



AVIVA

C O R P O R A T I O N L T D

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**To be renamed "Decimal Software Limited"
Proposed ASX Code: DSX**

NOTICE OF GENERAL MEETING

For the General Meeting of the Company to be held at the Plaza level, BGC Centre, 28 The Esplanade, Perth, Western Australia on Friday 14 March 2014 at 10:00 am (WST).

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

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (+61) 8 9322 6322.

AVIVA CORPORATION LIMITED

A C N 0 0 9 2 3 5 9 5 6

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Aviva Corporation Limited (**Company** or **Aviva**) will be held at the Plaza level, BGC Centre, 28 The Esplanade, Perth, Western Australia on Friday 14 March 2014 at 10:00 am (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday, 12 March 2014 at 4:00 pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

Important Note

Shareholders should note that the Acquisition to which the Resolutions relate is subject to a number of conditions. The timing for the satisfaction of those conditions is, in some instances, outside the control of the Company. Accordingly, the Directors reserve their right to postpone or cancel the Meeting prior to the date on which it is held, in accordance with article 5.11 of the Constitution. If the Meeting is postponed or cancelled, the Company will make an announcement to ASX as soon as possible following the decision to postpone or cancel the Meeting.

AGENDA

1. Resolution 1 – Change to Nature and Scale of Activities

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

"That, subject to the passing of Resolutions 2 to 5 (inclusive), for the purposes of Listing Rule 11.1.2 and for all other purposes, the Company be authorised to make a significant change in the nature and scale of its activities as detailed in the Explanatory Memorandum."

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by any person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of those persons. 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.

2. Resolution 2 – Reduction of Capital

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

“That, subject to the passing of Resolutions 1 and 3 to 5 (inclusive), for the purposes of sections 256B and 256C of the Corporations Act, the Constitution and for all other purposes Shareholders approve and authorise:

- (a) *a reduction in the issued share capital of the Company by an amount equal to \$0.06 per Share (on a pre-Consolidation basis); and*
- (b) *the above reduction being effected and satisfied by the Company making a cash distribution on a pro rata basis to Shareholders who are registered as Shareholders at 4:00 pm (WST) on 24 March 2014,*

on the terms and conditions detailed in the Explanatory Memorandum.”

3. Resolution 3 – Consolidation of Capital

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

“That, subject to the passing of Resolutions 1, 2, 4 and 5, for the purposes of section 254H of the Corporations Act, Listing Rule 2.1 Condition 2, the Constitution and for all other purposes, approval is given for the consolidation of the Company’s issued capital on the following basis:

- (a) *every 3 Shares be consolidated into 1 Share; and*
- (b) *every 3 Options be consolidated into 1 Option and the exercise price of each Option to be amended in inverse proportion to this ratio in accordance with Listing Rule 7.22.1,*

(in each case on a post-Reduction of Capital basis) with the consolidation taking effect on 9 April 2014, and where this consolidation results in a fraction of a Share or Option being held by a Shareholder or Optionholder (as applicable), the Directors be authorised to round that fraction up to the nearest whole Share or Option.”

4. Resolution 4 – Issue of Shares to Vendors

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

“That, subject to the passing of Resolutions 1 to 3 (inclusive) and 5, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Directors to issue 112,500,000 Shares to the Vendors (on a post-Reduction of Capital and post-Consolidation basis) on the terms and conditions detailed in the Explanatory Memorandum.”

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and by any person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed,

and any associates of those persons. 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.

5. Resolution 5 – Issue of Shares and Options to Adviser and Facilitator

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

"That, subject to the passing of Resolutions 1 to 4 (inclusive), for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Directors to issue a total of:

- (a) 3,000,000 Shares; and
- (b) 3,000,000 Options with an exercise price of \$0.345 exercisable on or before 15 July 2017,

(in each case on a post-Reduction of Capital and post-Consolidation basis) to the Adviser and the Facilitator, on the terms and conditions detailed in the Explanatory Memorandum."

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by the Adviser or the Facilitator, and by any person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of those persons. 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.

6. Resolution 6 – Change of Company Name

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That, subject to Completion occurring, for the purposes of section 157 of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed from 'Aviva Corporation Limited' to 'Decimal Software Limited' on the terms and conditions detailed in the Explanatory Memorandum."

7. Resolution 7 – Election of Jan Kolbusz as Director

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

"That, subject to the passing of Resolutions 1 to 5 (inclusive), for the purpose of clause 6.2 of the Constitution and for all other purposes, Mr Jan Kolbusz, being eligible to act as a Director, be elected as a Director effective from 5:00pm (WST) on the Completion Date."

8. Resolution 8 – Election of Michael Sertorio as Director

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

"That, subject to the passing of Resolutions 1 to 5 (inclusive), for the purpose of clause 6.2 of the Constitution and for all other purposes, Mr Michael Sertorio, being eligible to act as a Director, be elected as a Director effective from 5:00pm (WST) on the Completion Date."

Dated 11 February 2014

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Stef Weber', written in a cursive style.

Stef Weber
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at the Plaza level, BGC Centre, 28 The Esplanade, Perth, Western Australia on Friday 14 March 2014 at 10:00 am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Key Dates
Section 4:	Overview of Change to Nature and Scale of Activities
Section 5:	Resolution 1 – Change to Nature and Scale of Activities
Section 6:	Resolution 2 – Reduction of Capital
Section 7:	Resolution 3 – Consolidation of Capital
Section 8:	Resolution 4 – Issue of Shares to Vendors
Section 9:	Resolution 5 – Issue of Shares and Options to Adviser and Facilitator
Section 10:	Resolution 6 – Change of Company Name
Section 11:	Resolution 7 – Election of Jan Kolbusz as Director
Section 12:	Resolution 8 – Election of Michael Sertorio as Director

A Proxy Form is enclosed with the Notice and Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is enclosed with the Notice and Explanatory Memorandum. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance

with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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 proportion or number is not specified, each proxy may exercise half of the votes.

Proxy forms must be received by the Company no later than 10:00 am (WST) on Wednesday 12 March 2014, being at least 48 hours before the Meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

3. Key Dates

Set out below is an indicative timetable of the key dates¹:

Cut off for lodging Proxy Form for General Meeting	10.00 am (WST) on 12 March 2014
Snapshot date for eligibility to vote at General Meeting	4:00 pm (WST) on 12 March 2014
Suspension of the Company's securities from trading on ASX at the opening of trading ²	14 March 2014
General Meeting to approve the change to nature and scale of activities and other matters	10:00 am (WST) on 14 March 2014
ASX informed of Shareholder approvals	14 March 2014
Trading of Shares on an "ex Reduction of Capital" basis ²	18 March 2014
Reduction of Capital Record Date	4:00 pm (WST) on 24 March 2014
Trading of Shares on an "ex Consolidation" basis ²	27 March 2014
Reduction of Capital of \$0.06 per Share (pre-Consolidation) issue date	31 March 2014
Consolidation Record Date	2 April 2014
Consolidation issue date	9 April 2014
Company to send notice to Shareholders of change of holdings as a result of Reduction of	9 April 2014

Capital and Consolidation	
Completion of Acquisition	16 April 2014
Anticipated date the suspension of trading of Shares on ASX is lifted and Shares trade under the name "Decimal Software Limited" (ASX:DSX)	16 April 2014

Notes:

1. These dates are indicative only and may change. In particular, Shareholders' attention is drawn to the "Important Note" section of the Notice on page 1. The Directors reserve their right to postpone or cancel the Meeting prior to the date on which it is held, in accordance with article 5.11 of the Constitution. If the Meeting is postponed or delayed, the dates indicated in the timetable above will be delayed. The Company will keep Shareholders updated on the proposed timetable through announcements to ASX.
2. In accordance with ASX requirements, the Company's securities will be suspended from trading on ASX from the date of the Meeting until such time that the Company re-complies with Chapters 1 and 2 of the Listing Rules. Accordingly, there will not be any deferred settlement trading on either an "ex-Reduction of Capital" basis nor an "ex-Consolidation" basis.

4. Overview of Change to Nature and Scale of Activities

4.1 Background

Aviva is an Australian public company which has been listed on the ASX (ASX code: AVA) since 21 April 1994.

The Company has previously conducted the business of mineral exploration and project development in Australia and overseas, including in Kenya and Botswana. During the course of the financial year ended 30 June 2013, the Company sold its projects in Kenya and Australia. On 9 July 2013, Shareholders approved the sale of the Mmamantswe Coal Project in Botswana. Following the completion of the sale of the Mmamantswe Coal Project on 12 July 2013, the Company did not have any active projects.

Since disposing of the Mmamantswe Coal Project, the Company has continued to assess new opportunities in the resources sector and in other market sectors.

4.2 Background to change to nature and scale of activities – Acquisition of Decimal

On 20 January 2014, the Company announced to ASX that it had entered into a conditional agreement (**Share Purchase Agreement**) to acquire 100% of the shares in Decimal Group Pty Ltd (**Decimal**) (**Acquisition**).

The Acquisition will result in a significant change to the nature and scale of the Company's activities. Please refer to Sections 4.4 to 4.6 for further details regarding the proposed Acquisition.

On completion of the Acquisition pursuant to the Share Purchase Agreement (**Completion**), the nature of the Company's business will change to become a technology-focussed provider of cloud-based solutions, predominately to the financial services sector. Subject to satisfaction of certain conditions precedent to Completion (refer to Section 4.6), the Company will wholly own Decimal and the Australian patented intellectual property associated with the Decimal business, which brings together financial advisers, clients, financial products, marketers, compliance and administration to all operate together in real-time.

Refer to Section 4.3 for more information on Decimal and its business and products.

4.3 Overview of Decimal

Decimal is a proprietary IT company that was formed in 2006 and provides a single instance cloud platform specifically developed for the complex and highly regulated financial services industry that brings together financial advisers, clients, financial products, marketers and compliance to all operate in real-time.

Decimal's product has undergone over 6 years of development commensurate with supporting an industry responding to regulatory change, contestable consumer markets and internet access ubiquity. Decimal is increasingly being deployed in live implementation with customers in a diverse and growing range of deployments.

Decimal's cloud platform has been developed so as to enable independent financial advisers (**IFAs**), Dealer Groups, financial institutions and superannuation funds to more efficiently service existing clients and to seek to attract a new class of clients who do not currently receive financial advice.

Decimal's platform has also been constructed so as to be capable of being rolled-out in multiple jurisdictions, including the US and UK.

Cloud overview and application to financial services

Many industries have adapted to leverage the full extent of new internet-based technologies. Recruitment agencies use Seek.com.au, car dealers use Carsales.com.au and real estate agents use Realestate.com.au, with participants in each industry offered the potential to benefit from increased efficiencies and access to large scale markets. Service industries such as accounting are starting to realise the disruptive nature of an industry cloud platform such as Xero.

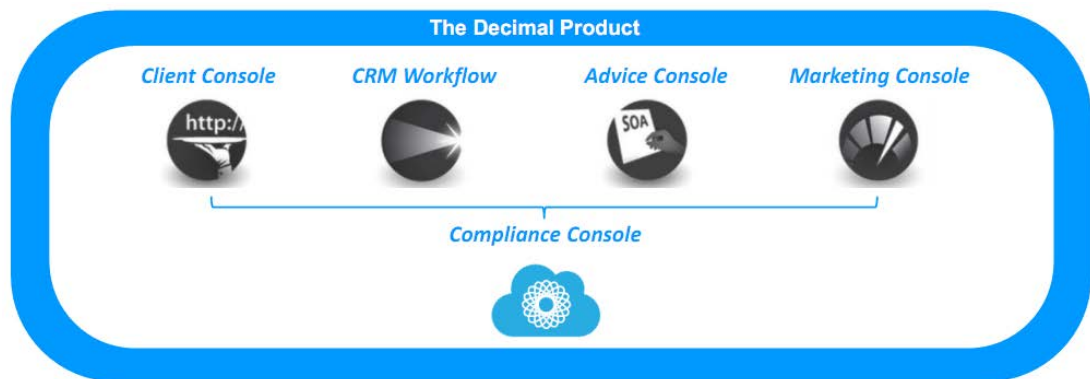
The financial services industry is undergoing a period of significant transformation and disruption. Beyond a host of regulatory changes, emerging technologies are changing the way advisers engage with customers. At the same time, systems based on a single real-time data core and delivered via cloud have the potential to dramatically reduce the cost and complexity of doing business.

Applying these cloud-based technologies in the context of the financial services industry has the potential to allow financial advisers to scale their businesses with greater ease than server-based solutions and enable a wider spectrum of clients to be serviced more efficiently and effectively.

