk specific to CityView.

ASIC Determination and Investigations

On 20 August 2009, the Company received notice of a determination by ASIC which restricts CityView, until 20 August 2010, from raising capital by the following methods:

- (a) CityView is unable to lodge a “cleansing notice” under section 708A of Corporations Act as is commonly required when placing equity securities without a full form prospectus (for example to a sophisticated investor);
- (b) CityView is unable to lodge a “cleansing notice” under section 708AA of Corporations Act, which means that if it wishes to conduct a rights issue, it must do so under a full form prospectus; and
- (c) CityView is unable to use a “transaction specific” prospectus under section 713 of Corporations Act and, in all circumstances where a prospectus is required, it must issue a full form prospectus.

ASIC alleges that CityView was in breach of Chapter 2M of the Corporations Act in relation to CityView’s 2008 Annual Report. On 18 September 2009, CityView lodged an appeal against ASIC’s determination in the Administrative Appeals Tribunal.

The ASIC determination places restrictions on CityView’s ability to raise additional funds. If the appeal is not determined prior to any potential future need arising to raise capital, or if the appeal is not upheld, the Company may not be able to raise funds on commercially acceptable terms or at all, which could impact on the Company’s ability to operate as a going concern.

The Company has received notices from ASIC since 28 April 2009 issued under section 30 (Notice to produce books about affairs of body corporate) of the Australian Securities and Investments Commission Act 2001 in relation to alleged or suspected contraventions of sections 180-184 (general duties of officers and employees of a company), 671B (information about substantial holders), 674 (continuous disclosure – listed disclosing entity), 1041A-1041G (market misconduct and other prohibited conduct relating to financial products and services), 1043A (prohibited conduct by a person in possession of inside information), 1307 (falsification of books) and 1309 (false information) of the Corporations Act and sections 409 (fraud), 418 (false statement relating to companies), 419 (fraud by company directors etc. as to accounts), 420 (false statements by officials of companies), 421 (false statements by officials of companies with intent to affect price of shares) and 424 (fraudulent falsification of records) of the Criminal Code (WA) concerning the management and affairs of the Company in the period from 1 January 2007 to the date of the notice.

The ASIC letter with which the notice was enclosed states that the notice should not be construed as an indication by ASIC that a contravention of the law has occurred, nor should it be a reflection upon any person or entity.

Other than the aforementioned notice of determination dated 20 August 2009, the Board is not aware of any materially adverse findings as a result of investigations by ASIC.

Going Concern

The Company’s ability to operate as a going concern is dependent on raising additional capital, drawing down or extending funding facilities or asset sales (although asset sales are not being seriously contemplated as at the date of this Prospectus). Should the Offers not be

fully subscribed and the Company is not able to draw on or extend its funding facilities, the Company may not be able to realise its assets or extinguish its liabilities. See the *Corporate Overview – Recent Financing and Details of the Offers - Use of Proceeds* sections of this Prospectus for further information.

The last 2 reports (31 December 2008 full audit and 30 June 2009 half yearly audit review) to the Company by its auditor, Somes and Cooke, expressed concerns about the Company's ability to continue as a going concern.

Reliance on Key Personnel

The Company's success could be influenced by the core competencies of its directors and management, their familiarisation with, and ability to operate in, the resources industry and the Company's investments and projects. The Company is particularly reliant on its directors' relationships and political connections within Africa. The Company is relying heavily upon the services of Mr Smyth and Mr Africano. The loss (or restricted access to availability) of Mr Smyth or Mr Africano, or other key persons or consultants, could have a materially adverse affect on the Company.

Potential applicants should note that there have been a number of director and officeholder resignations and appointments since 1 January 2008 (refer to the *Board and Management* section of this Prospectus). There is no guarantee that such turnover will not continue and the potential impact thereof is unknown.

Potential applicants should be aware that Mr Smyth, who is in his 70th year and not in robust health, will look to establish a succession plan whereby he will be replaced as the CEO of the Company – he has no intent to retire at the date of this Prospectus.

Board and Management Discretion

The Company has few material assets that are recognised in its financial accounts and, the Company's investments are minority investments in other associated companies. The Company's strategy (which is explained further in the *Business Overview and Strategy* section of this Prospectus and may be subject to change) also allows significant flexibility and discretion for the Company's Board and management.

The reliance on the Company's Board and management, significantly, extends to reliance placed in their business relationships, particularly relationships and political connections within Africa.

Foreign Operations Risk – Africa

The Company's underlying business interests are located and carried out in foreign jurisdictions, in particular in Africa. As a result, the Company is subject to significant political and other uncertainties, including but not limited to, changes in policies or the personnel administering them, nationalisation or expropriation of property, cancellation or modification of contractual rights, foreign exchange restrictions, currency fluctuations, royalty and tax increases and other risks arising out of foreign governmental sovereignty over the areas in which the Company's investments are conducted. The biggest risk confronting the Company is thought by the Board to be jurisdictional (political).

The Board notes that the Company is reliant on its relationships and political connections within Africa to mitigate such risks (see *Reliance on Key Personnel* above), however there is no guarantee that such relationships will ameliorate such risks.

No Value Attributable to Assets

Despite the Board's belief in their growth potential, applicants should note that all of the Company's investments and the Fortitude Receivable have been fully impaired by the directors in accordance with the Company's accounting policies.

Exploration and Evaluation Expenditure

Exploration and evaluation costs including the costs of acquiring tenements and licenses are expensed in the income statement in the year in which they are incurred. Accounting policies of the associates have been changed where necessary to ensure consistency with the policy by the group.

The reasons why the directors have adopted this policy and consequently the Company's investments and the Fortitude Receivable have been fully impaired are:

- Uncertainty as to the carrying value of the mineral tenements in today's economic climate.
- Sovereign risk in respect to the location of the mineral tenements and licences.

No Control Over Ultimate Assets

Where CityView's investments are minority corporate interests, it has no control over those companies or their underlying assets. The viability, success or failure of these investments is reliant on the performance of the companies in which CityView is invested.

Fortitude Investment and Receivable

If the Fortitude Receivable is assigned from CityView to a third party, as is contemplated by the Velvogen Agreement, Fortitude could be wound up or may not be able to operate as a going concern if it cannot repay the Fortitude Receivable if and when demanded. (refer to the section of this Prospectus entitled *Fortitude Investment and Fortitude Receivable - Fortitude Receivable*). The Board considers that it is commercially likely that the Fortitude Receivable will end up being converted into Fortitude shares. If Fortitude cannot repay the Fortitude Receivable CityView's investment in Fortitude could be lost (if Fortitude is wound up) or heavily diluted if the Fortitude Receivable is converted into Fortitude shares. If neither of these occurs then the first US\$10,172,807 of any profits or equity raisings of Fortitude could be expected to be applied to satisfaction of the Fortitude Receivable (note that the Fortitude Investment and Fortitude Receivable have been fully impaired in the Company's financial accounts).

Velvogen Risks

The Company presently intends to proceed with settlement of the Velvogen Agreement and it will be reliant on Metro and Velvogen to comply with their obligations under that agreement to ensure that such settlement does proceed in accordance with expectations.

In addition, there are also technical risks associated with the technology that Velvogen intends to use in the manufacture of coal briquettes. The Board understands that the technology is subject to further testwork and has never been proved viable on a commercial scale (note that the Company does not presently hold any interest in Velvogen and if it does acquire an interest, it should be assumed that interest will be fully impaired in the Company's financial accounts).

Disclosure Risk

As the Company is not in control of the companies in which it has a minority investment or potential investment and has no proprietary interest in the assets of such companies, the Company does not have access to all of the information available to those companies and is reliant on those companies to disclose to CityView timely and reliable information that is material to those investments. There is a risk that materially adverse information may not be available to the Company and therefore not disclosed in this Prospectus or that information contained in this Prospectus in relation to the Company's minority investments or potential investments could be incomplete and therefore misleading.

Liquidity

CityView's holdings (in other companies) are not listed on any recognised stock exchange. There can be no guarantee that such investments will be listed and that, even if they are, an active market in them will develop or that the price of those investments will increase. Moreover, there may be relatively few buyers or a relatively high number of sellers of the Company's investments at any given time, which may increase not only the volatility of the market value (if any) of the Company's investments but also the prevailing market value (if any) at which the Company can realise its investment. This may result in the Company receiving a market value for its investment that is less than the consideration paid for that investment.

All of the Company's investments have been fully impaired in the Company's financial accounts. Potential applicants should place no value whatsoever on the Company's investments or potential investments.

Potential Tax Liabilities

Whilst the Company takes advice from time-to-time with respect to material transactions, such advice is often high-level in nature, may not consider all potentially relevant matters and, regardless of the depth of the advice, may not be consistent with the views adopted by foreign or domestic state revenue offices or the courts or other government bodies which ultimately determine any liability to pay tax. This may apply with equal force to past asset/investment restructures, asset sales, assignments of debt etc, including, recently, the transactions described in Appendix 2 of the *Investigating Accountant's Report*.

Shareholder Discontent

Prospective applicants should be aware that some shareholders in CityView have not been satisfied with the performance of the Company and its management and attempted to remove Mr Smyth as a director at a meeting of shareholders held on 30 January 2009.

IMPORTANT NOTICES

This Prospectus has been issued by CityView Corporation Limited, was lodged with ASIC on 16 November 2009, and is dated 16 November 2009. Neither ASIC nor ASX take any responsibility for the contents of this Prospectus.

The Company has issued both a printed and an electronic version of this Prospectus and the electronic version may be accessed at www.cityviewcorp.com. This Prospectus should be read in its entirety before deciding to invest in the Shares or New Options offered by this Prospectus. The Board considers an investment in the Shares and New Options to be extremely speculative and recommends that you consult with your financial advisor as to the course you should follow with respect to the Shares and New Options. No Shares or New Options (or other securities) will be issued on the basis of this Prospectus after its expiry date, being 13 months after the date of this Prospectus.

This Prospectus only constitutes an offer in Australia. Where this Prospectus has been dispatched to, or accessed electronically outside Australia by Overseas Applicants, this Prospectus is provided for information purposes only. See also the section entitled *Details of the Offers* under the sub-heading *Overseas Applicants*

The Company reserves the right not to accept an application form from any person if it has reason to believe that when that person was given the application form, that person was not provided with a complete and unaltered copy of this Prospectus and any relevant supplementary or replacement Prospectus. If you have received an application form for the Shares or New Options without a complete and unaltered copy of this Prospectus, please contact the Company which will send you, free of charge, either a printed or an electronic version of this Prospectus.

Notwithstanding any provision of this Prospectus, the Board may, from time to time and without giving any notice, abridge or further abridge, extend or further extend any period or vary or further vary any date referred to in this Prospectus for such period or to such later date as the Board thinks fit whether or not the period to be extended has expired or the date to be varied has passed.

Definitions (usually with the first letter capitalised) appear both in the body of this Prospectus (refer bolded terms) as well as in the *Glossary and Interpretation*.

Privacy Disclosure Statement

By completing an Application Form accompanying this Prospectus, investors will be providing personal information. The Privacy Act 1988 (Cth) governs the use of a person's personal information and sets out principles governing the ways in which organisations should treat that information. The personal information to be collected from investors on an Application Form accompanying this Prospectus will be used to evaluate applications for Shares and New Options and, if an application is successful, to administer the applicant's security holdings, provide services to the applicant and otherwise effect appropriate administration for security holders. If CityView is obliged to do so by law, personal information will be passed on to other parties.

In making an application, the applicant agrees that CityView may use the information provided by the applicant on the Application Form for the purposes here disclosed and may disclose it for those purposes to its Share Registrar, related bodies corporate, agents, contractors, employees, servants, and third party service providers, including without limitation, mailing houses, professional advisers, ASX, other shareholders and regulatory authorities.

The Corporations Act requires CityView to include information about security holders (including name, address and details of securities held) in its public register. The information

contained in the Company's public register must remain there even if that person ceases to be a security holder. Information contained in the Company's public register is also used to facilitate distribution payments and corporate communications (including financial results, annual reports and other information that the Company may elect to utilise to communicate with its security holders) and compliance by the Company for legal and regulatory requirements. For instance, in certain circumstances details of security holder's names and holdings must be disclosed by the Company in its annual reports.

