
TVN CORPORATION LIMITED

ACN 066 139 991

NOTICE OF GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

TIME: 10 am (WST)

DATE: Friday, 12 August 2011

PLACE: Suite 6
245 Churchill Avenue
Subiaco
Western Australia

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9217 3300.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of Shareholders to which this Notice of Meeting relates will be held at 10 am (WST) on Friday, 12 August 2011 at:

Suite 6
245 Churchill Avenue
Subiaco
Western Australia

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to TVN Corporation Limited, PO Box 1273, Subiaco Western Australia 6904; or
- (b) facsimile to the Company on facsimile number (+61 8) 9388 3006.

so that it is received not later than 10 am (WST) on Wednesday 10 August 2011.

Proxy Forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of TVN Corporation Limited will be held at 10 am (WST) on Friday, 12 August 2011 at Suite 6, 245 Churchill Avenue, Subiaco, Western Australia.

The Explanatory Statement which accompanies this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 5 pm (WST) on Wednesday 10 August 2011.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

RESOLUTION TO REFRESH CAPACITY TO ISSUE NEW SECURITIES

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval is given for the allotment and issue of 76,000,000 Shares at an issue price of \$0.02 each on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a 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.

DATED: 11 JULY 2011

BY ORDER OF THE BOARD



**NEIL HACKETT
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolution contained in the accompanying Notice of General Meeting of TVN Corporation Limited.

1. RESOLUTION TO REFRESH CAPACITY TO ISSUE NEW SECURITIES

1.1 BACKGROUND

On 7 July 2011 the Board of Directors announced that the Company had placed 76,000,000 Shares at \$0.02 per Share to sophisticated investors, raising \$1,520,000. None of the persons to whom Shares were issued are related parties of the Company.

The placement was undertaken to provide funds to acquire 100% of the Nuurst Thermal Coal Project in Mongolia and for general working capital.

The acquisition of the Nuurst Thermal Coal Project is subject to completion of due diligence and shareholder approval.

1.2 WHY SHAREHOLDER APPROVAL IS BEING SOUGHT

ASX Listing Rule 7.1 provides that without shareholder approval a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that an issue of securities made without shareholder approval under ASX Listing Rule 7.1 is treated as having been made with shareholder approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and shareholders subsequently approve it.

The issue of 76,000,000 Shares under the placement did not breach ASX Listing Rule 7.1 and has not previously been approved by Shareholders.

The Company now seeks Shareholder approval for the issue of the 76,000,000 Shares under the placement pursuant to ASX Listing Rule 7.4. The effect of passing the Resolution will be to refresh the Company's 15% capacity under ASX Listing Rule 7.1 so that its capacity will be the same as if the 76,000,000 Shares the subject of the placement had not been issued.

1.3 INFORMATION REQUIRED BY ASX LISTING RULE 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information in relation to the issue of the placement Shares is provided:

- (a) 76,000,000 Shares were allotted;
- (b) the Shares were issued at \$0.02 per Share;
- (c) the Shares are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as, and ranking equally in all respects with, the existing ordinary fully paid Shares on issue;
- (d) the Shares were allotted and issued to sophisticated investors who are clients of DJ Carmichael Pty Ltd or Bell Potter Securities Limited;
- (e) the funds raised from this issue are to provide funds to acquire 100% of the Nuurst Thermal Coal Project in Mongolia and for general working capital; and
- (f) a voting exclusion statement is included in the Notice of Meeting.

ENQUIRIES

Shareholders are invited to contact Neil Hackett on (+61 8) 9217 3300 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Company means TVN Corporation Limited (ACN 066 139 991).

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

General Meeting means the meeting convened by the Notice of Meeting.

Notice of Meeting or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice of Meeting.

Resolution means the resolution set out in the Notice of Meeting.

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

Shareholder or **member** means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

PROXY FORM

**APPOINTMENT OF PROXY
TVN CORPORATION LIMITED
ACN 066 139 991**

GENERAL MEETING

I/We

of

being a member of TVN Corporation Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

OR

☐

the Chair of the General Meeting as my/our proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at 10 am (WST), on Friday, 12 August 2011 at Suite 6, 245 Churchill Avenue, Subiaco, Western Australia, and at any adjournment thereof. **The Chair of the Meeting intends to vote undirected proxies in favour of the Resolution.**

☐

If the Chair of the General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of the **Resolution** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the General Meeting may exercise your proxy even if he has an interest in the outcome of the Resolution and that votes cast by the Chair of the General Meeting for the Resolution other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the Resolution and your votes will not be counted in calculating the required majority if a poll is called on the Resolution. .

OR

Voting on Business of the General Meeting

Resolution to refresh capacity to issue new securities

FOR

☐

AGAINST

☐

ABSTAIN

☐

Please note: If you mark the abstain box for this Resolution, you are directing your proxy not to vote on the Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority.

Signature of Member(s):

Date: _____

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

TVN CORPORATION LIMITED
ACN 066 139 991

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at a General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to TVN Corporation Limited, PO Box 1273, Subiaco, Western Australia 6904; or
 - (b) facsimile to the Company on facsimile number (+61 8) 9388 3006.

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