Overview of the 'Decimal Solution'

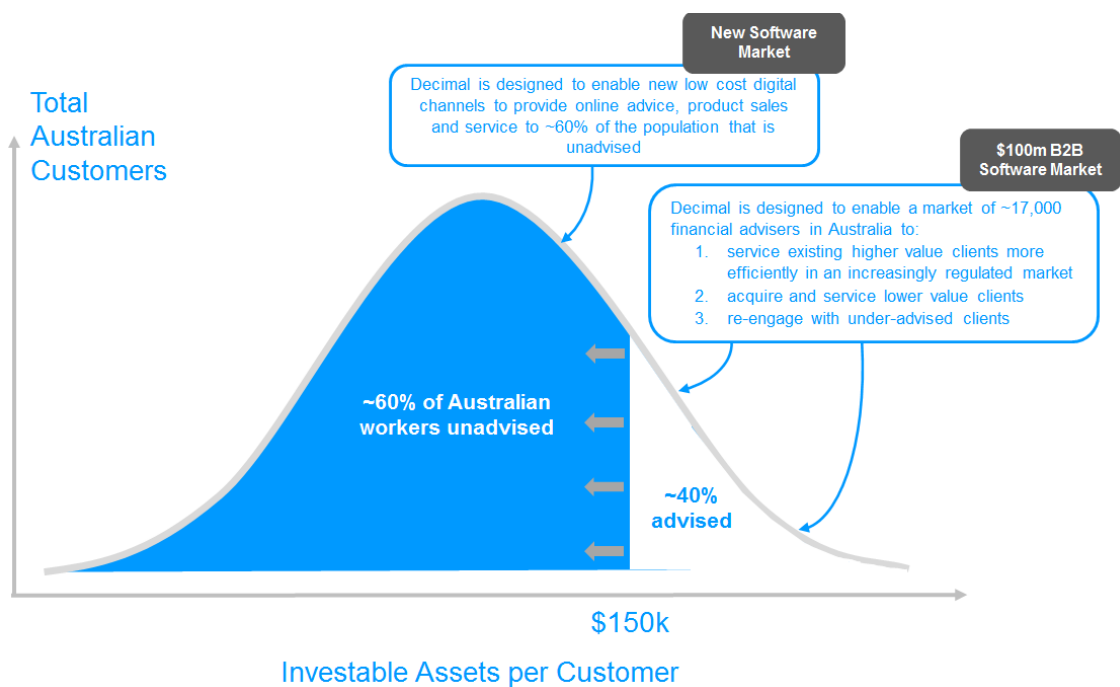
Decimal has been designed and built from the ground-up as an end-to-end mobile enabled platform for the financial services industry. Decimal has been designed to function as simply as possible whilst incorporating all the necessary financial planning steps and investment options required to provide online financial advice.

Figure 1: Summary of the Decimal Product



Decimal has the potential to both displace existing adviser software currently used to service higher value clients and also open up new markets for financial advisers and institutions to penetrate the approximately 60% of Australian workers that are currently unadvised. Decimal's platform has also been constructed so as to be capable of application in multiple jurisdictions, including the US and the UK.

Figure 2: Untapped market for unadvised Australian workers (diagram for illustrative purposes only)



Decimal's intellectual property

At the core of Decimal's solution is an advanced financial modelling technology engine that generates personalised financial strategy and product plans instantly. The Decimal platform has been designed to generate financial plans based on varied levels of information entered by the user. This capability, and how gaps in information provided by the user are dealt with, has been patented as an alternative financial advice process.

Decimal has sought and received protection of its intellectual property in Australia and Singapore. Patent applications have also been lodged in other selected overseas jurisdictions. Refer to Schedule 4 for more information about Decimal's title to its valuable intellectual property.

Decimal's sales strategy

Decimal's sales strategy is a Software-as-a-Service (**SaaS**) sales approach whereby Decimal is seeking to license its technology to various segments of the end market. Decimal has identified 8 segments of the financial services market in which there is potential for Decimal's products to be utilised, being:

1. IFAs and Dealer Groups servicing full advice clients;
2. IFAs and Dealer Groups servicing limited advice clients;
3. small teams of employed advisers (within superannuation and corporate funds and regional banks);
4. large teams of employed advisers (such as large banks);
5. small enterprises seeking to offer online advice and sales (< 500k customers);
6. medium enterprises seeking to offer online advice and sales (< 1m customers);
7. large enterprises seeking to offer online advice and sales (> 1m customers); and
8. other (e.g. stockbrokers).

Decimal has already undertaken a "soft launch" engaging with specific segments of the market, but without widespread marketing. Decimal's product has been received favourably by existing customers due to a combination of its ease of use, streamlined functionality, efficiency benefits and scalability.

Following Completion, it is intended that resources will be allocated to strengthen Decimal's executive and sales team in Sydney, undertake aggressive marketing campaigns and pursue overseas markets.

Decimal intends to utilise a digital customer acquisition model based on presenting prospective customers with invitations and opportunities to participate in a quick and easy "click, trial, buy" and configuration of Decimal online, with no requirement for software to be downloaded and technology experts to install and configure separate instances of the software and database. Access to Decimal will be online and instant. Cloud platform leaders in other industries have successfully utilised similar "click, trial and buy" approaches.

In contrast to traditional financial planning software that requires a level of vendor support and installation, Decimal has been developed to maximise the customer's ability to self-trial and self-configure. This means that product awareness building activity will be directed to a call-to-action based on self-initiating demonstrations, online trials and online purchasing direct from decimal.com.au.

Decimal's revenue model

Decimal's offerings and revenue model is divided into:

- (a) IFAs and Dealer Groups; and
- (b) enterprises such as banks, superannuation funds and credit unions.

As an industry wide SaaS platform, pricing is linked to the level of capability and configurability that is elected by the customer. With Decimal's cloud-based platform,

software upgrades are automatic, rendering costly software version upgrades a thing of the past.

IFAs and Dealer Groups

Decimal's SaaS offering to the approximately 17,000 financial advisers and 160 Dealer Groups in Australia is based on a monthly cost per financial adviser or support staff, starting from \$100 per month. IFAs and Dealer Groups will be able to select the capability and configurability they require, ranging from Decimal's cloud mobile enabled CRM Workflow up to the complete end-to-end, configurable, advice, engagement, servicing and compliance solution.

Enterprises

Via Decimal's SaaS offering, enterprises in Australia will get access to Decimal's complete end-to-end, fully customisable, mobile enabled industry platform as a white-label offering which can incorporate multiple enterprise brands under one institutional brand. Enterprises will also be able to design their own online consumer journey and experience for Decimal's client interface (i.e. Client Console) and immediately bring to bear Decimal's end-to-end platform, including real-time client triage and qualification through to multi-channel adviser support. SaaS revenue is derived on a per product and advice basis.

Market overview

Australian wealth management industry

As at September 2013, the Australian wealth management industry was responsible for over \$2.2 trillion in funds under management (**FUM**). As at December 2012, Australia's FUM were the third largest globally (behind the US and Luxembourg). Since the introduction of Australia's mandatory retirement income system in 1992, FUM have grown significantly, with FUM more than doubling since 2005. Much of this growth is underpinned by the government-mandated superannuation contribution scheme, which will increase progressively from 9% to 12% of salary by 2022.

Going forward, FUM are expected to continue to grow strongly, driven by a number of favourable factors and trends, including:

- government support of industry, to ensure Australians are able to fund their retirement;
- an increase in the mandated superannuation contribution to 12% of salary;
- the move toward the introduction of scaled (or limited) advice; and
- population growth.

Whilst the Australian wealth management industry is large and well established, it is estimated that only 40% of the working population in Australia obtain financial advice when making significant investment decisions, particularly in relation to superannuation. Advisers and financial institutions are therefore seeking means to access this large untapped market – and online solutions are likely to be a significant element of this strategic imperative.

A recent study of the Australian digital landscape identified finance as one of the industries that is most likely to be disrupted by technological change. Customers expect to deal with most matters online, with information available 24/7 and on any

device – digital and mobile access to solutions and information is increasingly the expected norm.

Technology will therefore be a key driver of change in the wealth management industry. This has already occurred for relatively simple financial product categories where very limited advice (or no advice) is appropriate, such as share trading, home loans and insurance. Often, online solutions are made available by financial product vendors to sell their own solutions to clients.

Market participants

The key participants in the financial services industry providing wealth management advice to be targeted by Decimal are:

- IFAs and Dealer Groups;
- banks and other financial institutions; and
- superannuation funds.

The financial planning and advisory industry generated \$4.4 billion of revenue in Australia in FY2013. Revenues are projected to grow by approximately 4% per annum between FY2014 and FY2019, in line with expected growth in funds invested, especially superannuation.

IFAs and Dealer Groups

The most common method for providing financial advisory services in Australia is through one of approximately 160 Dealer Groups. There are approximately 17,000 financial advisers in Australia working for 3,222 advisory groups operating across over 7,161 practices. The number of financial advisers is expected to exceed 20,500 by FY2019. Pre-retirees seeking advice for wealth creation and investment opportunities generally comprise a large portion of an IFA's client base.

Banks and other financial institutions

This segment of the market includes the major banks as well as all other financial institutions, including credit unions and insurance companies. The largest 5 institutions have a market share of approximately 48% of the financial advisory market.

Most banks and financial institutions have responded to escalating client needs for financial advice by acquiring wealth management businesses in the form of administration platform providers, and by acquiring financial planning Dealer Groups. They have tended to focus on providing their clients either “full” financial planning or “no advice” product sales.

To service the “mass” market for financial advice, the traditional planner model is cost prohibitive for these institutions. In addition, with the growth in demand for limited or scaled advice, the need for a human interface and complex systems to provide such advice is reduced. The new strategy is based around delivering scaled online advice for the emerging mass market given the increasing consumer preference and low cost.

Banks and financial planners do not currently possess end to end personal financial advice and compliance technology capabilities, and retail banking is fast becoming predominantly online, as a result traditional and online retailers are increasingly viewed by banks as potential competitors. In Australia, non-traditional financial services are

entering the market, for example Virgin Money, Qantas' travel wallet (which is linked to the Frequent Flyer card) and Coles, which has recently applied for a banking license.

Superannuation funds

According to the Australia Prudential Regulation Authority (**APRA**), there were 317 super funds in Australia, excluding Self-Managed Super Funds (**SMFS**), at 30 September 2013. Including SMSFs and pooled superannuation trusts, there are over 520,000 superannuation entities in Australia, holding approximately \$1.75 trillion in assets. Many Australians are members of more than one fund.

APRA divides Australia's superannuation funds into five main segments: corporate, public sector, industry, retail and small funds:

- Corporate funds are funds operated for the benefit of employees of a particular company or corporate group.
- Industry funds are funds formed to provide access to superannuation for employees working in the same industry, although an increasing number of industry funds are now open to the public.
- Public Sector funds are funds that provide benefits for government employees, or are schemes established by a Commonwealth, State or Territory law.
- Retail funds offer superannuation products on a commercial basis and their trustees are typically a part of a larger financial conglomerate.
- Small funds are those with less than five members. Almost all small funds are SMSFs, although some are small APRA funds.

In recent years the number of non-SMSF funds has dramatically fallen, so that the non-SMSF funds sector is now dominated by fewer, but larger, super funds. This has been a consistent trend since 2004, as growth in large funds (both in terms of number of funds and members) has come at the expense of small funds.

Business-to-business market

The value of the "business-to-business" market (being the provision of financial planning software for use by businesses) in Australia is estimated to exceed \$100 million per year in revenue. This estimate is based on the reported share of advisers using each of the main software packages on the market, and the reported revenues for the publicly listed vendors. These packages are a combination of traditional PC, server installed software solutions and non cloud web based software, and are thus sold on a traditional model of software licences requiring regular software maintenance and upgrades.

Additionally, a number of Dealer Groups have developed their own in-house software solutions for wealth management advice. These developments can be expensive, complex and face ongoing risks in managing legislative and business change.

Business-to-business-to-consumer market

The above business-to-business market estimate excludes a potentially large new market – the provision of scaled or limited advice either by IFAs, Dealer Groups or financial institutions via online channels to a large portion of the 60% of the working population in Australia who are currently unadvised. Decimal's cloud platform, which performs all of the functions associated with financial advice provision in real time, may

have an advantage over traditional financial planning software in this potential new market.

As is happening in other industries disrupted by innovative technology solutions (e.g. Xero, Seek, Carsales and Freelancer), Decimal provides a potentially revolutionary platform for IFAs, Dealer Groups, financial institutions and superannuation funds to penetrate this large, relatively untapped new market.