An applicant has a right to gain access to the information that the Company holds about that person subject to certain exemptions under the law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

CORPORATE OVERVIEW

History and Background

The Company was incorporated in May 1987 and has, since October 1987, been (and continues to be) listed on the ASX or its predecessors. It is also listed on the OTCBB in the USA.

Capital Structure

As at the date of this Prospectus, the Company has 1,082,369,441 Shares and 96,529,950 Old Options on issue. Other than the obligation to issue options (exercisable at \$0.004 each on or before 31 August 2010) to GIS (further explained in *Summary of Material Agreements – Agreements with GIS*) the Company does not have any other securities on issue nor is it obliged to issue any other securities as at the date of this Prospectus.

Recent Financing

CityView has obtained funding for its recent activities by entering into agreements with GIS.

As at the date of this Prospectus, CityView is indebted to GIS to the amount of \$400,000, which is due and payable by 17 December 2009 under the GIS Term Sheet (described in the *Summary of Material Agreements – Agreements with GIS* section of this Prospectus). This debt relates to an amount of \$300,000 that was borrowed from GIS in September 2009 following receipt of the ASIC determination referred to in the *Key Investment Risks – ASIC Determination and Investigations* section of this Prospectus, which the Board believes limited the funding options available to the Company. The \$100,000 difference between the amount borrowed and the amount to be repaid is considered by the Board to be a reflection of the lack of other funding sources available to the Company at the time.

The Company is also a party to the GIS Facility described in the *Summary of Material Agreements – Agreements with GIS* section of this Prospectus. The sum of \$100,000 has been drawn down from this facility (in May 2009), which was repaid by the issue of Shares to GIS, such that no amount is currently outstanding to GIS under the GIS Facility. The Board understands that \$1.9 million is left undrawn on this facility as at the date of this Prospectus. However they have no present intention to utilise the facility and potential applicants should not subscribe for Shares pursuant to this Prospectus on the basis of the existence of this facility.

The Company had \$259,000 in cash on hand as at 30 September 2009, which the Company anticipates will be fully expended in December 2009 if the Company does not access any other funding sources.

Historical Performance

As at 30 June 2009, the Company had consolidated, accumulated losses of over \$118 million. Recent losses attributable to the Company is as follows:

31 Dec 2006 full year (\$)	31 Dec 2007 full year (\$)	31 Dec 2008 full year (\$)	30 Jun 2009 half year (\$)
(9,056,393)	(13,974,690)	(37,030,763)	(5,784,223)

Since 1 January 2006 to 16 November 2009, the Company has raised a total of \$31,775,490 (after capital raising costs) by the issue of shares, and a total of \$54,779,822 has been recognised in the Company's financial accounts in relation to new shares issued as an increase in Contributed Equity.

This compares with net assets as at 30 June 2009 of \$147,172.

Further information on the Company's historical financial performance from 1 January 2006 to 30 June 2009 is set out in the *Investigating Accountant's Report*.

BUSINESS OVERVIEW AND STRATEGY

Any previous announcements or other information made available by the Company with respect to its business strategy and investments (potential or otherwise) should be disregarded to the extent that such information does not appear in this Prospectus.

The Board believes that the directors' relationships and political connections within Africa are key to the Company's long term prospects.

CityView's strategy is to invest in companies in the African mining and oil sectors that the Board believes will have strong growth potential. Its focus is on copper, gold, diamonds, rare earths, coal and energy related investments in Africa.

The reason for this is that the Board of CityView believes that the demand for commodities will remain robust for the foreseeable future. The Board is particularly interested in:

- (i) Copper, because it believes that the BRIC economies - Brazil, Russia, India and China - are still in a metals-intensive stage of development;
- (ii) Gold, because it believes that the world's currencies are impacted by the value of gold;
- (iii) Diamonds, because the Board believes that the supply of rough diamonds is declining;
- (iv) Oil, because the Board believes that world consumption of oil has been exceeding new discoveries of oil in recent times;
- (v) Coal, because the Board believes that growth in renewable energy resources is not keeping pace with the increased demand for energy, and that advances in technology have made the present generation of coal fired energy relatively clean.

CityView is not currently a direct operator of resource projects. Its current policy is to acquire a strategic stake in a company at an early stage of development and remain as a passive investor whilst other investors take the company through to production.

Pursuant to this policy, CityView's subsidiary, CityView Asia Pty Ltd, progressively acquired a stake in Fortitude Minerals Limited, which it understands currently represents 22.93% of Fortitude's shares. Further information on Fortitude is set out below.

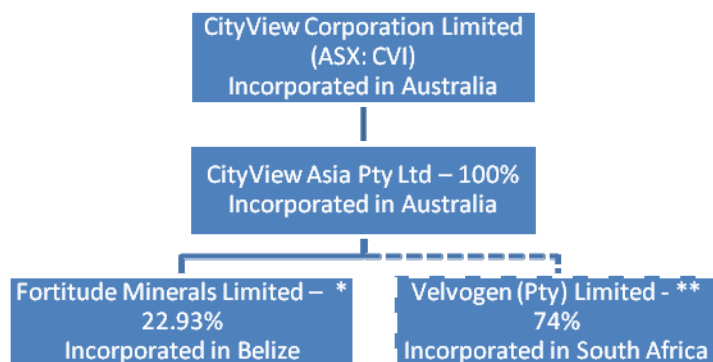
Without limiting the potential exceptions or changes to the Company's current, passive investment profile (refer to section *Review of Investments and Strategy* below), CityView may abandon or alter its current strategy and operate its own projects in the African natural resources extraction or processing sectors in its own right if the Board is satisfied that the relevant project meets or is likely to meet the following criteria (there is no guarantee that this will eventuate):

- (i) it does not require large amounts of development capital from CityView; and
- (ii) it has the potential to generate an early cash flow (for example, within three years of the initial investment).

CityView has entered into a conditional agreement to acquire 74% of Velvogen (Pty) Ltd, a company based in South Africa which is considering an investment in a fine coal briquetting plant. To conclude the transaction will require due diligence and satisfaction or waiver of a number of pre-conditions. However, based on preliminary information provided to the Company, the Board is optimistic that the due diligence process will satisfy CityView's criteria and the Company presently intends to proceed with settlement of the agreement.

Corporate and Investment Structure

The following sets out the Company's material corporate and investment structure:



* The Board understands that Fortitude holds its economic interests in the exploration projects in Angola through subsidiary entities.

** Only if settlement of the Velvogen Agreement (see below) takes place.

The Company has interests in other entities which the Board does not believe is material to the Company's assets, liabilities, financial position and performance or prospects.

Fortitude Investment and Fortitude Receivable

Note 1: This section (including sub-sections) represents the Board's understanding about the assets of Fortitude. As a minority shareholder in Fortitude, the Company has no proprietary interest in the assets of Fortitude and independent, conclusive verification of the Board's understanding of Fortitude's assets is considered by the Board to be impractical in the circumstances, particularly considering the Company's present business strategy is investing in Companies managed and controlled by others rather than controlling or operating interests in the underlying assets itself. Therefore, the Company has not independently, conclusively verified the information contained within this section (including sub-sections).

Note 2: The Fortitude Investment has been fully impaired in the Company's financial accounts. Potential applicants should place no value whatsoever on the Fortitude Investment, should consider the following information for compliance and background purposes only to ensure completeness, and should also be aware of the risks of relying on this information (refer to Key Investment Risks - Disclosure Risk for further information) if they make an investment decision based on it.

Fortitude has an economic interest in the following mineral and diamond licenses located in Angola:

*

	Licence	Percentage
Copper:	Cachoeiras de Binga	80%
	Zenza Dondo	70%
	Benguela	70%
	Benguela South West	80%
	Bentiabe	80%
Gold:	Chipindo	60%
Copper/gold/ rare earths:	Longonjo Minerals	70%
Pegmatite:	Ucua	70%
Diamonds:	Nhefo	42%
	Luachisse	41%

The Ministry of Geology and Mining is the statutory authority in Angola that oversees the central state licensing, and directs, coordinates and ensures the implementation of national policy set by the Government in the field of geological and mining activities. The legislation that governs geological and mining activities in Angola is The Organic Statute of the Ministry of Geology and Mining and Law of Mines.

Note: Potential applicants are reminded the above information in this section represents the Board's understanding about the assets of Fortitude and that the Company has not independently, conclusively verified the information contained within this section.

Fortitude Receivable

In addition to its equity investment in Fortitude, CityView is owed US\$10,172,807 from Fortitude (**Fortitude Receivable**) as a result of an assignment of loans previously owing by Fortitude to other entities and additional advances made to Fortitude by CityView.

Assignment of the Fortitude Receivable forms part of the proposed consideration for the potential acquisition of Velvogen disclosed in the *Potential Acquisition of Velvogen* section below. Should the Velvogen Agreement proceed to settlement, this could present significant risks to the Company and the Fortitude Investment which are explained further in the *Key Investment Risks* section of this Prospectus under the sub-heading *Fortitude Investment and Receivable*.

Note: The value of the Fortitude Receivable has been fully impaired in the Company's financial accounts. Potential applicants should place no value whatsoever on the Fortitude Receivable.

Other Investments

CityView holds 96.42% of the share capital in European Oil Limited (incorporated in the UK), which holds what CityView understands to be an approximate 6% stake in Quest Energy Middle East Limited (an unlisted company incorporated in the United Arab Emirates).

Note: The investment in EOL and Quest have been fully impaired in the Company's financial accounts and the Board does not believe that EOL or its investment in Quest is material to the Company's assets, liabilities, financial position and performance or prospects. Potential applicants should place no value whatsoever on the investment in EOL/Quest.

Review of Investments and Strategy

CityView monitors its portfolio and makes considered investment decisions wherever the Board believes that it is in the best interests of the Company's shareholders.

Despite anything else in this Prospectus, the Company may alter its strategy, investment holdings and general business pursuits if the Board believes that it is in the best interests of the Company's shareholders.

Potential Acquisition of Velvogen

On 18 September 2009, CityView entered into a conditional agreement to acquire a 74% interest in Velvogen (Pty) Ltd ("Velvogen"), a company incorporated in South Africa. The remaining 26% of Velvogen is understood to be held by a South African Black Economic Empowerment entity. See *Summary of Material Agreements – Velvogen Agreement* for further details in relation to the agreement.

The Board understands that Velvogen is currently a shell company with no staff, no material tangible assets and only intentions and agreements relating to the potential construction of a coal briquetting plant. CityView's CEO, Mark Smyth, intends to join the Velvogen board to assist it in expediting the proposed coal briquetting project.

Briquetting is a means of converting fine and ultra fine coal into saleable product. In the past, the high cost of dewatering was a problem. However, the Board believes that technology has steadily improved and that the process being contemplated by Velvogen incorporates a drying process that dries fine coal material without the need for additional heat. It is understood that the dry coal fines are then converted into briquettes that are suitable for sale. The Board understands that this technology is subject to further testwork and has never been proved viable on a commercial scale. It is also understood that the technology itself, and the key consumables and raw materials used in the process, are not owned by Velvogen.

The Company has been provided with indicative financials, but the Company believes that such forecasts are hypothetical in nature and are therefore unreliable.

Note: The Velvogen Agreement may never be completed and Metro has accepted potentially worthless consideration for the sale of its 74% interest in Velvogen as the consideration is comprised of an assignment to Metro of the Fortitude Receivable, which has been fully impaired in the Company's financial accounts, and vendor finance notes which are limited in recourse as set out in Summary of Material Agreements – Velvogen Agreement. Potential applicants should place no value whatsoever on the Velvogen Agreement.

Potential Energy Opportunities

Representatives of the Company have been in discussions with the Cameroon Government with respect to potential oil and gas licenses in that country. The Company may secure a prospective licence, but there is no guarantee that anything meaningful will eventuate in this regard.

The Company has been in discussions regarding the building of a crude oil refinery within Africa, however, these discussions are only preliminary in nature, may never eventuate into anything meaningful, and to give further details at this time could potentially be misleading, other than to say that current discussions revolve around the purchase and installation in Africa (specific country or location not yet determined) of a 55,000 barrel per day refinery.

Note: The potential refinery development is a conceptual proposition with no tangible assets, the discussions with Cameroon Government are yet to result in any meaningful outcome, any costs associated with the proposed oil refinery and Cameroon discussions have been fully

impaired in the Company's financial accounts, and the Board currently attributes no tangible value to these potential opportunities. Potential applicants should place no value whatsoever on the proposed refinery development and the discussions with Cameroon Government.

