



CITYVIEW CORPORATION LIMITED

ACN 009 235 634

NOTICE OF EXTRAORDINARY GENERAL MEETING AND EXPLANATORY STATEMENT

For the Extraordinary General Meeting to be held on
Tuesday 10 November 2009 at 3.30 pm (WST)
In the Seminar Room, Ground Floor
BGC Centre, 28 The Esplanade,
Perth, Western Australia

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

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

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting of the Shareholders of CityView Corporation Limited ACN 009 235 634 (the "**Company**") will be held on Tuesday 10 November 2009 at 3.30 pm for the purpose of transacting the following business.

BUSINESS

1. Resolution 1: Approval of Issue of Shares

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

That, for the purposes of Listing Rule 7.1 and for all other purposes, the Shareholders hereby approve and authorise the Directors to issue up to 300,000,000 Shares, for the purposes and on the terms set out in the Explanatory Statement.

Voting exclusion statement

For the purposes of Listing Rule 7.3, the Company will disregard any votes cast on resolution 1 by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed, and any of their associates, unless it is cast

- by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form); or
- by the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the proxy form to vote as the proxy decides).

EXPLANATORY STATEMENT

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

VOTING AND PROXIES

Please note that:

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

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

VOTING ENTITLEMENTS

In accordance with Regulation 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of Shareholders as at 10.00 am on Monday 9 November 2009. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlement to attend and vote at the Meeting.

CORPORATE REPRESENTATIVE

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

By Order of the Board

Mark Smyth
Company Secretary

October 1 2009

Explanatory Statement

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

This Explanatory Statement has been prepared for the information of Shareholders of CityView Corporation Limited in connection with the business to be conducted at the Extraordinary General Meeting to be held Tuesday 10 November 2009 at 3.30 pm and should be read in conjunction with the Notice of Extraordinary General Meeting.

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

1. Resolution 1: Approval of Issue of Shares

Background:

The Company is in the process of preparing a prospectus for the purposes of working capital and expected to lodge with the ASIC in early November 2009.

Resolution 1 seeks Shareholder approval, pursuant to Listing Rule 7.1, for the issue of up to 300,000,000 Shares to be issued at a minimum of at least 85% of the average market price for the last 5 days on which sales in the Shares were recorded before the date of the prospectus.

Regulatory Requirements:

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

Resolution 3 contemplates that the Company will issue shares that will increase the Company's ordinary capital by more than 15% over a twelve month period. Therefore, since none of the exceptions apply, shareholder approval of the Placement is required in order to comply with Listing Rule 7.1. It is also the wish of the Directors to ensure that the number of shares which they may issue in their discretion remains at the maximum 15%.

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

- The maximum number of Shares to be issued is 300,000,000;
- The Shares will be issued no later than 3 months after the date of the Extraordinary General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- The allotment will occur progressively;
- The Shares are issued at a minimum of at least 85% of the average market price for the last 5 days on which sales in the Shares were recorded before the date of the prospectus;

- The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- The allottees are neither a related party nor an associate of a related party of the Company. The allottees will be identified through applications received under the Prospectus;
- The intended use of funds will be for working capital; and
- A voting exclusion statement has been included in the notice.

Glossary

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

Annexure	annexure to this Explanatory Statement.
ASIC	Australian Securities and Investments Commission.
ASX	Australian Securities Exchange.
Board	board of Directors.
Chair	the Chair of the Meeting.
Company	CityView Corporation Limited ACN 009 235 634.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Corporations Regulations	<i>Corporations Regulations 2001</i> (Cth).
Director	director of the Company.
Existing Constitution	means the Articles of Association of the Company adopted by members on 28 November 1996.
Meeting	Extraordinary General Meeting to be held on Tuesday 10 November 2009 at 3.30 pm WST.
Share	fully paid ordinary share in the capital of the Company.
Shareholder	shareholder of the Company.

000001 000 CVI
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 360 301
(outside Australia) +61 3 9415 4842

Proxy Form

For your vote to be effective it must be received by 3:30pm (WST) Sunday 8 November 2009

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- ☒ Review your securityholding
- ☒ Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of CitiView Corportation Limited hereby appoint

☐ the Chairman of the meeting

 OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Extraordinary General Meeting of CityView Corporation Limited to be held at The Seminar Room, Ground Floor, BGC Centre, 28 The Esplanade, Perth, Western Australia on Tuesday 10 November at 3:30pm (WST) and at any adjournment of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Resolution 1 Approval of Issue of Shares

For

Against

Abstain

☐

☐

☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____ Date ____/____/____