In addition, Decimal's software has been constructed so as to be capable of supporting multiple jurisdictions from a single common instance, including the US and the UK. The principal material reconfiguration required would be to update the Decimal software "business rules engine" for applicable regulations and tax law in each new jurisdiction.

Australian regulatory framework

The financial advisory industry is heavily regulated by a number of bodies including ASIC, APRA and the ATO. In addition, it is currently undergoing a major overhaul as part of the implementation of the Future of Financial Advice legislative reforms (FoFA), which came into effect on 1 July 2013. Historically, the financial advisory industry has been remunerated based on commissions for assets under advice. This has meant that there has not been an imperative for efficient business practice, as the industry has been able to grow on the back of an increasing number of superannuants and self-funded pre-retirees and a growing economy.

The introduction of FoFA aims at improving confidence in the industry, largely through removing conflicts of interest. The principal components of the legislation relate to the introduction of a fee for service, and the consequent banning of volume based commissions, and the introduction of a fiduciary duty for advisers. This requires fees charged to be explicitly disclosed to clients, placing pressure on advisers to reduce fees and adding to the necessity to source new clients, or re-engage with existing underserved and un-served clients. While a growing number of Australians will require financial advice, their expectations of what they should pay for that advice is very different to what it is estimated to cost to prepare compliant advice utilising the industry's current advisory platforms.

4.4 Acquisition terms – Consideration

The consideration payable by the Company under the Share Purchase Agreement is the issue to the Vendors of 112,500,000 Shares in the Company (on a post-Reduction of Capital and post-Consolidation basis) (**Consideration Shares**).

The Consideration Shares will be issued to the Vendors as detailed in Schedule 2. Following Completion, the Vendors will together hold approximately 63% of Shares on issue.

The Consideration Shares may, in whole or part, be subject to a period of escrow determined by ASX in accordance with the Listing Rules.

Refer to Schedule 3 for further details of the terms and conditions of the Share Purchase Agreement.

4.5 Loan Facility

Pursuant to the Acquisition terms agreed between the Company and Decimal, the Company has provided Decimal with an unsecured loan facility for an amount of A\$2.5 million, which Decimal drew down on 31 January 2014 (**Loan Facility**). The Loan

Facility is repayable by 30 June 2014 and will incur interest from 31 March 2014 at a rate of 9% per annum.

4.6 Acquisition terms – Conditions

The obligation of the Company and the Vendors to complete the sale and purchase of Decimal is subject to and conditional upon the satisfaction of the following conditions precedent on or before 30 June 2014:

- (a) the Company obtaining all necessary regulatory and shareholder approvals pursuant to the Listing Rules, Corporations Act or any other law to allow the Company to lawfully complete the Reduction of Capital, the Consolidation and the Acquisition and satisfying all other requirements of ASX for the reinstatement to official quotation of the Shares on ASX;
 - (b) the Company receiving written confirmation from ASX that it will reinstate the Shares to official quotation on ASX on conditions satisfactory to the Company;
 - (c) the Company completing the Reduction of Capital; and
 - (d) the Company completing the Consolidation,
- (together the **Conditions**).

4.7 Management

Michael Sertorio (currently Executive Chairman and Chief Executive Officer of Decimal) and Jan Kolbusz (currently Executive Director for Strategy and Innovation for Decimal's wholly-owned subsidiary, Decimal Technology and Systems Pty Ltd (**Decimal Technology**)) are important employees for Decimal's business. Key terms of Mr Sertorio and Mr Kolbusz's current employment agreements are detailed in Schedule 8.

Subject to Completion and Shareholder approval of Resolutions 7 and 8:

- (a) Michael Sertorio, Jan Kolbusz and up to two other individuals nominated by Decimal will join the Board as Directors; and
- (b) at least three of the Company's four current Directors (being Ian Middlemas, Lindsay Reed, Robert Kirtlan and Mark Pearce) will resign. If all four current Directors resign on Completion then the Company will have the option to appoint one new Director.

Details in relation to the qualifications and experience of each of the Proposed Directors are detailed below.

Mr Michael Sertorio – Executive Chairman

Mr Sertorio has more than 25 years of experience in senior management and board positions spanning financial services, manufacturing, construction, professional services, health care and wholesale trade in Australia and Asia with organisations including MLC, Chase Manhattan Bank Australia, Global Construction Services and Standard Chartered Bank Australia and Indonesia (where he served on the bank's Management Committee). Since 2001, Mr Sertorio has been involved with a number of companies as a shareholder and director, driving strategy and corporate development including with respect to corporate transactions. Mr Sertorio was an early investor in Decimal and was appointed to Decimal's board in 2010, on which he has been Chairman since July 2012 and Executive Chairman since 13 January 2014. Mr Sertorio

is a Fellow of the Australian Institute of Company Directors and holds a Bachelor of Arts degree.

Mr Jan Kolbusz – Executive Director

Mr Kolbusz is the founder and Managing Director of Decimal. Mr Kolbusz was formerly the Director, Technology and Operations of Asgard. Over a 9-year period Mr Kolbusz spanned the era of Asgard pioneering portfolio administration platforms, then drove further innovation and profitability after the successful acquisition by St George Bank. Mr Kolbusz was also a Director of Consulting at Ernst & Young (EY). Prior to EY, working for US based Baxter Healthcare; Mr Kolbusz managed the US to Australia conversions and implementations of integrated hospital systems. Mr Kolbusz began his career working across a variety of technical and management roles on large-scale IBM platforms. Mr Kolbusz is a Fellow of the Institute of Company Directors and has a double major in Mathematics and Computer Science from the University of Western Australia and a Masters in Information Systems from Curtin University.

4.8 Pro-forma balance sheet

An unaudited pro-forma balance sheet of the Company, following completion of the Reduction of Capital, Consolidation and Acquisition is set out in Schedule 6.

4.9 Pro-forma capital structure

The pro forma capital structure of the Company following the Consolidation, Acquisition and other matters is set out below:

	Shares	Options
Current capital structure	190,993,287	12,500,000 ¹
Consolidation (1 for 3)	(127,328,858)	(8,333,333)
Capital structure post Consolidation	63,664,429	4,166,667
Consideration Shares	112,500,000	-
Adviser and Facilitator Shares and Success Fee Options	3,000,000 ²	3,000,000 ²
Total on Completion	179,164,429³	7,166,667⁴

Notes:

1. All 12,500,000 Options are unlisted. The Options will reduce on a 1 for 3 basis as a result of the Consolidation. The exercise price of the Options will reduce by \$0.06 as a result of the Reduction of Capital but will then increase by a multiple of 3 due to the Consolidation.

Details of the unlisted Options currently on issue are as follows:

- a. 10,000,000 Options with an exercise price of \$0.175, exercisable on or before 15 July 2017;
 - b. 1,000,000 Options with an exercise price of \$0.12, exercisable on or before 18 March 2014;
 - c. 500,000 Options with an exercise price of \$0.20, exercisable on or before 30 June 2015;
 - d. 500,000 Options with an exercise price of \$0.30, exercisable on or before 30 June 2015;
 - e. 250,000 Options with an exercise price of \$0.25, exercisable on or before 1 July 2014; and
 - f. 250,000 Options with an exercise price of \$0.35, exercisable on or before 1 July 2014.
2. The Adviser and the Facilitator for both parties will receive a total of 3,000,000 Shares and 3,000,000 Success Fee Options if the Acquisition successfully completes. The Success Fee Options will have an exercise price of \$0.345 and are exercisable on or before 15 July 2017. Refer to Section 9 for further details.
 3. Assumes that no further securities are issued prior to Completion.

4. Assumes that no Options are exercised prior to Completion.

4.10 Advantages of the Acquisition

The Directors are of the view that the following, non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on the proposed Resolutions:

- (a) **Decimal offers a potentially transformational product:** Decimal's cloud platform has been designed to substantially impact the financial services industry, by enabling significant increases in the efficiency and quality of service provided by financial advisors along with major improvements in compliance and scalability. Decimal has the potential to both displace existing adviser software currently used to service higher value clients and also to open up new markets for financial advisors and institutions to penetrate the approximately 60% of Australian workers who are currently unadvised. Decimal has also been constructed so as to be capable of being used in multiple jurisdictions, including the US and UK.
- (b) **Potential to enhance Shareholder value:** Given the current continued low investor sentiment with regard to junior exploration companies, including a lack of well valued investment opportunities, the Directors consider that in the current share market environment there is a greater likelihood of increasing shareholder value by progressing the proposed Acquisition than by the Company remaining as a junior mineral explorer listed on ASX.
- (c) **Exposure to growing business:** The Acquisition provides Shareholders with exposure to an existing well managed and expanding business involved in the cloud-based services space, with significant potential for growth. The business will be well capitalised, with cash reserves following Completion of approximately \$13 million, which will be used to fund sales and marketing activities as well as continuing product development.
- (d) **Increased investor interest and Share trading volume:** Following the 20 January 2014 announcement of the Acquisition, the volume of Shares traded has significantly increased. It is not unreasonable to anticipate continued improved Share trading volumes going forward post Completion.
- (e) **No cash payment for an existing growing business:** The consideration for the Acquisition will be entirely in the form of Shares.
- (f) **Possible suspension of Shares on ASX if Acquisition does not proceed:** As the Company does not currently have any other activities, other than the proposed Acquisition, if the Company is not able to quickly identify and make an announcement of its intention to acquire a suitable new business or project, ASX may elect to exercise its discretion under the Listing Rules to suspend the quotation of Shares on ASX. This suspension would continue until the Company makes an announcement acceptable to ASX about its future activities whereby a suitable new business or project is identified.

4.11 Disadvantages of the Acquisition

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on the proposed Resolutions:

- (a) **Change of business focus:** Following the Acquisition, and once it has changed its name to Decimal Software Limited, the Company will move out of

the mineral exploration business and focus on the IT sector and, specifically, cloud based platforms for the financial services industry. This change in the nature and scale of the Company's activities may not be consistent with the objectives of some Shareholders.

- (b) **Issue of Consideration Shares will dilute existing Shareholders' voting rights:** The Acquisition will result in the issue of Shares to the Vendors which will have a dilutionary effect on the current voting rights of Shareholders. Consequently, current Shareholders' voting power and influence over the affairs of the Company will be reduced.
- (c) **Additional risk factors:** There are many risk factors associated with the change to the nature and scale of the Company's activities attributable to business and operations of Decimal being acquired. Refer to Section 4.12 below and Schedule 5.
- (d) **Transaction costs:** The Company has engaged a number of advisors, lawyers and experts to facilitate and report on the proposed Acquisition. If Shareholder approval for the Resolutions is obtained, the Company will also be required to bear the costs of the preparation of the documentation required to ensure compliance with Listing Rules and other statutory requirements and approvals. The total remaining associated costs required to complete the Acquisition are estimated to be approximately \$300,000.

4.12 Risks

Shareholders should be aware that if Resolutions 1 to 5 (inclusive) are approved, the Company will be changing the nature and scale of its activities which is subject to various risk factors. Based on the information available, a non-exhaustive list of risk factors is set out in Schedule 5.

4.13 Strategy of the Company going forward

Following Completion, the Company intends to begin an aggressive marketing campaign to officially launch the product to IFAs and financial institutions in Australia. The Company will employ the SaaS sales approach, used by other industry cloud leaders such as Salesforce and Xero, whereby the Company will seek to licence Decimal's technology to various segments of the financial services market in Australia and abroad.

For further details of the Company's strategies following Completion, refer to Section 4.3.

4.14 Plans for the Company if the Acquisition is not completed

If the Company does not complete the Acquisition, the Company will continue to undertake due diligence on new opportunities for growth. Other than searching for new opportunities, the Company does not have any other activities.

If the Company cannot acquire a new business or project quickly, ASX may suspend the quotation of Shares on ASX. Refer to Section 4.10(f) above for further details.

4.15 Directors' recommendation

It is the view of the Directors that the Acquisition will give Shareholders the opportunity to participate in an innovative and pioneering business seeking to capitalise on being first mover as a developed provider of cloud-based platform solutions to the financial

services industry. The Directors consider that the Acquisition is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of all of the Resolutions.

Resolutions 1 to 5 (inclusive) are interdependent, meaning that Shareholders must pass all of Resolutions 1 to 5 (inclusive) for the Acquisition to proceed. Resolutions 6 to 8 (inclusive) are subject to Shareholder approval of Resolutions 1 to 5 (inclusive) and Completion occurring, meaning that Shareholders must pass all of Resolutions 1 to 5 (inclusive), and Completion must occur, in order for the Company's name to be changed and for Mr Jan Kolbusz or Mr Michael Sertorio to be elected as Directors.