BOARD AND MANAGEMENT

The Board consists of four directors as follows:

Manuel Antonio Africano (Chairman) - Appointed 22 October, 2008
(Peter) Mark Smyth (Director/CEO) – Appointed 6 March, 2006
Phillip Graeme Rand (Non Executive Director) – Appointed 27 October, 2008
Bernard Robert Brady (Non Executive Director) – Appointed 29 June, 2009

The following director resignations have taken place since 1 January 2008:

Robert John Francis Brothers - Appointed 4 December, 2007, Resigned 8 April 2009
Wayne Vivian Reid - Appointed October 27, 2008, Resigned 29 June 2009
Peter George Hunt Smith - Appointed 5 July 2007, Resigned April 21, 2008
Ian Roy Egan - Appointed 21 April 2008, Resigned October 27, 2008
Nicholas Paul Hoexter - Appointed 5 July 2007, Resigned October 27, 2008
Paul Andre de Chazal - Appointed 5 July 2007, Resigned October 27, 2008

CityView's previous company secretary, Paul Robert Williams, also resigned on 8 April 2009 and was replaced as company secretary by current director and CEO, Mark Smyth.

The Board typically meets every month and the directors currently anticipate that they will be available to attend such Board meetings in the future. The CEO also anticipates being available on a full time basis (including time to be spent with Velvogen, if applicable). Potential applicants should note the risks of relying on key personnel as set out in *Key Investment Risks - Reliance on Key Personnel* section of this Prospectus.

Following is a brief summary profile of each current director.

Manuel Africano Non-executive Chairman

Mr Africano is a former Minister for Geology and Mines in Angola, who currently resides in Angola. He has been the General Co-ordinator of the African Diamond Producers Association and during Angola's war of independence he was the Director of Mobilisation supervising activities in Europe.

Mr Africano has a Masters Degree in International Relations from the Sorbonne University Paris where he also studied for a doctorate in economics. Mr Africano has a network of relationships throughout Africa and the Middle East which the Board believes assists it in making investment decisions and attracting opportunities relating to African based investments, particularly with respect to Fortitude.

Mark Smyth Chief Executive Officer and Company Secretary

Mr Smyth has over 40 years of experience in the natural resources sector, which commenced with Selection Trust where he was part of the project development teams for Mt. Newman iron ore and Agnew nickel projects in Australia. Since 1975 he has co-founded a number of companies involved in the exploration and production of gold, oil, gas and diamonds around the world.

Mr Smyth was appointed Chief Executive Officer in March 2006. He was also a president, chief executive and director of Simba Mines Inc (a company listed on Pink OTC Markets in the US) until June 2009 and a non executive director of Thor Mining Plc (a company listed on ASX and AIM) until 2008. He is responsible for (amongst other matters) supervising CityView's investments and generally overseeing its operations. The Board believes his skill assists it in making investment decisions relating to African based investments.

Mr Smyth was previously a director of Patrishow Pty Ltd, a company which was subject to a winding up application lodged in December 2003 and which went into voluntary administration in April 2006. Mr Smyth resigned as a director of Patrishow Pty Ltd in December 2003 and is also a creditor.

Philip Rand Non-executive Director

Mr Rand, who is based in London, brings to the Board his more than 30 years of financial experience, of which more than 17 years have been in the upstream energy sector working in complex geographical and political environments. The Board believes his skills assists it in making investment decisions relating to African based investments, particularly with respect to energy. Mr Rand is a Fellow of the Association of Corporate Treasurers.

Mr Rand is Chief Executive of Simba Mines Inc and a non-executive director of Victoria Oil & Gas Plc. He was previously a director, chief executive and chief financial officer of Equator Exploration Ltd until September 2009.

Bernard Brady Non-executive Director

Mr Bernard Brady joined the Commonwealth Bank in 1958 holding various positions in general banking, lending and administration. He was seconded to the Solomon Islands Planning Group in Sydney in 1980 to assist the Solomons in setting up their own national bank.

He left the Commonwealth Bank in 1994 to set up a business which he sold in 2002. Mr Brady, who is currently retired, is based in New South Wales, Australia, and acts as Chairman of CityView's Audit Committee.

DETAILS OF THE OFFERS

The Offers

This Prospectus is for the Share Offer and the Entitlements Option Offer, which are described below.

Share Offer

The Share Offer is an offer of up to 300,000,000 Shares at \$0.004 per share to raise up to \$1,200,000.

The Company reserves the right to reject any application or to allocate any applicant fewer Shares than the number applied for.

Entitlements Option Offer

The Entitlements Option Offer is a non-renounceable entitlements offer to Old Optionholders of up to 91,319,864 New Options, on the basis of one New Option at \$0.001 each for every one Old Option held at the Record Date, to raise up to \$91,319.

If any Entitlements are not taken up pursuant to the Entitlements Option Offer (**Shortfall**), the directors reserve the right to place the Shortfall at their discretion (the offer of any Shortfall shall be deemed to be part of the Entitlements Option Offer).

Fractional Entitlements to New Options will be rounded up to the nearest whole New Option.

Minimum Subscription or Underwriting

No Shares or New Options will be issued pursuant to either the Share Offer or the Entitlement Option Offer until a combined minimum of \$580,000 is subscribed for pursuant to the Offers (ie, the total amount subscribed for pursuant to the Share Offer and the Entitlement Option Offer combined must be at least this amount).

The Offers are not underwritten. It is proposed that a 7.5% placement fee be paid to licensed brokers who procure applications for Shares pursuant to the Share Offer.

Use of Proceeds

The following table sets out how the Company intends, as at the date of this Prospectus, to apply the funds raised pursuant to this Prospectus, assuming that the minimum subscription is raised pursuant to the Offers:

Description	Minimum Subscription (\$)	Full Subscription (\$)
Discharge of debt under GIS Term Sheet	400,000	400,000
Placement fee in relation to the Share Offer (7.5%)	43,500	90,000
Other costs of the Offers	87,500	87,500
Corporate overheads and general working capital	49,000	713,819
Total	\$580,000	\$1,291,319

The above scenarios assume that the first \$1.2 million raised pursuant to the Offers is entirely raised from the Share Offer only. If the Share Offer is not fully subscribed, the abovementioned costs of the Offers under the full subscription scenario will be reduced by the amount undersubscribed multiplied by 7.5% (ie, the cost savings with respect to placement fees). The level of subscriptions under the Entitlements Option Offer is not expected to have a material impact on the costs of the Offers.

To the extent that funds raised pursuant to the Offer do not fall into one of the above scenarios, the Board will commensurately adjust the application of the funds having regard to the quantum raised. However, it is anticipated that save for fixed cost line items (other costs of the Offers and discharge of debt under GIS Term Sheet) the funds will be applied in a broadly pro rata manner which reflects the respective differences for each scenario.

If the Company does not access any other funding sources or extend the terms of its debt to GIS under the GIS Term Sheet, it anticipates that it will have sufficient funds to pay for corporate overheads until approximately December 2009 and May 2010 in the case of the minimum and full subscriptions respectively. If the Offers raise more than the minimum subscription but are not fully subscribed and the Company does not access any other funding sources or extend the terms of its debt to GIS, it anticipates that it will have sufficient funds to pay for corporate overheads after December 2009 in a broadly pro rata manner.

The Company may seek to raise additional funds as the Board sees fit.

Capital Structure

The anticipated capital structure of the Company following issue of Shares and New Options pursuant to either of the Offers, based on a "Fully Subscribed" scenario and assuming all Old Options have expired, is set out below. A "No Subscriptions" scenario is also set out to give a sense of the anticipated capital structure of the Company if no subscriptions are received for one of the Offers:

Security	No subscriptions	Fully Subscribed
Shares on issue at the date of this Prospectus	1,082,369,441	1,082,369,441
Shares to be issued pursuant to the Share Offer ¹	-	300,000,000
Total Shares^{1,2}	1,082,369,441	1,382,369,441
Old Options (expiring 30 Nov 2009 – assumed to have expired)	-	-
New Options to be issued pursuant to the Entitlement Options Offer	-	91,319,864
Total Options³	-	91,319,864

¹ If the Share Offer is not fully subscribed, the Shares to be issued pursuant to the Share Offer and the Total Shares will be as set out under the fully subscribed scenario but reduced by the under subscribed amount.

² If any Old or New Options are exercised prior to the issue of Shares pursuant to the Share Offer, the Total Shares on issue under either scenario will be increased by the number of Old or New Options so exercised.

³ If the Entitlements Option Offer is not fully subscribed, the New Options to be issued pursuant to the Entitlements Option Offer and the Total Options will be as set out under the fully subscribed scenario but reduced by the under subscribed amount.

The 91,319,864 New Options being offered does not include 5,210,086 New Options that would otherwise be offered to Mr Smyth, who is not permitted to accept the Entitlements Option Offer in respect of his 5,210,086 Old Options.

Acceptance

Share Offer

If you wish to participate in the Share Offer, you must complete an application form accompanying this Prospectus in accordance with the instructions set out therein.

Entitlements Option Offer

If you are an Old Optionholder as at the Record Date, you may:

- a) accept your Entitlement in whole or in part only; or
- b) do nothing (in which case you will receive no benefit from your Entitlement).

Acceptance of your Entitlement must be made on the personalised Entitlement and Acceptance Form accompanying this Prospectus (and headed *New Options Entitlement and Acceptance Form*) in accordance with the instructions set out therein.

If you wish to participate in the Shortfall pursuant to the Entitlements Option Offer, you must complete a Shortfall application form accompanying this Prospectus in accordance with the instructions set out therein.

Applicable to both Offers

Application monies will be held in a separate bank account on behalf of applicants until the Shares or New Options offered under this Prospectus are issued. The banking of application monies in a trust account does not constitute acceptance of your application. If any application is rejected in whole or in part, the amount tendered in respect of Shares or New Options that have not been issued pursuant to the relevant application will be repaid to the unsuccessful applicant, without interest.

Subject to ASX Listing Rules, the directors reserve the right, in their absolute discretion, to accept any application in whole or in part, or to reject any application.

Issue of Shares

If your application is accepted, in whole or in part, the Company will, subject to the Corporations Act, issue Shares pursuant to your application and dispatch either an issuer sponsored holding statement or a CHESSE statement to you as soon as practicable after the directors have resolved to accept your application (subject to any Exposure Period) or the Share Offer closing date (whichever is earlier) together with any excess application monies.

If the Share Offer closing date is extended, the date for issue of the New Options and posting statements may also be extended.

Issue of New Options

If your application is accepted, in whole or in part, the Company will, subject to the Corporations Act, issue New Options pursuant to your application and dispatch either an issuer sponsored holding statement or a CHESSE statement to you as soon as practicable after the Entitlement Option Offer closing date together with any excess application monies.

If the Entitlement Option Offer closing date is extended, the date for issue of the New Options and posting statements may also be extended.

Opening and Closing Dates

The proposed opening date for acceptances of the Share Offer will be 24 November 2009 (the Share Offer opening date will be delayed if the mandatory 7 day Exposure Period required by the Corporations Act is extended by ASIC) and for the Entitlement Option Offer will be 24 November 2009 (subject to any extension of the Exposure Period beyond 23 November 2009).

The proposed closing dates for applications pursuant to the Share Offer is 5:00pm (WST) 8 February 2010 and the Entitlements Option Offer is 5:00pm (WST) 21 December 2009. The proposed closing date for acceptance of Entitlements (as opposed to Shortfall applications) pursuant to the Entitlements Option Offer is 15 December 2009. The Board reserves the right at any time and from time to time to change the Offer open and close dates and time, without giving notice.

The Share Offer and Entitlements Option Offer applications pursuant to this Prospectus will not be processed by the Company until after the expiry of the Exposure Period. An application lodged prior to the expiry of the Exposure Period will be treated as though it was received immediately following expiry of the Exposure Period.

ASX Quotation

The Company will, within 7 days after the date of this Prospectus, apply for the Shares and New Options being offered pursuant to this Prospectus to be quoted on ASX. If the application is not made within 7 days after the date of this Prospectus or if the Shares and New Options offered under this Prospectus are not granted quotation within 3 months after the date of this Prospectus, the Company shall deal with applications in accordance with the requirements of the Corporations Act. The fact that ASX may grant quotation of the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares and New Options.

Overseas Applicants

This Prospectus does not constitute an offer or invitation:

- in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus;
- to any person to whom, it would not be lawful to make such an offer or invitation.

No action has been taken to register or qualify the Shares, or the Offer, or otherwise to permit the public offering of the Shares, in any jurisdiction outside Australia.

The distribution of this Prospectus within jurisdictions outside Australia may be restricted by law and persons into whose possession this Prospectus comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. It is the responsibility of any Overseas Applicant to ensure compliance with all laws of any country relevant to his or her Application and to obtain all necessary approvals so that they may legally subscribe for (and be issued) Shares and/or New Options pursuant to the Offers.

Without limitation to the generality of the information otherwise provided in this Prospectus, the Shares and New Options have not been, and will not be, registered under the US Securities Act of 1993 as amended (**US Act**), and may not be offered, sold or resold:

-
- in the US or to, or for the account or benefit of, US Persons (as defined in Rule 902 under the US Act) except in a transaction exempt from the registration requirements of the US Act and applicable US state securities laws; and
 - outside the US, except to non-US persons in offshore transactions in compliance with Regulations of the US Act.

The return of a duly completed application form will be taken by the Company to constitute a representation and warranty that there has been no breach of any law, that all necessary approvals and consents have been obtained and that the Company may legally issue Shares and/or New Options to the applicant pursuant to this prospectus. Overseas Applicants should consult with their professional advisors as to whether any formalities need to be observed (either by themselves or the Company) to enable them to subscribe for the Shares and/or New Options being offered pursuant to this prospectus.

Taxation Considerations

The taxation consequences of any investment in the Shares and New Options, or the Shares resulting from the exercise of the New Options, will depend upon the investor's particular circumstances.

It is the responsibility of potential investors to make their own enquiries concerning the taxation consequences of an investment in the Company. Applicants should consult their tax adviser for advice applicable to their individual needs and circumstances.

RISKS

In the *Key Investment Risks* section, certain key specific risks are identified. This section expands upon those risks. Nevertheless, these two sections do not exhaustively list the risks that may have a material effect on the financial position and performance of the Company and the value of its securities, the Company's exploration, (and any future) development and mining activities, or ability to fund those activities.

An investment in the Shares and New Options is extremely speculative due to the nature of the Company's business. The Board recommends that potential applicants consider the risks described below and information contained elsewhere in this Prospectus, as well as consult with their professional advisors, before deciding whether or not to apply for the Shares and New Options.

Prospective shareholders and optionholders should have the financial ability and willingness to accept the risks and possible lack of liquidity associated with an investment in a company of the type described in this Prospectus. The Shares and New Options are only suitable for investors who understand the potential risk of capital loss, for whom an investment in the Shares and New Options constitutes part of a diversified investment portfolio, and who fully understand and are willing to assume the risks involved in investing in the Company.

The value of any investment can go down as well as up and shareholders and optionholders may lose their entire investment in the Company.

No representation is or can be made as to the future performance of the Company and there is no assurance that the Company will realise its aims.

General, Economic and Political Conditions

The value of the Company's securities is likely to fluctuate depending on various factors including, but not limited to:

- (a) inflation,
- (b) interest rates,
- (c) domestic and international economic growth,
- (d) changes to taxation legislation, interpretation and policies,
- (e) legislative change,
- (f) political stability,
- (g) disasters,
- (h) industrial disputes,
- (i) social unrest,
- (j) war on a local or global scale,
- (k) mining industry conditions,
- (l) stock market conditions in Australia and elsewhere,
- (m) changes in investor sentiment towards particular market sectors,
- (n) acts of God, and

- (o) acts of terrorism.

Material Litigation

Legal proceedings arise from time to time in the course of the Company's business. As at the date of this Prospectus the Company is not involved in any current legal proceedings involving a member of the Group that is likely to have a material adverse effect on the business or financial position of the Company.

Given the scope of the Company's activities, the Company may be exposed to further potential litigation from clients, sub-contractors, regulators, employees and business associates, or may need to bring legal proceedings against any of these persons to enforce its rights under law or contract. To the extent that these risks are not covered by the Company's insurance policies, litigation or the costs of responding to threatened legal action could have a material adverse impact on the Company's financial position.

Commodity and Currency Price Volatility

Commodity prices inherently fluctuate and are affected by numerous factors beyond the control of the Company, including global and regional demand for, and supply of, a particular commodity, forward selling by producers and the level of production costs in major commodity-producing regions. Commodity prices are also affected by macroeconomic factors such as expectations regarding inflation and interest rates. Commodities are principally sold throughout the world in US dollars.

As a result, any significant and/or sustained fluctuations in the exchange rate between the Australian and US dollars, and/or adverse movements in commodity prices could have a materially adverse affect on the Company's financial position and performance. The Company may undertake measures deemed necessary by the Board to mitigate such risks.

Development and Mining/Processing

Possible future development of a mining and/or processing operation at any of the Company's or its investee company projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineral resources, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction or processing activities, mechanical failure of operating plant and equipment, unexpected shortages or increases in the price of consumables and raw materials, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

In the event that the Company or any of its investee companies commences production, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions and fires, explosions and other accidents. No assurances can be given that the Company will achieve commercial viability through the development and/or operation of its projects or those of its investee companies.

Operational and Technical Risks

The current and future operations of the Company or any of its investee companies, including appraisal and possible production activities, may be affected by a range of factors, including:

- geological and hydro-geological conditions;
- limitations on activities due to seasonal weather patterns and cyclone activity;
- alterations to joint venture programs and budgets;
- unanticipated operational and technical difficulties encountered in survey, drilling and production activities;
- electrical and mechanical failure of operating plant and equipment, industrial and environmental accidents, industrial disputes and other force majeure events;
- unavailability of aircraft or drilling equipment to undertake airborne surveys and other geological and geophysical investigations;
- the supply and cost of skilled labour;
- unexpected shortages or increases in the cost of consumables, diesel, fuel, spare parts, plant and equipment; and
- prevention or restriction of access by reason of political unrest, outbreak of hostilities and inability to obtain consents or approvals.

Environment

Environmental regulations are likely to evolve in a manner that will require stricter standards and enforcement, increased fines and penalties for non-compliance, and more stringent environmental assessments of proposed projects.

Shortage of Capital

The funds raised by the Offer are presently intended to be used as detailed in this Prospectus. However, the Company may require additional capital to fund further exploration or development at the Company's existing or potential projects (or those of the companies in which it is invested), undertake feasibility studies, develop mining and/or processing operations, meet its future obligations and/or acquire new projects or investments. The Company's ability to raise further capital, either equity or debt, within an acceptable time, of sufficient quantum and on terms acceptable to the Company will vary according to a number of factors, including:

- prospectivity of projects (existing and/or future);
- the results of exploration, subsequent feasibility studies, development and mining and/or processing;
- stock market and industry conditions; and
- the price of relevant commodities and exchange rates.

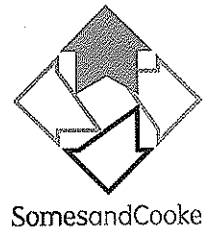
No assurance can be given that future funding will be available to the Company on favourable terms, or at all. If adequate funds are not available on acceptable terms the Company (or the companies in which it is invested) may not be able to further develop its projects or assume further obligations in the future.

Liquidity and Realisation Risks

There can be no guarantee that an active market in Shares will occur or that the price of Shares will increase. Moreover, there may be relatively few buyers or a relatively high number of sellers of the Shares on the ASX or the OTCBB at any given time, which may increase not only the volatility of the market price of the Shares but also the prevailing market

price at which Shareholders can sell their Shares. This may result in shareholders receiving a market price for their shares that is less than the price paid for their shares.

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www.somesandcooke.com.au



16 November 2009

The Directors
CityView Corporation Limited
Level 9, BGC Centre
28 The Esplanade
Perth WA 6000

Dear Sirs

Investigating Accountant's Report

1. Introduction

The Directors of CityView Corporation Limited ("CVI" or the "**Company**") have requested Somes and Cooke Chartered Accountants (S&C) to prepare an Investigating Accountant's Report ("**Report**") for inclusion in a prospectus to be dated on or around 16 November 2009 relating a share offer of 300,000,000 ordinary shares at 0.4 cents. ("**Share Offer**")

The issue is not underwritten.

In addition, the company is offering existing option holders (excluding directors) 91,319,864 30 November 2011 options on a one-for-one (1 for 1) basis, with an issue price of 0.1 cents and an exercise price of 2.5 cents to raise \$91,319.

The Share Offer and the offer to option holders are collectively referred to as the **Offer** in this Report. The **Maximum Subscription** of the Offer has been assumed to be the Offer total of \$1,291,319. The **Minimum Subscription** of the Offer has assumed to be the Offer total of \$580,000.

All amounts stated in this report are in Australian Dollars unless otherwise indicated. All the terms used in this Report have the same meaning as the terms used and defined in the Prospectus unless otherwise defined in this Report.

2. Basis of Preparation

This Report has been prepared to provide investors with information on the historical assets and liabilities of CVI as at 30 June 2009 and the pro-forma assets and liabilities of CVI, assuming that transactions and assumptions detailed in Note 2 to Appendix 3 had occurred at 30 June 2009.

Partners

Kevin Somes FCA
John Cooke FCA ACIS

Associates

Julie Burns CA
Chris Casale CA
Rachelle Rose CA
Jennifer Talbot CA

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This Report does not address the rights attaching to the securities to be issued in accordance with the Prospectus, nor the risks associated with the investment. We have not been requested to consider the prospects for CVI, the securities on offer and related pricing issues, nor the merits and risks associated with becoming a shareholder and accordingly, have not done so, nor does it purport to do so. We accordingly, take no responsibility for those matters or any other matter or omission in the Prospectus, other than the responsibility for this Report. The risk factors are set out on pages 25 to 28.

3. Background

CityView Corporation Limited is a corporation organised under the laws of Western Australia on 3 May 1987 and its wholly owned subsidiary CityView Asia Pty Ltd and European Oil Limited (a company incorporated in the United Kingdom).

The Company is a corporation organised under the laws of Western Australia on 3 May 1987 under the name CityView Investments Limited and was listed on the Australian Stock Exchange Limited as an investment company. The Company was initially listed on the Second Board of the Perth Stock Exchange on 20 October 1987 and was transferred to the Main Board of the Australian Securities Exchange Limited on 2 January 1992. The company changed its name to CityView Corporation Limited on 9 August 1996 to CityView Energy Corporation Limited on 19 May 1996 and on 31 May 2000 changed its name to its current name of CityView Corporation Limited.

CityView Corporation Limited (by way of CityView Asia Pty Ltd) has interests in the following companies:

- 22.93% interest in **Fortitude Minerals Limited** (Fortitude), being 75,088,849 shares which owns several mineral and diamond projects in Angola.
- 96.42% interest in **European Oil Limited** which in turn owns 6% of Quest Energy Middle East Limited.

In addition to the above investment, CVI has a conditional agreement to purchase 74.0% of **Velvogen (Pty) Limited**, a private company incorporated in South Africa. Velvogen is researching the viability of constructing a coal briquette plant.

4. Scope

You have requested Somes and Cooke to prepare an independent accountant's report on:

- The **Income Statements** for the years ended 31 December 2006; 2007; 2008 and the six months ended 30 June 2009
- The **Balance Sheet** as at 30 June 2009
- The proforma income statements and balance sheets at 30 June 2009 adjusted to include funds to be issued by the prospectus and the completion of transactions referred to in Note 2 of Appendix 3.

The financial information disclosed in Appendix 1: Income Statements years 2006; 2007 and 2008 were audited whilst the six months ended 30 June 2009 were subjected to an audit review.



Similarly, Appendix 2: Balance Sheet at the 30 June 2009 was subjected to an audit review.

The directors of CVI are responsible for the preparation and presentation of the historical and pro forma financial information, including the determination of the pro-forma transactions. We have however examined the financial statements and other relevant information and made such enquiries, as we considered necessary for the purposes of this report. The scope of our examination was substantially less than an audit examination conducted in accordance with Australian Auditing Standards and accordingly, we do not express such an opinion.

Our examination included:

- Discussions with directors of CVI
- Review of contractual arrangements
- A review of publicly available information; and
- A review of workpapers, accounting records and other documents.