4.16 Forward looking statements

The forward looking statements in the Notice are based on the Company's current expectations about future events. They are, however, subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and its Directors, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward looking statements in the Notice. These risks include but are not limited to, the risks referred to in Schedule 5. Forward looking statements include those containing words such as 'anticipate', 'estimates', 'should', 'will', 'expects', 'plans' or similar expressions.

5. Resolution 1 – Change to Nature and Scale of Activities

5.1 General

Resolution 1 seeks approval from Shareholders for a change to the nature and scale of the activities of the Company.

As outlined in Section 4.2, the Company has entered into the Share Purchase Agreement under which the Company has agreed to acquire the entire issued share capital of Decimal.

The Share Purchase Agreement is subject to the Conditions set out in Section 4.6 above, including the requirement to obtain Shareholder approval.

A detailed description of the proposed Acquisition, Decimal and the Company's prospects following Completion is outlined in Section 4 above.

Resolution 1 is an ordinary resolution and is subject to the approval of Resolutions 2 to 5 (inclusive).

5.2 Listing Rule requirements

Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature or scale of its activities, it must provide full details to ASX as soon as practicable and comply with the following:

- (a) provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- (b) if ASX requires, obtain the approval of holders of its shares and comply with any requirements of ASX in relation to the notice of meeting; and

- (c) if ASX requires, meet the requirements of Chapters 1 and 2 of the Listing Rules, as if the Company were applying for admission to the official list of ASX.

ASX has indicated to the Company that, given the change to the nature and scale of the Company's activities resulting from the Acquisition, it requires the Company to:

- (a) obtain Shareholder approval; and
- (b) re-comply with the admission requirements set out in Chapters 1 and 2 of the Listing Rules.

5.3 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1. Refer to Section 4.15 for further details regarding the Directors' recommendations.

6. Resolution 2 – Reduction of Capital

6.1 General

Resolution 2 seeks approval from Shareholders for the Company to reduce the capital of the Company by way of a pro rata distribution to Shareholders of \$0.06 per Share held at the Reduction of Capital Record Date, to return a total of approximately \$11.46 million to Shareholders.

The completion of the Reduction of Capital is a condition precedent to Completion. The Company proposes to conduct the Reduction of Capital as the Company will have a cash balance following the completion of the Reduction of Capital and the Acquisition of approximately \$13 million, which the Directors consider to be the adequate and appropriate amount to fund the Company's planned post-Acquisition sales and marketing activities as well as the continued development of Decimal's products.

The Reduction of Capital will be conducted on a pre-Consolidation basis.

Resolution 2 is an ordinary resolution and is subject to the approval of Resolutions 1 and 3 to 5 (inclusive).

6.2 Corporations Act requirements

Section 256B(1) of the Corporations Act provides that a company may reduce its share capital if the reduction:

- (a) is fair and reasonable to the company's shareholders as a whole;
- (b) does not materially prejudice the company's ability to pay its creditors; and
- (c) is approved by shareholders under section 256C of the Corporations Act.

The proposed Reduction of Capital is an equal reduction as:

- (a) it relates only to ordinary Shares;
- (b) it applies to each holder of ordinary Shares in proportion to the number of ordinary Shares they hold; and
- (c) the terms of the reduction are the same for each holder of ordinary Shares.

As the proposed Reduction of Capital is an equal reduction, section 256C of the Corporations Act requires Shareholder approval of the proposed reduction by way of an ordinary resolution.

The Directors consider that the proposed Reduction of Capital by way of a pro rata distribution of \$0.06 per Share (on a pre-Consolidation basis):

- (a) does not materially prejudice the Company's ability to pay its creditors;
- (b) will not result in the Company being insolvent at the time of the Reduction of Capital or becoming insolvent as a result of the Reduction of Capital; and
- (c) is fair and reasonable to Shareholders as a whole, as the Reduction of Capital will be on a pro rata basis.

6.3 Listing Rule requirements

In accordance with Listing Rule 7.20, the following information is provided:

- (a) the Company currently has 190,993,287 Shares on issue. As a result of the proposed Reduction of Capital, the number of Shares on issue will not change (although the number of Shares on issue will change as a result of the Consolidation – refer to Section 7 below and to the pro-forma capital structure of the Company at Section 4.9);
- (b) the Company currently has the following Options on issue:
 - (i) 10,000,000 Options with an exercise price of \$0.175, exercisable on or before 15 July 2017;
 - (ii) 1,000,000 Options with an exercise price of \$0.12, exercisable on or before 18 March 2014;
 - (iii) 500,000 Options with an exercise price of \$0.20, exercisable on or before 30 June 2015;
 - (iv) 500,000 Options with an exercise price of \$0.30, exercisable on or before 30 June 2015;
 - (v) 250,000 Options with an exercise price of \$0.25, exercisable on or before 1 July 2014; and
 - (vi) 250,000 Options with an exercise price of \$0.35, exercisable on or before 1 July 2014.

As a result of the proposed Reduction of Capital, the number of Options on issue will not change (although the number of Options on issue will change as a result of the Consolidation – refer to Section 7 below and to the pro-forma capital structure of the Company at Section 4.9); and

- (c) in accordance with Listing Rule 7.22.3, as a result of the proposed Reduction of Capital, the exercise price for each Option on issue at the Reduction of Capital Record Date will be reduced by \$0.06.

6.4 Payment method

The payment of the Reduction of Capital to Shareholders will be satisfied by the Company by sending a cheque to Shareholders (to the address recorded on the

Company's share register for each Shareholder) or by way of direct electronic bank transfer (as determined by the Company).

6.5 Taxation

Taxation implications for Shareholders

(a) Introduction

The following comments are based on the application of Australian taxation laws in force and proposed at the date of this Explanatory Memorandum. This section is not intended to be an authoritative or comprehensive analysis of the taxation laws applicable to the particular circumstances of each Shareholder.

It should be emphasised that these comments are general in nature and you should seek and rely on your own taxation advice in relation to the taxation consequences of the Reduction of Capital. If a Shareholder is a temporary resident in Australia for taxation purposes or is engaged in a business of trading or investment or is a bank, insurance company, tax exempt organisation or superannuation fund, the taxation consequences may be different to those specified below.

Neither the Company nor any of its officers or advisers accept liability or responsibility with respect to such consequences or the reliance by any Shareholder on any part of the following summary.

(b) Expected tax treatment of Reduction of Capital.

Based on independent external advice obtained by the Company, notwithstanding that for the purposes of the Corporations Act, the Reduction of Capital shall constitute a reduction of capital for the entire amount proposed, for Australian taxation purposes, the Reduction of Capital is expected to be treated as follows:

- approximately 63% of the Reduction of Capital amount may be treated as a return of capital for tax purposes; and
- approximately 37% of the Reduction of Capital amount may be treated as an unfranked dividend.

(c) Any dividend component of Reduction of Capital

If, as expected, some part of the Reduction of Capital is treated as a dividend for income tax purposes, then the following issues will arise:

- the dividend component will be assessable income to Australian resident Shareholders as an unfranked dividend. For Australian-resident Shareholders who have not advised the Company of their Tax File Number (TFN) prior to the Record Date, the Company will have an obligation to remit 46.5% withholding tax to the ATO based on the value of the Reduction of Capital amount that Shareholder is entitled to. All Australian resident Shareholders have been asked to advise the Company of their TFN, if they have not already done so; and
- for non-Australian resident Shareholders, non-resident dividend withholding tax will apply to the value of the dividend. The rate of non-resident dividend withholding tax will depend on the non-resident

Shareholder's country of residence and is generally a final liability tax. The Company will have an obligation to remit this non-resident dividend withholding tax to the ATO.

(d) Capital component of Reduction of Capital

In respect of the amount of the Reduction of Capital which is treated as a reduction of capital for taxation purposes, Shareholders will reduce the cost base of their Shares by this portion of the Reduction of Capital payment they receive. Where this amount exceeds the cost base of their Shares, they will incur a capital gain (which may or may not be available for a CGT discount). Any capital gain will be assessed as follows:

- if a Shareholder has held Shares for more than 12 months prior to the Reduction of Capital date and the portion of the consideration received deemed to be taxable exceeds the nominal cost base of the Shares, a taxable capital gain equal to 50% of the excess will arise; and
- alternatively, if a Shareholder has held Shares for less than 12 months prior to the Reduction of Capital date and the portion of the consideration received deemed to be taxable exceeds the nominal cost base of the Shares, a taxable capital gain equal to the excess will arise.

If the Shareholder is a Complying Superannuation Fund, the taxation consequences as set out above will also apply, however the capital gains tax discount applicable for Shares held for greater than 12 months will be one third (i.e. 33.33%) as opposed to 50% for individuals.

If the Shareholder is a company, the taxation consequences as set out above will also apply, however companies will not be eligible for the capital gains tax discount.

If the Shareholder is a non-resident for taxation purposes, it will not be subject to capital gains tax unless its shareholding in the Company has a "necessary connection with Australia". This will only be the case where the Shareholder or its associates together held 10% or more of the value of the Company's issued Share capital at any time in the last 5 years. Furthermore, if a tax treaty exists between the Shareholder's country of residence and Australia, the resulting capital gain may be exempt from Australian income tax. Non-resident Shareholders are advised to seek their own specific advice in this area.

The taxation consequences to Shareholders who hold Shares on revenue account will depend on your specific circumstances and accordingly you should seek your own advice.

(e) Distribution Process

The Company will, subject to due approval of Resolution 2, distribute to each Shareholder the full amount of the Reduction of Capital due to it, less any amount which the Company would be required to withhold if the full amount of the Reduction of Capital was treated for Australian Taxation purposes as an unfranked dividend. Any such amounts retained by the Company shall be held on trust for the applicable Shareholder in a separate retention account pending definitive confirmation of the taxation treatment of the Reduction of Capital.

In accordance with the above the Company shall retain and hold on trust for the applicable Shareholder such proportion of the Reduction of Capital equal to the applicable respective withholding tax rates (see Section 6.5(c) above) in respect of any Shareholder who at the Record Date:

1. has an address on the Shareholder register outside of Australia; or
2. has an address on the Shareholder register in Australia but has not provided the Company with an Australian taxation file number.

If following the Record Date but prior to receiving the Class Ruling from the ATO a Shareholder falling within category 2 above provides the Company with an Australian taxation file number, the Company shall remit to such Shareholder the full amount held on trust for that Shareholder pursuant to the retention arrangements described above.

Taxation implications for the Company

No adverse income tax consequences should arise for the Company from the Reduction of Capital.

6.6 Other material information

There is no other information material to the making of a decision by a Shareholder whether or not to approve Resolution 2 (being information that is known to any of the Directors and which has not been previously disclosed to Shareholders) other than as disclosed in this Explanatory Memorandum.

6.7 Timetable for the Reduction of Capital

The indicative timetable for the Reduction of Capital is set out in Section 3.

6.8 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 2. Refer to Section 4.15 for further details regarding the Directors' recommendations.

7. Resolution 3 – Consolidation of Capital

7.1 General

Resolution 3 seeks approval from Shareholders to consolidate the number of Shares and Options on issue on a 1 for 3 basis. The Consolidation is required to comply with the terms of the Share Purchase Agreement and to ensure that the Company's capital structure is appropriate for it to be able to re-comply with the admission requirements of ASX. Completion of the Consolidation is also a condition precedent to Completion.

The Consolidation will take place on a post-Reduction of Capital basis.

Under section 254H of the Corporations Act, the Company may, by a resolution passed at a general meeting of Shareholders, convert all or any of its shares into a larger or smaller number of shares. Listing Rule 7.22.1 provides that in a consolidation of capital, the number of options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

If Resolution 3 is passed:

- (a) the number of Shares on issue will be reduced on a 1 for 3 basis; and
- (b) the number of Options on issue will be reduced on a 1 for 3 basis, and the exercise price of those Options will be increased in inverse proportion to that ratio.

From the date of the Consolidation:

- (a) all holding statements for Shares will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post-Consolidation basis; and
- (b) all certificates for unlisted Options will cease to have any effect, except as evidence of entitlement to a certain number of Options on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Shares and unlisted Options to be issued to holders of those securities and to the extent required new certificates for unlisted Options to be issued to Optionholders.

It is the responsibility of each Shareholder or Optionholder to check the number of Shares or Options held prior to disposal or exercise (as the case may be).

Resolution 3 is an ordinary resolution and is subject to the approval of Resolutions 1, 2, 4 and 5.

7.2 Fractional entitlements and taxation

Not all Shareholders or Optionholders will hold that number of Shares or Options which can be evenly divided by 3. Where a fractional entitlement occurs, the fractional holding will be rounded up to the nearest whole Share or Option.