5. Opinion

In our opinion, the pro-forma income statement and balance sheet as set out in Appendices 1 and 2 presents fairly, the financial information of CVI as at 30 June 2009 in accordance with the accounting methodologies required by Australian Accounting Standards on the basis of assumptions and transactions set out in Appendix 3. No opinion is expressed on the historical results, as shown in Appendix 1, except to state that nothing has come to our attention which would require any further modification to the financial information in order for it to present fairly, the results of the period identified.

To the best of our knowledge and belief, there have been no material items, transactions, or events subsequent to 30 June 2009, that have come to our attention during the course of our review which would cause the information included in this report to be misleading.

6. Declaration

Somes and Cooke are responsible for this Report. The Financial Information presented in Appendices 1; 2 and 3 have been prepared by the Company and is the responsibility of the Directors of CVI. This report is strictly limited to the matters contained herein and is not to be read as extending by implication or otherwise to any other matter.

Somes and Cooke does not have any interest that could reasonable be regarded as being capable of affecting its ability to give an unbiased opinion in relation to this matter.

Except for fees relating to this Report, which are based on normal commercial terms, Somes and Cooke does not have any interest in CVI nor in the outcome of the Offer.

Somes and Cooke are the appointed auditors of CVI and have also provided taxation services to the Company. All services are provided at normal commercial rates.



Somes and Cooke have not made, and will not make, any recommendation through the issue of this Report to potential investors of CVI as to the merit of the investment.

Consent for the inclusion of this Report in the Prospectus in the form and context in which it appears has been given. At the date of this Report, this consent has not been withdrawn.

Yours faithfully



Kevin Somes
Partner
Somes and Cooke
1304 Hay Street
West Perth WA 6005

Date: 16 November 2009



Appendix 1

Financial Information

1. Income Statements

	Note	Audited accounts			Reviewed consolidated as at 30 June 2009	Maximum subscription	Minimum subscription
		as at 31 December 2006	as at 31 December 2007	as at 31 December 2008		Unaudited consolidated proforma 30 June 2009	Unaudited consolidated proforma 30 June 2009
Revenue from continuing operations		49,542	210,063	92,250	5,725	5,725	
Administration expenses		(918,673)	(819,481)	(1,337,070)	(324,543)	(324,543)	
Employee wages and benefits expenses		(77,651)	(121,286)	(292,485)	(113,631)	(113,631)	
Share based payments		-	(2,710,370)	(201,230)	-	-	
Consulting and legal expenses		(574,618)	(667,966)	(1,204,614)	(613,752)	(613,752)	
Depreciation and amortisation expenses		(2,120)	(7,329)	(15,197)	(7,842)	(7,842)	
Occupancy expenses		(58,671)	(79,897)	(95,030)	(36,018)	(36,018)	
Marketing expenses		(38,005)	(430,820)	(536,525)	(122,615)	(122,615)	
Other expenses		(26,786)	(26,516)	(30,943)	-	-	
Impairment of other financial assets		(2,034,668)	(5,267,620)	(30,607,919)	(4,571,547)	(4,571,547)	
Write off - fee in relation to Enditrade logistics		-	-	(2,000,000)	-	-	
Write off - refinery settlement		-	-	(800,000)	-	-	
Write off - exploration and evaluation expenses		(294,409)	(2,157,059)	-	-	-	
Write off - Cameroon oil deposit		-	(1,896,409)	-	-	-	
Write off - receivable		(5,680,134)	-	-	-	-	
Facility fee		-	-	-	-	(100,000)	
Profit/(loss) before Income tax		(9,056,393)	(13,974,690)	(37,030,763)	(5,784,223)	(5,884,223)	
Income tax expense		-	-	-	-	-	
(Loss) from continuous operations		(9,056,393)	(13,974,690)	(37,030,763)	(5,784,223)	(5,884,223)	

The (loss) is fully attributable to CityView Corporation Limited

Appendix 2

2. Balance Sheets

	Notes	Reviewed Consolidated as at 30 June 2009 \$	Maximum Subscription Unaudited Consolidated Pro Forma as at 30 June 2009 \$	Minimum Subscription Unaudited Consolidated Pro Forma as at 30 June 2009 \$
Current Assets				
Cash	4	151,115	1,164,934	500,115
Receivables		49,063	49,063	49,063
Total Current Assets		200,178	1,213,997	549,478
Non Current Assets				
Other financial assets	5	-	-	-
Property, plant and equipment		17,138	17,138	17,138
Total Non Current Assets		17,138	17,138	17,138
Total Assets		217,316	1,231,135	566,316
Current Liabilities				
Trade and other payables		70,144	70,144	70,144
Total Current Liabilities		70,144	70,144	70,144
TOTAL LIABILITIES		70,144	70,144	70,144
NET ASSETS		147,172	1,160,991	496,172
EQUITY				
Contributed equity	6	113,065,818	114,088,318	113,514,818
Reserves	7	5,197,191	5,197,191	5,197,191
Accumulated losses	8	(118,115,837)	(118,215,837)	(118,215,837)
TOTAL EQUITY		147,172	1,160,991	496,172

Appendix 3

1. Summary of Significant Accounting Policies

(a) Basis of Reporting

The financial report is a general-purpose financial report, which has been prepared in accordance with the Corporations Act 2001, all applicable Australian Accounting Standards and Australian Accounting Interpretations.

The financial report covers the consolidated entity CityView Corporation Limited ("CityView") and its controlled entities and CityView as an individual parent entity. CityView is a listed public company, incorporated and domiciled in Australia. The accounting policies have been consistently applied to all years presented unless otherwise stated.

The financial report has been prepared on an accrual basis and is based on historical cost and, except where stated, does not take into account changing money values or current valuations of non current assets. Cost is based on the consideration given in exchange for assets.

Compliance with IFRS

Australian Accounting Standards include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the consolidated financial statements and notes of CityView Corporation Limited comply with International Financial Reporting Standards (IFRS). The parent entity financial statements and notes also comply with IFRS.

Historical cost convention

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, financial assets and liabilities (including derivative instruments) at fair value through profit or loss, certain classes of property, plant and equipment.

Significant accounting policies

Accounting policies are selected and applied in a manner, which ensures that the resulting financial information satisfies the concepts of relevance and reliability, and that the substance of underlying transactions and other events is reported.

The following significant accounting policies have been adopted in the preparation and presentation of the financial report:

(b) Principles of Consolidation

A controlled entity is an entity controlled by CityView. Control exists where CityView has the capacity to dominate the decision making in relation to the financial and operating policies of another entity so that the other entity operates with CityView to achieve the objectives of CityView.

All inter company balances and transactions between entities in the consolidated entity, including any unrealised profits or losses, have been eliminated on consolidation.

Where controlled entities have entered or left the consolidated entity during the year their operating results have been included from the date control was obtained or until the date control ceased.

Outside interests in the equity and results of the entities that are controlled are shown as a separate item in the consolidated financial report.

(c) Going Concern

The financial statements have been prepared adopting the going concern convention, which assumes continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

(d) Income Tax

The income tax expense for the period is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax base of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for all temporary differences, between carrying amounts of assets and liabilities for financial reporting purposes and their respective tax bases, at the tax rates expected to apply when the assets are recovered or liabilities settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. Exceptions are made for certain temporary differences arising on initial recognition of an asset or a liability if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit.

Deferred tax assets are only recognised for deductible temporary differences and unused tax losses if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities, associates and interests in joint ventures where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

CityView Corporation Limited and its wholly-owned subsidiary have implemented the tax consolidation legislation from 1 January 2004. CityView Corporation Limited is the head entity in the tax consolidated group. The stand-alone taxpayer/separate tax payer within a group approach has been used to allocate current income tax expenses and deferred tax balances to wholly-owned subsidiaries that form part of the tax consolidated group. CityView Corporation Limited has assumed all the current tax liabilities and the deferred tax assets arising from unused tax losses for the tax consolidated group via intercompany receivables and payables because a tax funding arrangement has been in place for the whole financial year.

(e) Foreign Currency

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Australian dollars, which is CityView Corporation Limited's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when they are deferred in equity as qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Translation differences on financial assets and liabilities carried at fair value are reported as part of their fair value gain or loss. Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as available for sale financial assets are included in the fair value reserve in equity.

(iii) Group companies

The results and financial position of all Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet,
- Income and expenses for each income statement are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction date, in which case income and expenses are translated at the dates of the transactions), and
- All resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of any investment in foreign entities and of borrowings and other financial instruments designed as hedges of such investments, are taken to shareholders' equity. When a foreign operation is sold or any borrowings forming part of that net investment are repaid, a proportionate share of such exchange differences are recognised in the income statement as part of the gain or loss on sale where applicable.

(f) Exploration and Evaluation Expenditure

Exploration and evaluation costs including the costs of acquiring tenements and licenses are expensed in the income statement in the year in which they are incurred.

(g) Equipment

Each class of equipment is carried at cost or fair value less, where applicable, any accumulated depreciation.

The carrying amount of equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows, which will be received from the assets employment and subsequent disposal. The expected net cash flows have not been discounted to their present values in determining recoverable amounts.

The cost of fixed assets constructed within the consolidated entity includes the cost of materials, direct labour, borrowing costs and an appropriate proportion of fixed and variable overheads.

(h) Depreciation

All equipment has been depreciated on a straight-line basis so as to write off the net cost of each asset over its expected useful life. The normal estimated useful life for equipment adopted for depreciation purposes is 3 years.

(i) Impairment of Assets

At each reporting date the group assesses whether there is any indication that individual assets may be impaired. Where impairment indicators exist, recoverable amount is determined and impairment losses are recognised in the income statement where the asset's carrying value exceeds its recoverable amount. Recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

(j) Investments in Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for in the parent entity financial statements using the cost method and in the consolidated financial statements using the equity method of accounting, after initially being recorded at cost. The Group's investment in associates includes goodwill (net of any accumulated impairment loss) identified on acquisition.

The Group's share of its associates' post acquisition profits or losses is recognised in the income statement, and its share of post acquisition movements in reserves is recognised in reserves. The cumulative post acquisition movements are adjusted against the carrying amount of the investment. Dividends receivable from the associates are recognised in the parent entity's income statement, while in the consolidated financial statements they reduce the carrying amount of the investment.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured long term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

(k) Payables

Trade payables and other accounts payable are recognised when the entity becomes obliged to make payments for the purchase of goods or services received prior to the end of the financial year which are unpaid. They are unsecured and usually payable within 30 days.

(l) Receivables

Trade and other receivables are recorded at amounts due less provision for doubtful debts if recovery of the full amount due is no longer probable. Bad debts are written off when identified.

(m) Employee Entitlements

Provision is made for the company's liability for employee entitlements arising from services rendered by employees to balance date. Employee entitlements expected to be settled within one year together with entitlements arising from wages and salaries, annual leave and sick leave that will be settled after one year have been measured at their nominal amount. Other employee entitlements payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those entitlements.

Contributions are made by the consolidated entity to employee superannuation funds and are charged as expenses when incurred.

The Company does not record as an asset or a liability, the difference between the employer established defined benefit superannuation plan's accrued benefits and the net market value of the plans assets.

The Company also uses the services of consultants and contractors on an as needs basis.

Share based payments

Share based compensation benefits are provided to employees via the CityView Corporation limited Employee Share and Option Plan.

The fair value of options granted under the CityView Corporation Limited "ESOP" is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options.

The fair value at grant date is independently determined using the Black Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

(n) Cash

For the purpose of the statement of cash flows, cash includes:

- Cash on hand and at call deposits with banks or financial institutions, net of bank overdrafts; and
- Investments in money market instruments with less than 20 days to maturity.

(o) Revenue

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

Dividend revenue is recognised when the right to receive a dividend has been established. Dividends received from associates and joint venture entities are accounted for in accordance with the equity method of accounting

(p) Comparative Figures

Where required by Accounting Standards comparative figures have been adjusted to conform to changes in presentation for the current financial year.

(q) Earnings per Share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to members of CityView Corporation Limited, adjusted for the after tax effect of preference dividends on preference shares classified as equity, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares during the year.

Diluted earnings per share

Earnings used to calculate diluted earnings per share are calculated by adjusting the basic earnings by the after-tax effect of dividends and interest associated with dilutive potential ordinary shares. The weighted average number of shares used is adjusted for the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

(r) GST

Revenues, expenses are recognised net of GST except where GST incurred on a purchase of goods and services is not recoverable from the Australian Taxation Office, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

Cash flows are included in the cash flow statement on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the Australian Taxation Office, are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the Australian Taxation Office.

(s) Business combinations

The purchase method of accounting is used to account for all business combinations, including business combinations involving entities or business under common control, regardless of whether equity instruments or other assets are required. Cost is measured as the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the date of exchange plus costs directly attributable to the acquisition. Where equity instruments are issued in an acquisition, the fair value of the instruments is their published market price as at the date of exchange unless, in rare circumstances, it can be demonstrated that the published price at the date of exchange is an unreliable indicator of fair value and that other evidence and valuation methods provide a more reliable measure of fair value. Transaction costs arising on the issue of equity instruments are recognised directly in equity.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of the acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the Group's share of the fair value of the identifiable net assets of the subsidiary acquired, the difference is recognised directly in the income statement, but only after a reassessment of the identification and measurement of the net assets acquired.

(t) Investments

(i) Available for sale financial assets

Available for sale financial assets, are non derivatives that are either designated in this category or not classified in any other categories. They are included in non current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

(ii) Loans and receivables

Loans and receivables are non derivative financial assets with fixed or determined payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months after the balance sheet date which are classified as non current assets. Loans and receivables are included in trade and other receivables in the balance sheet.

(u) Fair Value Estimations

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purpose.

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets if held by the Group would be the current bid price.

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance date.

(v) Contributed equity

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a business are not included in the cost of the acquisition as part of the purchase consideration.

If the entity reacquires its own equity instruments, eg as a result of a share buy back, those instruments are deducted from equity and the associated shares are cancelled. No gain or loss is recognised in the profit or loss and the consideration paid including any directly attributable incremental costs (net of income tax) is recognised directly in equity.

2. Pro Forma Assumptions

The pro forma income statements and balance sheets reflects the following transactions and events as if they occurred as at 30 June 2009

- (i) The conversion of a \$300,000 loan plus \$100,000 facility fee to ordinary shares
- (ii) In relation to the maximum subscriptions, the issue of 300,000,000 ordinary shares at \$0.004 to raise \$1,200,000 and the issue of 91,319,864 new options, (exercisable at \$0.025 and expiring 30 November 2011) at \$0.001 per new options to raise \$91,319.
- (iii) In relation to the minimum subscription the issue of 145,000,000 ordinary shares at \$0.004 to raise \$580,000 and the issue of no new options
- (iv) Payment of capital raising costs in relation to the offer totaling \$177,500 maximum subscription or \$131,000 minimum subscription accounted for as a deduction against equity.
- (v) Fortitude acquiring 100 percent by ADL by the issue of shares to ADL shareholders.

3. Financial Reporting by Segments

The consolidated group operates predominantly in one business and geographical segment being investment in Africa.

4. Cash Assets

	Reviewed Consolidated as at 30 June 2009	Maximum Subscription Unaudited Consolidated Pro Forma as at 30 June 2009	Minimum Subscription Unaudited Consolidated Pro Forma as at 30 June 2009
The movement in cash assets are as follows			
Reviewed 30 June 2009 balance	151,115	151,115	151,115
Add/(less) proforma adjustments:			
Share offer		1,200,000	580,000
Option offer		91,319	-
Estimated capital raising costs		(177,500)	(131,000)
Facility fee		(100,000)	(100,000)
		1,164,934	500,115

5. Other Financial Assets at Cost

	Reviewed Consolidated as at 30 June 2009	Unaudited Consolidated Pro Forma as at 30 June 2009
	\$	\$
Investment – Angola Diamond Holdings Limited	11,089,130	-
Investment – Fortitude Minerals Limited	27,932,834	39,021,964
Investment – Pensador Resources Inc	-	-
Investment – Quest Energy Middle East Limited	1,688,870	1,688,870
Impairment Provision	(40,710,834)	(40,710,834)
	-	-

6. Contributed Equity

(a) Share capital

	Number of Shares	Share Capital \$
Ordinary fully paid shares reviewed consolidated as at 30 June 2009	1,082,369,411	113,065,818
Ordinary fully paid shares (unaudited consolidated pro forma) at 30 June 2009	1,382,369,411	114,065,818

Effective 1 July 1998, the Corporations' Legislation abolished the concept of authorised capital and par value shares. Accordingly, the company does not have authorised capital or par value in respect of its issued shares.

(b) Movements in ordinary shares on issue

Balance at beginning of year	561,873,441	107,315,153
Issue of fully paid ordinary shares @ \$0.0125	434,200,000	5,427,500
Issue of fully paid ordinary shares @ \$0.01 in satisfaction of acquisition of additional shares in European Oil Limited	8,796,000	87,960
Issue of fully paid ordinary shares @ \$0.008 in satisfaction of promotion and marketing of the company	15,000,000	120,000
Issue of fully paid ordinary shares @ \$0.008	62,500,000	500,000
Share issue costs	-	(384,795)

Maximum subscription unaudited proforma 30 June 2009	1,082,369,441	113,065,818
Issue of fully paid ordinary shares at \$0.004	300,000,000	1,200,000
Share issue costs	-	(177,500)
	1,382,369,441	114,088,318
Minimum subscription unaudited proforma 30 June 2009		
Issue of fully paid ordinary shares at \$0.004	145,000,000	580,000
Share issue costs		(131,000)
	1,227,369,441	113,514,818

(c) Options

As at 30 June 2009 there were 96,529,950 options on issue with an exercise price of 15 cents, expiring 30 November 2009.

Issue of 91,319,864 options on issue with an exercise price of 2.5 cents, expiring 30 November 2011 pursuant to the Prospectus dated on or about 16 November 2009.

7. Reserves

	Reviewed Consolidated as at 30 June 2009	Maximum Subscription Unaudited Consolidated Pro Forma as at 30 June 2009	Minimum Subscription Unaudited Consolidated Pro Forma as at 30 June 2009
	\$	\$	\$
Share based payment reserve	2,911,600	2,911,600	2,911,600
Option premium reserve	2,273,446	2,364,765	2,273,446
Foreign currency translation reserve	12,145	12,145	12,145
	5,197,191	5,288,510	5,197,191

Movements

Share based payment reserve			
Balance at the beginning of the half year/year	2,911,600	2,911,600	2,911,600
Movement during the half year/year	-	-	-
Closing Balance	2,911,600	2,911,600	2,911,600
Option premium reserve			
Balance at the beginning of the half year/year	2,273,446	2,273,466	2,273,446
Issue of 91,319,864 options @ 0.1 cents	-	91,319	-
Closing Balance	2,273,446	2,364,765	2,273,446
Foreign currency translation reserve			
Balance at the beginning of the half year/year	-	-	-
Movement during the half year/year	12,145	12,145	12,145
Closing Balance	12,145	12,145	12,145

8. Accumulated Losses

	Reviewed Consolidated as at 30 June 2009	Maximum Subscription Unaudited Consolidated Pro Forma as at 30 June 2009	Minimum Subscription Unaudited Consolidated Pro Forma as at 30 June 2009
Reviewed 30 June 2009 balance	(118,115,837)	(118,115,837)	(118,115,837)
Add/(less) proforma adjustments:			
Facility fee	-	(100,000)	(100,000)
	(118,115,837)	(118,215,837)	(118,215,837)

9. Related Party Disclosures

(a) Subsidiaries

On 1 January 2009, European Oil Limited became a controlled entity of the Company. During the half year the consolidated entity increased the ownership in European Oil Limited from 70% to 96.42%.

(b) Associated Companies

During the half year ended 30 June 2009 the following transactions occurred with associated companies:

Fortitude Minerals Limited

Funds advanced during half year ended 30 June 2009	4,439,850
Payments for Technical Reports	43,726
	<hr/> 4,483,576

10. Subsequent Events

On 23 September 2009, CVI has a conditional agreement to purchase 74% of **Velvogen (Pty) Ltd**, a private company incorporated in South Africa. Velvogen is researching the viability of constructing a coal briquette plant.

SUMMARY OF MATERIAL AGREEMENTS

CityView has entered into various agreements (collectively **Material Agreements**) which the directors regard as being material and required to be disclosed or as being of sufficient interest to potential investors to justify disclosure in this Prospectus. Particulars and contexts of Material Agreements follow to the extent that adequate disclosure is not set out elsewhere in this Prospectus (see specifically *Business Overview and Strategy*).

A person or entity subscribing for securities offered by this Prospectus will be deemed to have approved CityView being a party to and being bound by each of the Material Agreements. Details of the Material Agreements (to the extent material for disclosure purposes and not otherwise disclosed in this Prospectus) are set out below.

CEO

CityView has entered into consultancy agreements to ensure that the Company is able to retain professional services required to operate the Company, including the provision to it of market relevant information to assist the directors in identifying and evaluating investment opportunities.

CityView has entered into an agreement dated 22 May 2006 with Romarcam Investments Pty Ltd to secure to the Company the services of Mr Peter Mark Smyth for a period of 5 years commencing on 6 March 2006. Romarcam will provide Mr Smyth's services to enable City View to undertake capital raisings, liaise with shareholders, supervise CityView's investments and oversee CityView's general operations.

Romarcam is paid fees of \$15,000 per month, in addition to the reimbursement of reasonable expenses incurred in the performance of this agreement.

The agreement may be terminated by the giving of 1 years notice in writing, or payment in lieu.

Velvogen Agreement

By a share purchase agreement dated 18 September 2009 between CityView and Metro, CityView agreed to purchase 74% of Velvogen, a private company incorporated and registered in South Africa, from Metro, a private company incorporated in the Seychelles.

By the agreement, Metro is to sell to CityView 74% of its shareholding in Velvogen.

The purchase price is to consists of:

- The assignment of the loan owing by Fortitude to CityView in sum of US\$10,172,807 (the Fortitude Receivable); and
- The issue to Metro by CityView of 6 note obligations totalling US\$13,594,393 (**Note Obligations**).

The Note Obligations will be payable over a period of up to 72 months, each with varying maturity dates, starting 12 months from date of commencement of commercial production of the briquette plant, defined to be the production of 100 tonnes per hour continuous for 90 days.

The value of each Note Obligation is to be adjustable by way of a calculation related to the yearly earnings of the briquette plant on a pre tax (EBITDA), fully audited basis, which calculation is complex and the enforceability of which is doubtful.

The Velvogen Agreement is subject to a number of pre conditions for the benefit of CityView, which CityView is able to waive, if it should so resolve. The pre conditions relate to the production of agreements suitable to CityView, dealing with the following:

- a feedstock agreement for the supply of coal fines for the Velvogen coal briquette plant;
- an off take sales agreement for the sale of the briquettes to be produced by the proposed Velvogen coal briquette plant;
- an operating agreement for the proposed Velvogen coal briquette plant;
- an assignment agreement of the Fortitude Receivable from CityView to Metro; and
- a bond underwriting agreement.

The Velvogen Agreement contains undertakings by Metro to CityView to confirm that Velvogen has the necessary licences, consents, permits and authorities to carry out its business, and that Velvogen has complied with all applicable laws and regulations. Metro has given further undertakings in the Agreement to confirm that it has no outstanding indebtedness or liability or outstanding contract, commitment or arrangement with Velvogen.

Until the pre conditions are met, the agreement remains conditional.

The directors of CityView have sighted documents that indicate that Velvogen is negotiating with a confidential third party for:

- the delivery of 750,000 tons of anthracite / coking coal / fines for a minimum period of 7 years at market price;
- the export of not less than 600,000 tons of briquettes per annum for a minimum period of 7 years at cost plus 20%; and
- the sale, on behalf of Velvogen, not less than 600,000 tons of briquettes per annum for a minimum period of 7 years.

Agreements with GIS

(i) By a facility dated 13 March 2009 (**GIS Facility**), GIS provided CityView with a discretionary draw down facility for up to \$2,000,000, available for a one year period. In addition, the agreement offers CityView a further \$2,000,000 when the first facility is fully drawn down.

The facility is payable on demand, with a commission payable to GIS of 10% of the value of funds remitted to City View on each drawdown. The facility is able to be repaid by the issue of CityView shares to GIS at 10% below the average closing price on the 5 days preceding the draw down.