It is not considered that any taxation consequences will exist for Shareholders or Optionholders arising from the Consolidation. However, Shareholders and Optionholders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company nor the Directors (or the Company's advisers) accept any responsibility for the individual taxation consequences arising from the Consolidation.

7.3 Effect on capital structure

The effect which the Consolidation will have on the capital structure of the Company is set out in the table in Section 4.9.

7.4 Timetable for the Consolidation

The indicative timetable for the Consolidation is set out in Section 3.

7.5 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3. Refer to Section 4.15 for further details regarding the Directors' recommendations.

8. Resolution 4 – Issue of Shares to Vendors

8.1 General

As outlined in Section 4, the Company has agreed to acquire the entire issued share capital of Decimal from the Vendors.

Under the Share Purchase Agreement, the total aggregate consideration to be paid to the Vendors will be 112,500,000 Shares (on a post-Reduction of Capital and post-Consolidation basis).

The Consideration Shares will be apportioned among individual Vendors in the amounts set out in Schedule 2.

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, 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 ordinary securities on issue at the commencement of that 12 month period.

Given the Consideration Shares to be issued under Resolution 4 will exceed the 15% threshold and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required under Listing Rule 7.1.

The effect of Resolution 4 will be to allow the Directors to issue the Consideration Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's annual 15% placement capacity.

Resolution 4 is an ordinary resolution and is subject to the approval of Resolutions 1 to 3 (inclusive) and 5.

8.2 Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party the Company must obtain Shareholder approval, unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Piperlake Pty Ltd, a company controlled by Proposed Director, Michael Sertorio, and Swivelthree Pty Ltd, a company controlled by Proposed Director, Jan Kolbusz (who will also receive Consideration Shares along with Joanne Elizabeth Kolbusz in his capacity as trustee for the Kolbusz Superannuation Fund) (together, the **Related Party Vendors**) are related parties of the Company.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the Consideration Shares to the Related Party Vendors as the exception in section 210 of the Corporations Act applies. The Board has determined that the Consideration Shares will be issued to the Vendors on arms' length terms.

8.3 Listing Rule 10.11

Unless one of the exceptions in Listing Rule 10.12 applies, Listing Rule 10.11 requires that an entity must not issue or agree to issue equity securities to a related party of the Company unless it obtains prior shareholder approval. Listing Rule 10.12 exception 6 provides that where a person is only a related party by reason of the transaction which is the reason for the issue of the securities and the application of section 228(6) of the

Corporations Act, Listing Rule 10.11 shall not apply. The Related Party Vendors are only related parties of the Company by reason of the transaction which is the reason for the issue of the Consideration Shares and the application of section 228(6) of the Corporations Act.

8.4 Technical information required by Listing Rule 7.3

The following information is provided in relation to Resolution 4 pursuant to and in accordance with Listing Rule 7.3:

- (a) the maximum number of securities to be issued is 112,500,000 Shares (on a post-Reduction of Capital and post-Consolidation basis);
- (b) the Consideration Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue will occur on the Settlement Date;
- (c) the Consideration Shares will be issued for nil cash consideration as they are being issued as consideration for the Acquisition of the Decimal Shares. Accordingly, no funds will be raised from the issue of the Shares;
- (d) the Shares will be issued to the Vendors in the amounts detailed in Schedule 2;
- (e) 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; and
- (f) a voting exclusion statement is included in the Notice.

8.5 Restricted Securities

Subject to the re-quotation of the Shares on ASX, some or all of the Consideration Shares issued to the Vendors may be classified by ASX as restricted securities and, if so, would be required to be held in escrow for up to 24 months from the date of re-quotation. During the period in which these Shares are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of their Shares in a timely manner.

8.6 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4. Refer to Section 4.15 for further details regarding the Directors' recommendations.

9. Resolution 5 – Issue of Shares and Options to Adviser and Facilitator

9.1 General

The Company has agreed to issue to the Adviser:

- (a) 1,000,000 Shares; and
- (b) 1,000,000 Success Fee Options, with an exercise price of \$0.345 and an expiry date of 15 July 2017,

(in each case on a post-Reduction of Capital and post-Consolidation basis) as consideration for the payment of corporate advisory fees in connection with the Acquisition.

The Company has agreed to issue to the Facilitator:

- (a) 2,000,000 Shares; and
- (b) 2,000,000 Success Fee Options, with an exercise price of \$0.345 and an expiry date of 15 July 2017,

(in each case on a post-Reduction of Capital and post-Consolidation basis) as part consideration for the payment of facilitator fees in connection with the Acquisition.

Resolution 5 therefore seeks Shareholder approval for the issue of a total of 3,000,000 Shares (on a post-Reduction of Capital and post-Consolidation basis) and 3,000,000 Options (on a post-Reduction of Capital and post-Consolidation basis) (**Success Fee Options**).

The effect of Resolution 5 will be to allow the Directors to issue the Shares and Success Fee Options to the Adviser and the Facilitator during the period of 3 months after the Meeting (or longer period, if allowed by ASX), without using the Company's annual 15% placement capacity. A summary of Listing Rule 7.1 is set out in Section 8.1 above.

Resolution 5 is an ordinary resolution and is subject to the approval of Resolutions 1 to 4 (inclusive).

9.2 Technical Information Required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) the maximum number of Shares to be issued is 3,000,000 (on a post-Reduction of Capital and post-Consolidation basis);
- (b) the maximum number of Success Fee Options to be issued is 3,000,000 (on a post-Reduction of Capital and post-Consolidation basis);
- (c) the Shares and Success Fee Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that will occur on the Settlement Date of the Acquisition;
- (d) 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;
- (e) the Success Fee Options issued will have an exercise price of \$0.345 and an expiry date of 15 July 2017. For further terms and conditions of the Success Fee Options refer to Schedule 7;
- (f) the Adviser and the Facilitator (or their nominees) are sophisticated and/or professional investors;
- (g) the Adviser and the Facilitator (or their nominees) are not related parties of the Company;

- (h) the Shares and Success Fee Options will be issued to the Adviser and the Facilitator (or their nominees) in consideration for corporate advisory and facilitation services, and as such no funds will be raised from the issue; and
- (i) a voting exclusion statement is included in the Notice.

9.3 Restricted Securities

Subject to the re-quotations of the Shares on ASX, all or part of the Shares and Success Fee Options issued to the Adviser and the Facilitator may be classified by ASX as restricted securities and, if so, would be required to be held in escrow for up to 24 months from the date of re-quotations. During the period in which these Shares and Success Fee Options are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of their Shares in a timely manner.

9.4 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5. Refer to Section 4.15 for further details regarding the Directors' recommendations.

10. Resolution 6 – Change of Company Name

10.1 General

In accordance with section 157 of the Corporations Act, if a company wants to change its name it must pass a special resolution adopting a new name.

Resolution 6 seeks Shareholder approval for the change of the name of the Company to "Decimal Software Limited".

The Directors consider that this change of name is appropriate given the Acquisition and the Company's change of industry from a resources exploration company to a cloud-based technology company operating in the financial services industry. It will also maintain the goodwill Decimal has built up in its brand name.

Resolution 6 is a special resolution and, therefore, requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative). Resolution 6 is subject to the approval of Resolutions 1 to 5 (inclusive) and Completion occurring.

The change of name will take effect from when ASIC alters the details of the Company's registration. It is intended that the change of name will coincide with Completion.

The Directors will also request that ASX change the Company's ASX listing code from "AVA" to "DSX" following Completion and the resumption of trading of the Shares on ASX. The ASX listing code "DSX" has been reserved by the Company.

10.2 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 6. Refer to Section 4.15 for further details regarding the Directors' recommendations.

11. Resolution 7 – Election of Jan Kolbusz as Director

11.1 General

Clause 6.2 of the Constitution allows the Company in a general meeting by ordinary resolution to appoint any person as a Director.

Pursuant to the Share Purchase Agreement, on Completion the Company is obligated to appoint Jan Kolbusz, Michael Sertorio and up to two other individuals as Directors, subject to due compliance with all regulatory requirements. Mr Jan Kolbusz, being eligible, seeks election.

For details of the qualifications and experience of Mr Kolbusz, and more information about the intended management of the Company following Completion, refer to Section 4.7 above. For details of Mr Kolbusz's current employment agreement with Decimal Technology refer to Schedule 8.

Subject to Completion occurring, Resolution 7 proposes Mr Kolbusz as a new Director of the Company in accordance with clause 6.2 of the Constitution effective from 5:00pm (WST) on the Completion Date.

Resolution 7 is an ordinary resolution and is subject to the approval of Resolutions 1 to 5 (inclusive) and Completion occurring.

11.2 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 7. Refer to Section 4.15 for further details regarding the Directors' recommendations.

12. Resolution 8 – Election of Michael Sertorio as Director

12.1 General

Clause 6.2 of the Constitution allows the Company in a general meeting by ordinary resolution to appoint any person as a Director.

Pursuant to the Share Purchase Agreement, on Completion the Company is obligated to appoint Jan Kolbusz, Michael Sertorio and up to two other individuals as Directors, subject to due compliance with all regulatory requirements. Mr Michael Sertorio, being eligible, seeks election.

For details of the qualifications and experience of Mr Sertorio, and more information about the intended management of the Company following Completion, refer to Section 4.7 above. For details of Mr Sertorio's current employment agreement with Decimal refer to Schedule 8.

Subject to Completion occurring, Resolution 8 proposes Mr Sertorio as a new Director of the Company in accordance with clause 6.2 of the Constitution effective from 5:00pm (WST) on the Completion Date.

Resolution 8 is an ordinary resolution and is subject to the approval of Resolutions 1 to 5 (inclusive) and Completion occurring.

12.2 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 8. Refer to Section 4.15 for further details regarding the Directors' recommendations.

Schedule 1 – Definitions

In this Notice and the Explanatory Memorandum:

\$ or \$A means Australian dollars.

Acquisition means the acquisition of the entire issued capital of Decimal.

Adviser means Blackswan Equities Ltd ACN 129 623 383.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange operated by ASX, as the context requires.

APRA means the Australia Prudential Regulation Authority.

Board means the board of Directors.

Business Day means a day on which banks are open for business in Perth, Western Australia, other than a Saturday, Sunday or public holiday.

Chair or **Chairman** means the person appointed to chair the Meeting convened by this Notice.

Company means Aviva Corporation Limited ACN 009 235 956.

Completion means completion of the Acquisition pursuant to the Share Purchase Agreement.

Completion Date means the date upon which Completion occurs.

Conditions has the meaning given in Section 4.6.

Consideration Shares has the meaning given in Section 4.4.

Consolidation means the consolidation of Shares and Options referred to in Resolution 3.

Consolidation Record Date means 2 April 2014 or such other date as determined by the Directors or ASX.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Dealer Groups refers to groups of independent financial advisers who are affiliated to an institutional licence holder and operate under the authority of such licence, generally utilising the middle and back office services of the institution.

Decimal means Decimal Group Pty Ltd ACN 136 358 444.

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

Decimal Technology means Decimal Technology and Systems Pty Ltd ACN 118 370 291.

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Facilitator means Correze Pty Ltd ACN 167 851 274.

FoFA means the Future of Financial Advice legislative reforms.

FUM means funds under management.

GST means Goods and Services Tax.

IFAs means independent financial advisers.

IT means information technology.

Listing Rules means the listing rules of ASX.

Loan Facility has the meaning given in Section 4.5.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Option means the option to acquire a Share.

Optionholder means the holder of an Option.

Proposed Director means Michael Sertorio or Jan Kolbusz, and Proposed Directors means both of them.

Proxy Form means the proxy form attached to the Notice.

Reduction of Capital means the reduction of capital referred to in Resolution 2.

Reduction of Capital Record Date means 24 March 2014 or such other date as determined by the Directors or ASX.

Related Party Vendors has the meaning given in Section 8.2.

Resolution means a resolution contained in the Notice.

SaaS means Software-as-a-Service.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

Settlement Date means the date which is 5 Business Days after the satisfaction (or waiver) of the Conditions or such other date as may be agreed between the Company and the Vendors.

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

Share Purchase Agreement means the share purchase deed between the Company, Decimal and the Vendors dated 18 January 2014 relating to the Acquisition.

Shareholder means a shareholder of the Company.

SMSF means self-managed super fund.

Subsidiary has the meaning given in section 9 of the Corporations Act and refers to any corporation of that kind whenever it becomes a subsidiary.

Success Fee Option means an Option issued on the terms and conditions in Schedule 7.

UK means the United Kingdom.

US means the United States of America.

Vendors means the various separate shareholders of Decimal as detailed in Schedule 2.

WST means Western Standard Time, being the time in Perth, Western Australia.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

Schedule 2 – Vendors and Consideration Shares

Vendor	No. of Consideration Shares*
Piperlake Pty Ltd ACN 081 397 159 ATF Sertorio Family Trust	31,937,190
Magaurite Pty Ltd ACN 056 570 408 ATF The Peter Nelson Superannuation Fund	16,052,541
Primary Securities Ltd ACN 089 812 635 ATF Richmond Equity Fund.	12,577,570
Intag Pty Ltd ACN 056 327 292 ATF The Begley Family Trust	11,812,524
Swivelthree Pty Ltd ACN 124 070 195 ATF Kolbusz Investment Trust	10,452,433
Coast Equity Pty Ltd ACN 105 322 594 ATF The Coast Investment Trust	6,319,175
Jan Ryszard Kolbusz & Joanne Elizabeth Kolbusz ATF Kolbusz Superannuation Fund	1,418,599
Helmet Nominees Pty Ltd ACN 093 559 007 ATF The Tim Weir Family Trust	2,780,100
Megatop Nominees Pty Ltd ACN 079 053 197 ATF Morris Super Fund No2	2,780,100
TKPJ Pty Ltd ACN 128 386 372	319,900
Daniel Edward Powell & Joanne Mary Powell ATF D&J Powell Superannuation Fund	703,989
Peter EE Hiokyin & Penelope Sarah Annash ATF The Yin Nash Superannuation Fund	1,581,335
Gimblett Australia Pty Ltd ATF Gimblett Family Trust	1,264,548
Blackswan Equities Ltd ACN 129 623 383	12,499,996
Total	112,500,000

* On a post-Reduction of Capital and post-Consolidation basis.

Schedule 3 – Key Terms of the Share Purchase Agreement

1. Acquisition of Decimal

On 18 January 2014, the Company, Decimal and each of the Vendors entered into the Share Purchase Agreement under which the Company will acquire 100% of the issued capital of Decimal by issuing 112,500,000 Shares (on a post-Consolidation and post-Reduction of Capital basis) as consideration to the Vendors.

2. Completion

Completion is to occur on satisfaction or waiver by the Company of the conditions precedent detailed below.

3. Conditions Precedent

The obligation of the Company and the Vendors to complete the Share Purchase Agreement is subject to and conditional upon:

- (a) the Company obtaining all necessary regulatory and shareholder approvals pursuant to the Listing Rules, Corporations Act or any other law to allow the Company to lawfully complete the Reduction of Capital, the Consolidation and the Acquisition and satisfying all other requirements of ASX for the reinstatement to official quotation of the Shares on ASX;
- (b) the Company receiving written confirmation from ASX that it will reinstate the Shares to official quotation on ASX on conditions satisfactory to the Company;
- (c) the Company completing the Reduction of Capital; and
- (d) the Company completing the Consolidation.

The conditions are required to be satisfied or waived on or before 30 June 2014.

4. Board and Management

At Completion, the Company will, subject to prior compliance with all related regulatory requirements, appoint Mr Michael Sertorio and Mr Jan Ryszard Kolbusz to the Board, and the current Directors will either all resign or, alternatively, one current Director will remain. In the case where all current Directors resign, Aviva will have the option to appoint one new Director to the Board.

5. Warranties

In addition to customary warranties for an agreement of this nature, the Share Purchase Agreement contains additional representations and warranties from the Vendors in favour of the Company. These include, but are not limited to, representations and warranties in respect to the Decimal Shares and good standing of the Share Purchase Agreement

Schedule 4 – Report on Intellectual Property of Decimal Pty Ltd



6 February 2014

Contact: Joe Seisdedos
Principal/Associate: Joe Seisdedos

Aviva Corporation Limited
Level 9
BGC Centre
28 The Esplanade
PERTH WA 6000

Attention: The Directors

Dear Sirs

Report on Intellectual Property of Decimal Pty Ltd
Our ref: 251961:JPS:nmt

EXECUTIVE SUMMARY

We are advised that this report has been prepared for the purpose of assisting Aviva (Aviva Corporation Limited) in completing its due diligence enquiries in respect to the Decimal Group of Companies including Decimal Technologies and Systems Pty Ltd, Decimal Pty Ltd, Decimal Services Pty Ltd and Simpla Pty Ltd (referred to collectively as '**Decimal**'), a group of companies that Aviva is currently in the process of acquiring through a share sales agreement (a draft copy of which has been sighted), and any subsequent disclosure required for a Notice of Meeting and/or prospectus.

We have been asked by Aviva Corporation Limited ('**Aviva**') to provide a report on the intellectual property position for the group of patents and patent applications that are currently claimed to be owned by Decimal. The patent applications are directed to an automated software 'tool' (application) that is capable of devising an investment strategy or plan based on basic information input by a user. This group of patents and patent applications are referred to herein as the '**Decimal Patent Family**'.

There is one family (i.e. a group of patents that are directed to the same invention) that make-up the Decimal Patent Family.

The Decimal Patent Family has four 'active' members:

1. Australian Granted Patent AU2008251036;
2. US Patent Application 12/600,027 (a pending US Patent Application);
3. Canadian Patent Application 2,687,109; and
4. Singapore Granted Patent No. 156896.

A UK Application (GB0920725.9) and a Malaysian Application were also identified but it appears both applications have been abandoned.

All applications claim earliest priority from Australian Provisional Patent Application 2007902549 filed on 14 May 2007. A PCT application was filed on 15 May 2008 (PCT/AU2008/000677) and National Phase was subsequently entered on 16 June 2009. All applications have, according to public records, been filed in accordance with applicable laws and procedures.

The Decimal Patent Family of patents are broadly directed to a system and method that allows a user to input data via a user interface, utilises the input data to retrieve statistical and reference data relevant to the user from a database to generate a user profile, generates an investment strategy for the user based on the user profile and displays the investment strategy.

All patent applications in the Decimal Patent Family were filed in the name of a single inventor, Mr Jan Kolbusz. At the time of writing this report, it is our understanding that Jan has agreed in principle to assign all rights in the Decimal Patent Family to Decimal. However, notwithstanding any representations made by Jan regarding his intention to assign the rights, it is strongly recommended that Aviva seek an executed assignment as reassurance that the Decimal Patent Family is wholly owned by Decimal.

The type of invention described in the specification is generally referred to as a “*business method*” invention. Business method inventions are now considered by most attorneys, patent offices and Courts to sit in a ‘grey area’ of patentability. While there are no exact rules regarding what types of business methods are patentable, it is generally accepted that a claimed business method must have some type of technical character and must provide some type of technical (not simply commercial) advantage.

Therefore, while the Australian Decimal Patent has gone to grant, in our opinion there is a risk that the Decimal Patent Family may be open to attack on the grounds that the invention defined in the patent is not a ‘patentable invention’ (or as is sometimes referred to in Australian law, not a ‘manner of manufacture’). It is difficult to quantify this risk because the law with regard to business method inventions has been in a state of flux over the last 5-6 years, with arguably conflicting decisions from the Australian Courts.

With regard to the novelty and inventiveness of the claimed invention, we note one document was identified during the International Phase of the PCT as being relevant to the novelty and inventiveness of the invention in the Australian Decimal Patent. The document disclosed a software application which provided an investment strategy based on an analysis of a client’s financial status. The broad inventive concept of the Decimal Patent Family, in contrast, is directed to the generation of a user profile based on a set of statistical averages. This is a different method of generating an investment strategy and therefore the invention claimed in the Australian Decimal Patent was found to be novel and inventive.

The invention claimed in the Australian Decimal Patent, therefore, does not cover any type of software product that creates an investment strategy, but rather, a software product that utilises statistical averages to generate a user profile, which in turn is used to generate an investment strategy.

The claims of the pending US application have been narrowed further to limit the broadest claim to include the additional functionality of modifying the statistical and reference data, and subsequently using the modified data to generate an updated user profile. This further narrows the claimed invention to an iterative process where a third party would only infringe if they make, use, sell or otherwise deal with a software application that follows all of the process steps listed above. As such, the scope of protection afforded in the US (assuming the US patent proceeds to grant) will be potentially narrower than the scope of protection afforded in Australia.

The Singaporean Patent and Canadian Patent Application have claims of substantively similar scope to the Australian Decimal Patent. However, it is likely that the claims of the Canadian patent application will be narrowed during examination.

We searched for additional patents filed by the inventor (Jan Kolbusz) and the applicant (Decimal) that might be related to the technology sought to be commercialised by Decimal. Our search did not locate any additional patents related to the subject matter of an automated tool for the development of investment strategies.

This report does not provide a 'freedom to operate' opinion and does not comment on whether Aviva or Decimal could commercialise the automated tool that is the invention claimed in the Decimal Patent Family without infringing valid intellectual property rights of others.

Furthermore, while we have reviewed and commented on the validity of the claims of the patents discussed in this report with respect to the prior art uncovered by Examiners during the course of examination of the Decimal Patent Family, this is not a guarantee that the claims are novel, inventive, sufficiently supported by the specification, or valid in any respect in any of the jurisdictions in which they are granted or being prosecuted. While rare, it is possible that more relevant prior art may be located through more exhaustive searches. A granted patent is not a guarantee of validity. However, given the fact that the Examiner has failed to find any substantively relevant prior art, we can state that the risk of the patents being invalidated on the basis of as yet undiscovered prior art is reasonably low and it is likely that the patents would stand up to challenge.

INSTRUCTIONS AND ACTIONS

In accordance with your instructions, we have taken the following actions:

- (a) established the status of the patents/applications identified as the Decimal Patent Family;
- (b) undertaken limited investigations into the chain of title and inventorship for the patents in the Decimal Patent Family;
- (c) established the scope of the disclosures in the patents and patent applications of the Decimal Patent Family and whether these disclosures provide sufficient exemplification and instruction to support the claims covering the specific commercial application of interest to Decimal;
- (d) established the scope of the claims of the US and Australian patents (and ascertained whether the claims vary significantly) of the Decimal Patent Family;
- (e) carried out a search in key jurisdictions for all patents and/or patent applications filed by the inventors of the patents and patent applications in the Decimal Patent Family, namely Jan Kobulcz.

Patent Status

A table summarising the status of the patents and patent applications in the Decimal Patent Family is **enclosed** as Appendix A.

Entitlement

In order to investigate the entitlement of Decimal to the invention described and defined in the Decimal Patent Family, the following information needs to be clarified:

- (a) the inventors at the time of filing of the applications and whether the employer of the inventors has any rights to the inventions; and
- (b) how Decimal acquired rights in the invention (and the applications) from the inventors.

We conducted an interview with the only named inventor on the patents in the Decimal Patent Family, Jan Kolbusz, and asked him to describe how he conceived the invention, in what circumstances he conceived the invention, and whether there was any disclosure of the invention to third parties prior to filing the patent applications.

The interview with Jan Kolbusz was recorded (with his consent) and a transcript is available. For the purpose of this report, a very short summary of the outcome of the interview is presented below:

- (a) Jan Kolbusz stated that he is the sole inventor of the invention described and defined in the Decimal Patent Family specifications;
- (b) Jan further stated that the invention was conceived before Decimal was established as an entity;
- (c) Jan further stated that (apart from his arrangement with Decimal) he has not assigned, licenced or promised any interest in the invention and/or the patents that comprise the Decimal Patent Family to any third party; and
- (d) Jan further stated that he sought patent protection prior to disclosing the invention to any third parties.

Of course, an interview does not constitute proof that there are no further inventors that might have contributed to the invention or that there are no third parties that may have rights to the invention. Nor does it prove that no other third party has an interest in the Decimal Patent Family. However, we have no information which would lead us to believe that Jan Kolbusz has deliberately omitted relevant information from his answers to our questions in the interview and we have no evidence to indicate that other inventors may be involved in the creation of the invention or that any rights were promised to any third parties.

Therefore, it is reasonable to proceed on the assumption that Jan Kolbusz is the sole inventor and that he was entitled to file and be granted a patent for the invention disclosed in the Decimal Patent Family. It follows that Jan Kolbusz is entitled to assign all interests in the patents to Decimal.

Therefore, assuming there is a clear assignment of rights from Jan Kolbusz to Decimal, Decimal would have full ownership and rights to the Patents in the Decimal Patent Family.

Scope of Disclosure of Specification and Scope of Claims

We reviewed the disclosure provided in the specifications to establish the scope of the disclosures in the patents and patent applications of the Decimal Patent Family and whether, under Australian law, these disclosures provide sufficient exemplification and instruction to support the claims covering the specific commercial application of the technology in a 'real world' software application. We wished to establish if there is sufficient information in the specifications to allow a reader to develop a software application that has the same functionality and feature set as the broad invention defined in the claims of the patent. If the specification does not provide sufficient information, it may not provide adequate patent protection for your commercial activities.