(ii) By a term sheet dated 18 September 2009 (**GIS Term Sheet**), GIS advanced the sum of \$300,000 to CityView by way of loan, such loan to be repaid by the sum of \$400,000 within 90 days.

The loan is to be secured by a fixed and floating charge over CityView's assets, however formal charge documents are yet to be prepared and executed.

The GIS Term Sheet provides that the proceeds of any share placements or capital raising by CityView during loan period is to be applied firstly to the repayment of the loan.

As consideration for the loan, CityView agreed to grant to GIS 100 million CityView options, exercisable at \$0.004 each on any time up to 31 August 2010.

ADDITIONAL INFORMATION

Interests, Fees and Benefits

Other than as set out below or as is disclosed elsewhere in this Prospectus, no:

- (a) director of the Company; or
- (b) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation and distribution of this Prospectus; or
- (c) promoter of the Company; or
- (d) stockbroker or underwriter to the offer of securities under this Prospectus;

has or had within 2 years before lodgement of this Prospectus with ASIC any interest in:

- (i) the formation or promotion of the Company; or
- (ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the offer of securities under this Prospectus; or
- (iii) the offer of securities under this Prospectus;

and no amounts have been paid or agreed to be paid and no amounts have been given or agreed to be given to any of those persons as an inducement to become or to qualify as a director of the Company or for services rendered in connection with the formation or promotion of the Company or the offer of securities under this Prospectus.

Directors Interests

Director	Shares	Old Options
Manuel Africano	Nil	Nil
Peter Mark Smyth	1,050,426	5,210,086
Philip Rand	Nil	Nil
Bernard Brady	Nil	Nil

Remuneration

The Company's non-executive Directors have been and will continue to be paid Directors fees in accordance with the Constitution. Each of the Company's non-executive Directors are currently remunerated at the rate of \$2,500 per month which was approved by shareholders at the Company's annual general meeting held on 4 May, 2007.

Romarcam Investments Pty Ltd ("Romarcam") has contracted to provide the services of Mr Mark Smyth to act as CEO of CityView, further details of which are set out in the *Summary of Material Agreements – CEO* section of this Prospectus. Mr Smyth took up the position of CEO on 6 March, 2006. Mr Smyth also receives a director's fee of \$2,500 per month, in addition to his entitlements pursuant to the agreement between CityView and Romarcam.

In the years ending 31 December 2007 and 2008, the Company paid a total of \$885,000 (including options of \$690,000 on 6 November 2007, being granted 5,000,000 Old Options by the Company as valued in accordance with Accounting Standards) and \$250,000 (respectively) to Mr Smyth or his related entities by way of remuneration for services provided by Mr Smyth in his capacity as director and CEO.

Directors' and Executive Officers' Indemnity

To the extent determined by the Directors but subject to the maximum extent permitted by the Corporations Act and subject to the Corporations Act, the Company must indemnify each Officer, Director and Secretary or any person who has been an Officer, Director or Secretary of the Company out of the assets of the Company against any liability, loss, damage, cost or expense incurred or to be incurred by the Officer, Director or Secretary in or arising out of the conduct of any activity of the Company or in or arising out of the proper performance of the Officer's, Director's or Secretary's duties including any liability, loss, damage, cost, charge and expense incurred by that Officer, Director or Secretary in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by the Officer, Director or Secretary, in which judgment is given in the Officer's, Director's or Secretary's favour or in which the Officer, Director or Secretary is acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the court to the Officer, Director or Secretary.

Interests of Persons Named

Somes and Cooke has been (or will be) paid a fee of approximately \$10,000 (exclusive of GST) for preparing the *Investigating Accountant's Report* section of this Prospectus. The Company has agreed to indemnify Somes and Cooke from all claims arising in respect of their involvement in preparing the report for inclusion in this prospectus to the extent that liability arises as a consequence of any information being provided by or on behalf of the Company to Somes and Cooke being misleading, deceptive or false or to the extent that the Company fails to disclose information which it is reasonable in all the circumstances to expect would have been disclosed to Somes and Cooke to enable them to prepare the report.

Share Trading History

The highest and lowest market price of the Shares and Old Options on ASX during the three months immediately preceding the date of this Prospectus and the respective dates of those sales and the last sale on the business day immediately preceding the date of this Prospectus, were:

	Shares		Old Options	
	Date(s)	\$	Date(s)	\$
Highest	17 August 2009	0.007	20 August 2009 and 14 September 2009	0.001
Lowest	9, 22 September 2009, 3, 5, 9, 10, 11 and 12 November 2009	0.004	20 August 2009 and 14 September 2009	0.001
Latest	13 November 2009	0.005	14 September 2009	0.001

Substantial Shareholders

The Company has not received any substantial shareholder notices pursuant to section 671B of the Corporations Act. The Board is not aware of any person whom they expect would meet the definition of a substantial holder under the Corporations Act.

Registered Shareholders and Old Optionholders

The Company's top 10 registered Shareholders as at 12 November 2009 were as follows:

Name	Shares	%
US Control Account	57,521,162	5.31
P Meciar	30,000,000	2.77
J A Ramirez	20,300,000	1.88
T Jain	20,059,065	1.85
Boulevade Investments Pty Ltd	20,000,000	1.85
B H Wu	14,980,000	1.38
Arredo Pty Ltd	10,000,000	0.92
T Campion	10,000,000	0.92
G Kisselev	10,000,000	0.92
ANZ Nominees Limited <Cash Income A/C>	9,951,047	0.92

The Company's top 10 registered Old Optionholders as at 12 November 2009 were as follows:

Name	Shares	%
P Michaelsen and A M P Trujillo <Nordic Super Fund>	7,000,000	7.25
S J Duncan and S M Duncan	6,928,022	7.18
P M Smyth and J E Smyth <Smyth Super Fund A/C>	5,210,086	5.40
R J F Brothers	3,000,000	3.11
P A De Chazel	3,000,000	3.11
Goffacan Pty Ltd	3,000,000	3.11
N P Hoexter	3,000,000	3.11
P Michaelsen and A M P Trujillo	3,000,000	3.11
S H Leaw	2,500,000	2.59
C G Ingram	2,000,000	2.07

Constitution and Rights Attaching to Shares

All Shares being offered pursuant to this Prospectus will be issued as fully paid ordinary shares in the capital of the Company and will rank pari passu with existing fully paid ordinary shares on issue. Further details as to the rights and liabilities attaching to the Shares are set out in the Constitution, which has been lodged with ASIC.

The Constitution is deemed to be incorporated by reference into this Prospectus in accordance with section 712 of the Corporations Act. A copy of the Constitution can be obtained from the Company's registered office, at no cost, or from ASIC. The Constitution deals with such matters as transfer of shares, alterations of share capital, share buy backs,

disposal of less than a marketable parcel, variation of class rights, meetings of shareholders, polls, appointment and removal of directors, remuneration of directors and the Listing Rules.

Terms of the New Options

General

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 New Options will rank equally in all respects with the Company's existing issued Shares.

Exercise Price

The exercise price of the option will be \$0.025 per Option.

Lapse of New Options

Any New 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 New Options. New Option holders will not be entitled to participate in offers of new issues of Shares during the currency of the New 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 New Options prior to the date from determining entitlements to participate in the new issue.

If there is a pro-rata issue (except a bonus issue) of Shares to Shareholders during the New 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 New 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 New Option had been exercised before the record date of the bonus issue.

Reconstructions of Capital

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

Dividend Policy

The Company currently has no intention to declare or distribute dividends. The payment of any future dividends will depend upon the future success of the Company's investment and business activities, profitability and financial position.

Consents

The following person have given their written consent to be named in this Prospectus and for the inclusion of statements made by this person (as described below), and have not withdrawn such consent before lodgement of this Prospectus with ASIC.

- Somes and Cooke have consented to being named as Auditor & Investigating Accountant to the Company and the inclusion of its *Investigating Accountant's Report* in this Prospectus (in the form and context in which it appears, including the reference to its audit reports in the *Key Investment Risks – Going Concern* section).

Other than as disclosed above or elsewhere in this Prospectus, none of the abovementioned person have been involved in the preparation, or authorised or caused the issue, of this Prospectus. To the maximum extent permitted by law, each of the persons referred to above:

- expressly disclaims and takes no responsibility for any part of (or any matter included in or omitted from) this Prospectus;
- makes no representation or warranty (either expressly or impliedly) with respect to the completeness or accuracy of information contained in this Prospectus;
- disclaims liability to any person in respect of any statement included in or omitted from this Prospectus;

other than as disclosed above.

Corporate Governance Policy

The ASX Corporate Governance Council requires that the Company must disclose the extent to which it has followed best practice recommendations, identify which recommendations have not been followed and the reason for not adopting the recommendations.

The ASX Corporate Governance Council recognises that not all recommendations are appropriate for all companies and those companies should only adopt those recommendations that are suitable in each individual case.

The following is a summary of policies adopted by the Company and where appropriate, explanations of where best practice recommendations have not been applied.

Board Composition and Functions

Under the Company's Constitution, the Board is required to consist of at least three and no more than ten directors. If the Company has three or more directors, one third of the directors, with the exception of the Chief Executive, must retire and seek re-election at the Annual General Meeting each year.

The Board of the Company currently consists of three independent non-executive directors and one executive director. The Board is considered to be comprised of directors with the experience and qualifications best suited to the Company's size and range of activities.

The Board is responsible for corporate strategy, implementation of business plans, allocation of resources, approval of budgets and capital expenditure and the adherence to Company policies.

The Board is also responsible for compliance with the Code of Conduct, overseeing risk management and internal controls and the assessment, appointment and removal of the Chief Executive, Company Secretary and other senior management.

Directors of the Company during the financial year and information pertaining to individual directors, is included in the Directors' Report. Board members have the right to seek independent professional advice in the furtherance of their duties as directors at the Company's expense.

Director Independence

The Company has established guidelines for testing the independence of directors. A director is considered to be independent if they satisfy certain criteria, the most significant being:

- The director must be in a non-executive role where any fees payable by the Company could not be considered to make the director reliant on such remuneration. The director must have no other material contractual relationship with the Company other than as a director of the Company;
- The director is not a substantial shareholder of the Company;
- The director has not been employed in an executive capacity by the Company and has not been a principal of a material adviser or consultant to the Company within the last three years, and
- The director is free from any interest which could reasonably be perceived to materially interfere with the director's ability to act in the best interests of the Company.

Terms of Office

The Company's Constitution specifies that no director (except for the managing director) may retain office without re-appointment for more than three years or past the third annual general meeting following the directors appointment, whichever is the longer.

Chairman and Chief Executive Officer (CEO)

The Chairman is responsible for leading the Board, ensuring directors are properly briefed in all matters relevant to their role and responsibilities, facilitating Board discussions and managing the Board's relationship with the Company's senior executives.

The CEO is responsible for implementing group strategies and policies. The Board charter specifies that these are separate roles to be undertaken by separate people.

Commitment

It is the Company's practice to allow its executive directors to accept appointments outside the Company.

Prior to appointment or being submitted for re-election, each non-executive director is required to specifically acknowledge that they have and will continue to have the time available to discharge their responsibilities to the Company.

Risk Management

The Board is responsible for the identification of significant areas of business risk, implementing procedures to manage such risks and developing policies regarding the establishment and maintenance of appropriate ethical standards to:

- ensure compliance in legal, statutory and ethical matters;
- monitor the business environment;
- identify business risk areas;

- identify business opportunities; and
- monitor systems established to ensure prompt and appropriate responses to shareholder complaints and enquiries.

The Board meets on a regular basis. The Company does not follow the ASX best practice recommendation that the Company should have an internal control function. The Board considers that the Company is not of a size or operational complexity to warrant the implementation of a separate internal control function.

Audit Committee

The Company has established an Audit Committee, which is responsible for the following:

- oversee the existence and maintenance of internal controls and accounting systems, including the implementation of mandatory and non-mandatory accounting policies and reporting requirements;
- oversee the financial reporting process, including reviewing and reporting to the Board on the accuracy of all financial reports lodged with ASX which include the quarterly, half-yearly and annual financial reports;
- recommend to the Board the nomination, removal and remuneration of the external auditors; and
- review the external audit arrangements, including ensuring that any non-audit services provided do not impair the auditors independence.

The Audit Committee meets and reports to the Board as required, but in any case at least twice each year and its members are Messrs Brady, Rand and Smyth. The Committee has authority to seek any pertinent information it requires from any employee or external party. Qualifications held by the individuals on the Audit Committee are included in the Directors' Report.