Comparing this disclosure to the claimed invention, we advise that there is support in the specification for a method and a system for creating investment strategies. The system allows a user to input data via a user interface, utilises the data to retrieve statistical and reference data relevant to the user from a database to generate a user profile, generates an investment strategy for the user based on the user profile and displays the investment strategy.

The type of invention described in the specification is generally referred to as a "*business method*" invention. While the invention is implemented by a computing system, the essential character of the invention is one of the abstract calculation of certain values, the values being useful in the context of making decisions of a financial nature, but which are not inherently technical (e.g. related to the control of a machine). Business method inventions are now considered by most attorneys, patent offices and Courts to sit in a 'grey area' of patentability. While there are no exact rules regarding what types of business methods are patentable, it is generally accepted that business method must have some sort of technical character and must provide some sort of technical (not simply commercial) advantage.

In more detail, the US *Bilski* case (a US Supreme Court case—while not binding in Australia, is nonetheless persuasive), found that a patent directed to a method of hedging risks in commodities trading via a fixed bill system was not patentable. The Court established that for an invention to be patentable, it must be either directed to something physical (e.g. a machine) or it must be directed to a process that acts on something physical (i.e. a process that transforms one physical thing to another). This is now commonly referred to as the "*machine or transformation*" test. The Court found, that under US law, the method claim in *Bilski* did not claim something that "*transformed an article to a different state or thing*". That is, they stated that legal obligations (such as a contract or an option) "*cannot meet the test because they are not physical objects or substances*".

On a positive note, the Court also went on to state that they were not going to adopt a test that barred business methods per se or software from patentability. Indeed, the US Decimal Patent does not appear to have received a Patentable Subject Matter objection during examination—this in itself does not mean the US Decimal Patent cannot be attacked post-grant on the grounds that it does not define a patentable invention. However, the fact that the Examiner has not seen fit to raise this objection suggests that there is a solid argument in favour of stating that the invention defined is patent eligible.

Turning to the Australian Decimal Patent, while the Australian Decimal Patent has gone to grant, it appears to have gone to grant at a time before the Australian Patent Office began to take a more restrictive view of business method patents. The method claims in particular are quite broad.

Therefore, there is a risk that the Decimal Patent Family may be open to attack on the grounds that the invention defined in the patent is not a 'patentable invention' (or as is sometimes referred to in Australian law, not a 'manner of manufacture'). It is difficult to quantify this risk because the law with regard to business method inventions has been in a state of flux over the last 5-6 years, with arguably conflicting decisions from the Australian Courts. You should be aware of this risk when attempting to determine the value of the Decimal Patent Family. The Australian Patent Office has taken a similar view to the US Courts, and the Australian Courts have taken a very scattered view, with some business method applications being found to not be patentable, while others (more recently the *RPL Central* Federal Court case) have been found to be patentable.

In our opinion, having closely followed the progress of business method patents in Australia, the US and a number of other large jurisdictions, the Decimal Patent Family has a good prospect of standing up to a 'patentable subject matter' attack. The Decimal Patent Family is directed to the use of statistical information to calculate a complex series of values that cannot be calculated by hand (or if it can, such a calculation would take weeks). As such, we have strong arguments to suggest that the Decimal Patent Family is directed to a system and method that transforms 'real world' data and is not merely related to a business transaction *per se*. However, it must be stressed that as the law is currently in a state of flux, the ultimate enforceability of the Decimal Patent Family may vary significantly depending on any new case law that emerges in the ensuing years. We recommend that you factor this uncertainty into the value of the transaction you seek to undertake.

With regard to the content of the Australian Decimal Patent, it is our opinion that the claims are fairly based on the detailed description (which means that there is enough description in the specification to enable the claims across the breadth of the invention—in simple terms, the claims are unlikely to be held to be invalid based on a lack of description in the specification).

With regard to the novelty and inventiveness of the claimed invention, we note that the Authorised Officer who provided an Opinion on the Australian Decimal Patent during the International Phase of the PCT uncovered one document which he believed was relevant to the novelty and inventiveness of the invention in the Australian Decimal Patent. This document was an earlier PCT application, publication number WO2001/043037.

The earlier PCT application disclosed a software application which provided an investment strategy based on an analysis of a client's financial status. The broad inventive concept of the Decimal Patent Family, in contrast, is directed to the generation of a user profile based on a set of statistical averages. This is a different method of generating an investment strategy and therefore the invention claimed in the Australian Decimal Patent was found to be novel and inventive.

The invention claimed in the Australian Decimal Patent, therefore, does not cover any type of software product that creates an investment strategy, but rather, a software product that utilises statistical averages to generate a user profile, which in turn is used to generate an investment strategy. The underlined section in the previous sentence is, in our view, the crux of the inventive concept. Any competing software product that does not incorporate this feature would most likely not infringe the Australian Decimal Patent.

The claims of the pending US application have been narrowed further to limit the broadest claim to include the additional functionality of modifying the statistical and reference data, and using the modified data to subsequently generate an updated user profile. This further narrows the invention to an iterative process where a third party would only infringe if they make, use, sell or otherwise deal with a software application that follows all of the process steps listed above. As such, the scope of protection afforded in the US (assuming the US patent proceeds to grant) will be potentially narrower than the scope of protection afforded in Australia.

The Singaporean patent and Canadian patent application have claims of substantively similar scope to the Australian Decimal Patent. However, it is likely that the claims of the Canadian patent application will be narrowed during examination.

Please note, the present report is not a 'freedom to operate' opinion and does not establish or comment on whether Aviva could commercialise the automated tool defined in the specification without infringing valid intellectual property rights of others.

Furthermore, we have only reviewed the validity of the claims of the patents discussed in this report to determine if the claims are novel, inventive, sufficiently supported by the specification to the extent of the prior art located during the International Search carried out on the PCT application.

Search for Other Patents and/or Patent Applications by Inventors

We carried out a search to determine the patent filing history of the inventor, Jan Kolbusz and on all entities in the Decimal Group of Companies ('Decimal'). We failed to locate any further patent applications or patents filed in the name of Jan Kolbusz or Decimal.

It should be noted that our search results are entirely dependent upon the accuracy with which any databases used to conduct the search are established and maintained. Further, please note that our search results are limited to patent applications that have been published, i.e. are open to public inspection. This normally occurs 18 months after the original priority application has been filed with the relevant Patent Office. It is therefore possible that relevant applications have been filed but not yet published, in which case such applications would not have been located by our search.

Limitations of Report

We advise that the accuracy of our comments regarding the current status of the patents and patent applications in the Decimal Patent Family is entirely dependent upon the accuracy with which electronic patent office databases are established and maintained. Furthermore, patents and patent applications can be challenged by third parties on a variety of grounds, such as the validity and/or patentability of the claims, and this may result in amendment of the scope of the claims or invalidation of the patent or application. We have not reviewed or commented on the validity of the claims of the patents discussed in this report, except where prior art has already been located by a patent office or other competent authorities (such as the International Searching Authority).

As discussed above, the present report is not a 'freedom to operate' opinion and does not establish or comment on whether Decimal or Aviva could commercialise the automated tool without infringing the valid intellectual property rights of others.

Thank you for the opportunity to present this report to Aviva Corporation Limited. Please do not hesitate to contact us if you have any questions or require further information.

Yours sincerely
WRAYS

Joe Seisdedos
Principal

APPENDIX A

AUTOMATED TOOL FOR INVESTMENT TECHNOLOGIES			
Application Number	Publication Number	Country	Status
2007902549	-	Australia (AU) (Provisional)	Converted to PCT
PCT/AU2008/000677	WO/2008/138065	World (PCT)	National Phase Entered
2008251036	-	Australia (AU)	Granted
2,687,109		Canada (CA)	Pending
PI 20094813	-	Malaysia (MY)	Uncertain (Appears to have Lapsed)
200907485-7	156896	Singapore (SG)	Granted
GB0920725.9	GB2462552	United Kingdom (GB)	Lapsed
12/600,027	2011-0191260	United States (US)	Pending

Schedule 5 – Risk Factors

The below list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by Shareholders should the Acquisition be completed. The below factors, and others not specifically referred to below, may in the future materially affect the financial performance of the Company and the value of the Company's securities. The Company cannot guarantee its future earnings and cannot provide a guaranteed level of return to investors.

Risks relating to the change in nature and scale of activities

Re-quotations of Shares on ASX

The Acquisition constitutes a significant change in the nature and scale of the Company's activities, which means that the Company must re-comply with Chapters 1 and 2 of the Listing Rules as if it were seeking admission to the official list of ASX. There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotations of its Shares on the ASX. Should this occur, the Shares will not be able to be traded on the ASX until such time as those requirements can be met, if at all.

Risks relating to the Acquisition and Decimal

The Acquisition may not complete or may be delayed

The Acquisition is subject to certain conditions precedent (refer to Section 4.6), which include the Company receiving certain approvals from Shareholders (i.e. approval of Resolutions 1 to 5 (inclusive)) and ASX. Any delay in obtaining these approvals may delay Completion. Pursuant to the Share Purchase Agreement, if these approvals are not obtained on or before 30 June 2014, then the Acquisition may not complete at all.

Decimal has a limited operating history

Decimal has a limited operating history and the potential of its business model is unproven. No assurances can be given that Decimal will achieve commercial viability through the successful implementation of its business plans. Targeted customers may not be prepared to incur the costs for their business (and if required, material changes to existing internal processes) implicit in the adoption of a new technology such as Decimal's cloud-based platform or to abandon their investments in existing technologies. Accordingly, there is no guarantee that Decimal's marketing and pricing strategies will be successful to achieve a sizeable take up rate of its products from financial institutions, dealers and/or IFAs.

In addition, there is the risk that Decimal's cloud-based platform may not function as intended, including with respect to its stated scalability and coping with increasing numbers of users or client numbers. This may lead to Decimal's reputation suffering amongst customers as well as potential claims for redress.

New market entrants providing cloud-based solutions to the financial services industry

A number of global IT companies have recently entered the Australian cloud services market in order to service business' cloud services needs. As yet, the Company is not aware of another company offering comparable products as Decimal's to the financial services industry, and the provision of a cloud platform as offered by Decimal requires considerable skill and process. However, notwithstanding these barriers to entry, the emergence of new competitors in the market, or any technological developments

providing an alternative to Decimal's product offerings, could impact the market share Decimal is able to acquire and cause downward price pressure on cloud platforms in the financial services industry, thus reducing Decimal's margins and revenue. Existing providers of server-based platforms to the financial services industry may also respond aggressively to Decimal's market entry to retain or regain market share, which could also impact Decimal's margins and revenue.

Failure to deal with growth

Decimal's business has the potential to grow rapidly. If that occurs and Decimal fails to properly manage that growth, then that failure could harm its business. Any failure to meet customer demand properly could adversely affect the business, including demand for Decimal's products/services, revenue collection, customer satisfaction and public perception.

Risks associated with overseas expansion

Decimal's cloud platform has been constructed so as to be capable of being utilised in, and marketed to, multiple overseas jurisdictions, including the UK and the US. Should Decimal seek to expand into overseas markets, it may require a physical presence in those countries and an associated increase in overheads and development and marketing costs. There is the risk that any overseas expansion will be unsuccessful, or that even if there is demand for Decimal's products in that market, that the costs of doing business in that market, including the costs of establishing a new base in-country, overseas regulatory compliance and the potential duplication of running costs for the business, are such that Decimal's profitability and available working capital will be adversely impacted.

Business model to initially focus on growing market share

As with other cloud platform developers (e.g. Xero and Salesforce), Decimal's business model is initially focused on maximising sales and market share, rather than profitability. This is likely to require expenditure on marketing and business development. Only once Decimal has achieved its market penetration and customer dependence objectives will its focus shift to maximising profitability. Accordingly, Decimal may not achieve significant profitability in the short term, or may suffer losses.

Customer concentration risk

Over-reliance upon key customers may, in the event of termination or non-renewal of such arrangements, create revenue volatility. Decimal is conscious of customer concentration risk and the need to diversify its customer base. However, large contract wins could skew the concentration of revenues, increasing the risk that non-renewal will have larger impacts on future earnings.

Attraction and retention of key employees

Decimal's ability to effectively execute its growth strategy depends upon the performance and expertise of key employees, including those with valuable technological skills and specialist knowledge of Decimal's underlying product market. The departure of certain key employees, including Mr Jan Kolbusz or Mr Michael Sertorio, and any delay in their replacement, could hamper Decimal's ability to achieve its strategic growth objectives and financial performance goals. In addition, Decimal is still in the process of making key appointments to finalise its executive team and will also need to establish a technical sales support team. There is no guarantee that Decimal will be able to attract and retain appropriately qualified personnel in these areas.