Corporate Reporting

The Chief Executive Officer and Company Secretary are required to state in writing to the Board that the Company's financial reports present a true and fair view of the Company's financial condition and that operation results are reported in accordance with relevant accounting standards.

External Auditors

The Company and the Audit Committee policy, is to appoint external auditors who clearly demonstrate quality and independence. Somes and Cooke were appointed as the external auditor in May 2008.

An analysis of fees paid to external auditors, including a breakdown of fees for non audit services, is provided in the Director's Report and in Notes to the Financial Statements. It is the policy of the external auditors to provide an annual declaration of their independence.

The external auditor will attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report.

Continuous Disclosure and Shareholder Communication

The Company follows the ASX listing rule 3.1 in complying with continuous disclosure requirements. Once the Company is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the company's securities, the Company will immediately advise the ASX.

The CEO and the Company Secretary have been nominated as the persons responsible for communication with the ASX. This role includes responsibility for ensuring compliance with the continuous disclosure requirements in the ASX Listing Rules and overseeing and coordinating information disclosure to the ASX, analysts, brokers, shareholders, the media and the public.

Hedging Committee

The Company does not follow ASX Best Practice recommendations with regard to hedging. The Board considers that the Company is not of a size or operational complexity to warrant the implementation of a separate hedging committee.

Procedure for the Selection of New Directors

The Company believes it is not of a size to justify having a Nomination Committee. If any vacancies arise on the Board, all directors are involved in the search and recruitment of a replacement.

Corporate performance is enhanced when the Board has an appropriate mix of skills and experience. The candidate is evaluated before a candidate is selected to join the Board. Candidates are nominated by existing Board members and, if necessary, independent search consultants are utilised. Where a Director nominates a candidate for the Board, the Director must disclose any pre-existing relationship with the nominee. New directors are provided with a letter of appointment setting out their responsibilities and rights and are provided with a copy of the Company's Constitution.

GLOSSARY AND INTERPRETATION

AIM	The AIM market of the London Stock Exchange plc.
ASIC	Australian Securities & Investments Commission.
ASTC	ASX Settlement and Transfer Corporation Pty Limited (ABN 49 008 504 532).
ASX	ASX Limited (ABN 98 008 624 691).
Board	Board of directors of the Company as constituted from time to time.
CEO	Chief Executive Officer of the Company.
CHESS	Clearing House Electronic Subregister System.
CityView or Company	CityView Corporation Limited (ABN 59 009 235 634) and controlled entities.
Company Secretary	Company Secretary of the Company as constituted from time to time.
Constitution	Constitution of the Company as amended or replaced from time to time.
Corporations Act	Corporations Act 2001.
Entitlement	Number of New Options to which an Old Optionholder as at the Record Date is entitled (as shown on an Old Optionholder's <i>New Option Entitlement and Acceptance Form</i>) under the Entitlements Option Offer.
Entitlements Option Offer	The offer of New Options at \$0.001 each as described in the <i>Details of the Offers – The Offers – Entitlements Option Offer</i> section of this Prospectus.
Exposure Period	The period applicable to this prospectus in terms of the Corporations Act section 727(3).
Fortitude	Fortitude Minerals Limited, a company incorporated in Belize.
Fortitude Investment	The Company's equity investment in Fortitude as described in the <i>Business Overview and Strategy</i> section of this Prospectus.
Fortitude Receivable	The debt payable by Fortitude as described in the <i>Business Overview and Strategy – Fortitude Receivable and Summary of Material Agreements</i> –section of this Prospectus.
GIS	Global Investment Strategy UK Limited, a company incorporated in the United Kingdom.
GIS Facility	The facility dated 13 March 2009 as described in the <i>Summary of Material Agreements - Agreements with GIS</i> section of this Prospectus section of this Prospectus.

GIS Term Sheet	The term sheet dated 18 September 2009 as described in the <i>Summary of Material Agreements - Agreements with GIS</i> section of this Prospectus.
JORC	Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code).
Listing Rules	Listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the Official List, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.
Metro	Metro Crown Group Limited, a company incorporated in Seychelles.
New Option	A new option to subscribe for a Share, the terms of which are set out in the <i>Additional Information – Terms of the New Options</i> section of this Prospectus.
Offers	The Share Offer and Entitlements Option Offer.
Old Option	Each of the 96,529,950 listed options to subscribe for Shares exercisable at \$0.15 and expiring on 30 November 2009.
OTCBB	OTC Bulletin Board in the US.
Overseas Applicants	Persons making an application for Shares and New Options pursuant to the Offer from outside Australia.
Prospectus	This Prospectus dated 16 November 2009.
Record Date	23 November 2009.
Share	A fully paid ordinary share in the capital of the Company.
Share Offer	The offer of up to 300,000,000 Shares as described in the <i>Details of the Offers – The Offers – Share Offer</i> section of this Prospectus.
Shortfall	Entitlements not taken up pursuant to the Entitlements Option Offer as described in <i>Details of the Offers – The Offers</i> .
US	United States of America.
Velvogen	Velvogen (Pty) Limited, a company incorporated in South Africa.
Velvogen Agreement	The agreement described in the <i>Summary of Material Agreements – Velvogen Agreement</i> section of this Prospectus.
WST	Western Summer Time or Western Standard Time, Perth, Western Australia, as applicable.

In this Prospectus unless the context otherwise unambiguously requires the same, general statements followed by an example or a list of examples are not limited to or by that example or list.

APPLICATION FORM - SHARE OFFER

Applicants should read this prospectus in its entirety before completing this application form. A person who gives to another person access to this application form must, at the same time and by the same means, give that person access to the prospectus.

No of Shares applied for	
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IDENTIFYING STAMP ONLY

APPLICATION MONIES AT \$0.004 PER SHARE:
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TITLE GIVEN NAMES/COMPANY NAME	SURNAME/ACN
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JOINT APPLICANTS OR ACCOUNT DESIGNATION	

POSTAL ADDRESS		
CITY/TOWN	STATE	POSTCODE

EMAIL ADDRESS

CONTACT NAME	DAYTIME CONTACT No.
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CHESS DETAILS	PID	HIN
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TAX FILE No/EXEMPTION CATEGORY	APPLICANT 2	APPLICANT 3
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DRAWER	BANK	BRANCH	AMOUNT
			\$
			\$

DECLARATION

By lodging this application form and a cheque for the application money the applicant hereby:

- a) applies for the number of Shares specified in the application form or such lesser number as may be allocated by the Board;
- b) agrees to be bound by the Constitution (of the Company from time to time);
- c) authorises the Board to complete or amend this application form where necessary to correct any errors or omissions; and
- d) declares that the prospectus has been received in full by the applicant and has been read and fully understood in its entirety.

NOTES

Enter the number of Shares you wish to apply for. Applications must be for a minimum of 100,000 Shares and thereafter in multiples of 100,000 Shares.

- Enter the total amount of application monies payable. To calculate this amount, multiply the number of Shares you are applying for by the issue price for each Share.
- Enter the full name(s) of all legal entities that are to be recorded as the registered holders.
- Enter the postal address for all communications from the Company.
- Enter the name and telephone number of the person who should be contacted if there are any questions with respect to this application form.
- If you are CHESSE sponsored, enter your Participant Identification Number (**PID**) and Holder Identification Number (**HIN**) in the CHESSE HIN box, otherwise leave this box blank and a Shareholder Reference Number (**SRN**) will be allocated to you on issue.
- Enter the tax file number(s) of the applicant(s) - this is not mandatory.
- Unless otherwise agreed by the Company, payment must be made to **“CityView Corporation Limited”** by cheque drawn or payable on a bank within Australia, crossed **“Not Negotiable”** and be in Australian dollars. Receipt of payment will not be acknowledged.
- This application form does not need to be signed. Return of this application form with the required application monies will constitute a valid application for that number of Shares stated on this form.

If you have received an application form without a complete and unaltered copy of this prospectus, please contact the Company who will send you, free of charge, either a printed or an electronic version of this prospectus (or both).

Please note that if an application form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Board as to whether to accept an application form, and how to construe, amend or complete it, shall be final. An application form will not be treated as having offered to subscribe for more Shares than is indicated by the amount of the accompanying cheque.

Please deliver the completed application form (accompanied by a cheque for the application monies) at any time prior to the closing date to the Company’s Share Registry:

By hand:

CityView Corporation Limited
Level 9, 28 The Esplanade
Perth WA 6000

By mail:

CityView Corporation Limited
PO Box 5643
St Georges Terrace Perth WA 6831

Please telephone the Company’s Share Registry on (08) 9323 2000 if you have any questions with respect to this application form. Applications are for Shares as detailed in the prospectus dated 16 November 2009, which expires 13 months after that date.

CORRECT FORMS OF REGISTRABLE TITLE

Note that only legal entities are allowed to hold securities. Application forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full name and a surname is required for each natural person. Application forms cannot be completed by persons under 18 years of age. Examples of the correct form of registrable title are set out below:

Type of Investor	Correct Form of Registrable Title
Trusts	Mr John David Brown <John David Brown A/C>
Deceased Estates	Mr John David Brown < Est John David Brown A/C>
Partnerships	Mr John David Brown and Mr Michael James Brown
Clubs/Unincorporated Bodies	Mr John David Brown <ABC Tennis Association A/C>
Super Funds	John Brown <Super Fund A/C>

APPLICATION FORM - ENTITLMENTS OPTION OFFER

Applicants should read this prospectus in its entirety before completing this application form. A person who gives to another person access to this application form must, at the same time and by the same means, give that person access to the prospectus.

No of Options applied for

IDENTIFYING STAMP ONLY

APPLICATION MONIES AT \$0.001 PER OPTION:

TITLE GIVEN NAMES/COMPANY NAME SURNAME/ACN

JOINT APPLICANTS OR ACCOUNT DESIGNATION

POSTAL ADDRESS

CITY/TOWN STATE POSTCODE

EMAIL ADDRESS

CONTACT NAME DAYTIME CONTACT No.

CHESS DETAILS PID HIN

TAX FILE No/EXEMPTION CATEGORY APPLICANT 2 APPLICANT 3

DRAWER	BANK	BRANCH	AMOUNT
_____	_____	_____	\$
_____	_____	_____	\$

DECLARATION

By lodging this application form and a cheque for the application money the applicant hereby:

- e) applies for the number of Options specified in the application form or such lesser number as may be allocated by the Board;
- f) agrees to be bound by the Constitution (of the Company from time to time);
- g) authorises the Board to complete or amend this application form where necessary to correct any errors or omissions; and
- h) declares that the prospectus has been received in full by the applicant and has been read and fully understood in its entirety.

NOTES

Enter the number of Options you wish to apply for. Applications must be for a minimum of 100,000 Options and thereafter in multiples of 100,000 Options.

- Enter the total amount of application monies payable. To calculate this amount, multiply the number of Options you are applying for by the issue price for each Option.
- Enter the full name(s) of all legal entities that are to be recorded as the registered holders.
- Enter the postal address for all communications from the Company.
- Enter the name and telephone number of the person who should be contacted if there are any questions with respect to this application form.
- If you are CHESSE sponsored, enter your Participant Identification Number (**PID**) and Holder Identification Number (**HIN**) in the CHESSE HIN box, otherwise leave this box blank and a Shareholder Reference Number (**SRN**) will be allocated to you on issue.
- Enter the tax file number(s) of the applicant(s) - this is not mandatory.
- Unless otherwise agreed by the Company, payment must be made to **“CityView Corporation Limited”** by cheque drawn or payable on a bank within Australia, crossed **“Not Negotiable”** and be in Australian dollars. Receipt of payment will not be acknowledged.
- This application form does not need to be signed. Return of this application form with the required application monies will constitute a valid application for that number of Options stated on this form.

If you have received an application form without a complete and unaltered copy of this prospectus, please contact the Company who will send you, free of charge, either a printed or an electronic version of this prospectus (or both).

Please note that if an application form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Board as to whether to accept an application form, and how to construe, amend or complete it, shall be final. An application form will not be treated as having offered to subscribe for more Options than is indicated by the amount of the accompanying cheque.

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Clubs/Unincorporated Bodies	Mr John David Brown <ABC Tennis Association A/C>
Super Funds	John Brown <Super Fund A/C>