Availability of IT staff in the market

Decimal is reliant upon employees with specialist IT skills in order to develop and maintain its products. Any shortage of availability of these skills in the IT employment market could impair the development of the Company's products and business and the rate of such development. Such shortage could also cause wage inflation, which may impact on Decimal's profitability.

Reliance on third party IT service provision

Decimal utilises equipment, software and services provided by third parties to deliver its financial services cloud platform. Significant or extended disruption of Decimal's cloud platform caused by supplied equipment, software or service failure may reduce Decimal's ability to generate revenue, impact consumer service levels and damage the Decimal brand. This could adversely affect Decimal's ability to generate new business and cause it to suffer financial loss. Any mitigation of this loss via redress from third party suppliers may not be immediately available, if at all.

Reliance on core information technology and other systems

The availability of Decimal's cloud platform is dependent upon the performance, reliability and availability of its IT and communication systems. This includes its core technologies such as computer servers and back-end processing systems. These systems may be adversely affected by a number of factors including major events such as acts of terrorism or war, a breakdown in utilities such as electricity and fibre optic cabling and even pandemics. Events of that nature may cause one or more of those core technologies to become unavailable. There are also internal and external factors that may adversely affect those systems and technologies such as natural disasters, misuse by employees or contractors or other technical issues. Decimal's disaster recovery plans may not adequately address every potential event and its insurance policies may not cover loss or damage that Decimal suffers as a result of a system failure.

Any damage to, or failure of, Decimal's key systems can result in disruptions in Decimal's ability to operate its cloud platform. Such disruptions have the potential to reduce Decimal's ability to generate revenue, impact consumer service levels and damage the Decimal brand. This could adversely affect Decimal's ability to generate new business and cause it to suffer financial loss.

Security breaches

A malicious attack on Decimal's systems, processes or people from external or internal sources could put the integrity and privacy of customers' data and business systems used to run Decimal at risk. The impact of loss or leakage of customer or business data could include costs for rebates, potential service disruption, litigation, and brand damage resulting in reduced or falling revenues. Decimal follows best practice in relation to security policies, procedures, automated and manual protections, encryption systems and staff screening to minimise this risk.

Shortage of funding

The Company will hold approximately \$13 million in cash following Completion, which will be used to accelerate the Company's business, marketing and growth plans. However, if the Company incurs unexpected costs or is unable to generate sufficient operating income further funding may be required. Any additional funding through share issues is dependent upon market conditions at the time. Debt financing may not be available to support the scope and extent of proposed developments. If available, it may impose restrictions on operating activities or anticipated expansion of the Company's operations.

Protection of intellectual property

Decimal has developed specialised technology and matching algorithms for its business. In particular, Decimal has developed an advanced financial modelling technology engine which instantly generates personalised financial strategy and product plans. Decimal has sought and received protection of its intellectual property, including by way of trade marks, and patents which have been granted in Australia and Singapore (refer to Schedule 4 for a report on Decimal's title to its intellectual property). Decimal has also applied for patents in respect of its technology in the United States and Canada.

The laws relating to intellectual property assist to protect Decimal's proprietary rights. However, patent registration, although an indicator of valid intellectual property ownership, is not indefeasible as any errors in the registration process can lead to registration being challenged or revoked. Accordingly, Decimal cannot be certain that the validity, ownership or authorised use of intellectual property relevant to Decimal's business will not be successfully challenged by third parties. In addition, there can be no guarantee that unauthorised use or copying of Decimal's software, data, specialised technology or algorithms will be prevented.

Government policies and legislation

The financial services industry is highly regulated, and also subject to significant legislative change. The nature of future legislative changes in the financial services industry is uncertain and could impact Decimal's products as well as increase compliance and development costs. Tight coupling to the compliance requirements of the Australian financial services industry by Decimal might limit Decimal's available market opportunities overseas.

Decimal's businesses and performance are also affected generally by the fiscal or other policies (including taxation) that are adopted by the Australian government. Any change in regulation or policy may adversely affect the performance or financial position of Decimal, either on a short-term or long-term basis. Decimal may also be adversely affected by the pace or extent of such change.

Vendors may sell their Consideration Shares

Some Vendors may elect to sell those Consideration Shares which are not subject to escrow restrictions by ASX immediately following Completion. If one or more Vendors elect to sell a sufficiently large number of Shares following Completion, then this may negatively impact the price of Shares and decrease the realisable value of existing Shareholders' investment in the Company.

General risks

Price of Shares

The price at which Shares are quoted on ASX may increase or decrease due to a number of factors. These factors may cause the Shares to trade at prices below the price the Shares traded at prior to the Acquisition. There is no assurance that the price of the Shares will increase following Completion and the Company's re-quotations on ASX, even if the Company's revenues and/or earnings increase.

Some of the factors which may affect the price of the Shares include fluctuations in the domestic and international market for listed stocks, general economic conditions, including interest rates, inflation rates, exchange rates, commodity and oil prices, changes to government fiscal, monetary or regulatory policies, legislation or regulation, inclusion in or removal from market indices, the nature of the markets in which Decimal operates and general operational and business risks.

Decimal is exposed to general economic conditions in Australia

Decimal's business is affected by general economic conditions in Australia and broader financial services market sentiment. A deterioration in economic conditions could lead to reductions in business spending and other potential revenues which could be expected to have a corresponding adverse impact on Decimal's operating and financial performance.

Risk of Shareholder dilution

In the future, the Company may elect to issue shares to engage in fundraisings and also to fund, or raise proceeds, for acquisitions the Company may decide to make. While the Company will be subject to the constraints of the Listing Rules regarding the percentage of its capital it is able to issue within a 12 month period (other than where exceptions apply), Shareholders may be diluted as a result of such issues of shares and fundraisings.

Insurance

The Company does, and following the Acquisition will continue to, wherever practicable and economically advisable utilise insurance to mitigate business risks. Such insurance may not always be available or incidents affecting the Company may fall outside the scope of the insurances' cover. In addition, there remains the risk that an insurer defaults in the payment of a legitimate claim by the Company.

Litigation

Litigation brought by third parties including but not limited to customers, partners, suppliers, business partners or employees could negatively impact the business, particularly in the case where the impact of such litigation is greater than or outside the scope of the Company's insurance.

Force majeure events

Events may occur within or outside Australia that could impact upon the global and Australian economies, the operations of Decimal and the price of the Shares. Such events include but are not limited to acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other natural or man-made events or occurrences that can have an adverse effect on the demand for Decimal's services and its ability to conduct business. The Company will have only a limited ability to insure against some of these risks.

Schedule 6 – Pro Forma Balance Sheet

The pro-forma balance sheet presented below is based on the unaudited statement of financial position of Aviva Corporation Limited as at 31 December 2013.

	Decimal Pty Ltd 31-Dec-2013 (Unaudited)	Aviva Corp. Limited 31-Dec-2013 (Unaudited)	<i>Transaction Adjustments</i>	Pro-forma Consolidated 31-Dec-2013 (Unaudited)
ASSETS				
Current Assets				
Cash and cash equivalents	2,438,917	23,214,564	(11,859,597) ¹	13,793,884
Trade and other receivables	9,218	192,679	-	201,897
Financial Assets at Fair Value through Profit or loss	-	125,000	-	125,000
Prepayments	-	20,492	-	20,492
Total Current Assets	2,448,135	23,552,735	(11,859,597)	14,141,273
Non-Current Assets				
Property, plant and equipment	45,504	10,968	-	56,472
Intangible Assets	142,904	-	-	142,904
Other non-current Assets	119	-	-	119
Total Non-Current Assets	188,528	10,968	-	199,495
TOTAL ASSETS	2,636,662	23,563,703	(11,859,597)	14,340,768
LIABILITIES				
Current Liabilities				
Trade and other payables	225,020	190,697	-	415,717
Provisions	139,870	14,310	-	154,181
Unearned Revenue	550,000	-	-	550,000
Total Current Liabilities	914,890	205,007	-	1,119,898
TOTAL LIABILITIES	914,890	205,007	-	1,119,898
NET ASSETS	1,721,773	23,358,696	(11,859,597)	13,220,872
EQUITY				
Equity attributable to owners of the Company				
Issued capital	8,579,339	47,851,296	(31,906,867) ²	24,523,768
Reserves	-	1,226,698	(1,226,698) ³	-
Accumulated losses	(6,857,566)	(25,719,298)	21,273,968 ⁴	(11,302,897)
TOTAL EQUITY	1,721,773	23,358,696	(11,859,597)	13,220,872

Notes:

- The reduction in cash is due to the Reduction of Capital of \$0.06 per Share to Shareholders (190,993,287 Shares) totalling \$11,459,597 and payments of transaction costs of \$400,000 associated with the Acquisition.
- The decrease in issued capital is the result of the Reduction of Capital payment of \$11,459,597 followed by the elimination of the issued capital of the Company. The fair value of the Consideration Shares issued to the Vendors is based on the closing price of Shares at the date of the pro-forma accounts. For the purpose of the pro-forma accounts, a Share price of \$0.255 (closing price 31 December 2013: \$0.145 less Reduction of Capital of \$0.06 and adjusted for the 3 for 1 Consolidation) was used, resulting in a market value for the Company's shares post-Consolidation (but prior to the issue of the Consideration Shares and Shares to Adviser and Facilitator) of \$16,234,429.
- The elimination of the share based payment reserve is in accordance with the Australian Accounting Standards.
- The movement in accumulated losses is the result of the elimination of the Company's accumulated losses (\$25,719,298) in accordance with the Australian Accounting Standards. This was offset by the fair value of issued capital less the identifiable net assets of the Company acquired of \$4,045,330 and \$400,000 of transaction costs associated with the Acquisition.

Schedule 7 – Success Fee Option Terms and Conditions

1. Entitlement

Each Option (Option) entitles the holder (**Holder**) to subscribe for one ordinary share (**Share**) in Aviva Corporation Limited (**Company**) upon exercise.

2. Exercise Price and Expiry Date

(a) The exercise price of each Option is \$0.345 (**Exercise Price**).

(b) The expiry date of each Option is 15 July 2017 (**Expiry Date**).

3. Vesting

No vesting conditions apply to the Options.

4. Exercise Period

Each Option is exercisable at any time after the date of issue of the Option and before 5:00 pm (Perth, Western Australia time) on the Expiry Date (Exercise Period).

5. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing (Notice of Exercise) to the Company and payment of the Exercise Price for each Option being exercised. Any notice of exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

6. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then Shares of the Company.

7. Quotation of Shares on exercise

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

8. Timing of issue of Shares and quotation of Shares on exercise

Within 10 Business Days after the later of the following:

(a) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised; and

(b) the earlier to occur of:

(i) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information; or

(ii) the Holder elects that the Shares to be issued pursuant to the exercise of the Options will be subject to a holding lock for a period of 12 months,

the Company will:

- (a) allot and issue the Shares pursuant to the exercise of the Options;
- (b) in the circumstances where clause 8(b)(i) applies, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares issued upon exercise of the Options for resale under section 708A(11) of the Corporations Act;
- (c) in the circumstances where clause 8(b)(ii) applies, apply a holding lock in accordance with clause 9 in respect of the Shares issued upon exercise of the Options; and
- (d) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

9. Holding lock

- (a) The Holder may make an election pursuant to clause 8(b)(ii) at any time following delivery of a Notice of Exercise and payment of the Exercise Price for each Option being exercised.
- (b) If the Holder makes an election pursuant to clause 8(b)(ii), then:
 - (i) the Company will apply a holding lock on the Shares to be issued;
 - (ii) the Company shall release the holding lock on the Shares on the earlier to occur of:
 - (A) the date that is 12 months from the date of issue of the Shares; or
 - (B) the date the Company issues a disclosure document that qualifies the Shares for trading in accordance with section 708A(11); or
 - (C) the date a transfer of the Shares occurs pursuant to clause 9(b)(iii); and
 - (iii) the Shares shall be transferable by the Holder and the holding lock will be lifted provided that the transfer of the Shares complies with section 707(3) of the Corporations Act and the transferee of the Shares agrees to the holding lock applying to the Shares following their transfer for the balance of the period in clause 9(b)(ii).

10. Participation in new issues

- (a) There are no participation rights or entitlements inherent in the Options and Holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.
- (b) However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

11. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

12. Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

13. Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Holders may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

14. Quotation of Options

No application for quotation of the Options will be made by the Company.

15. Options transferable

Options are transferable provided that the transfer complies with section 707(3) of the Corporations Act.

Schedule 8 – Key Employees

Jan Kolbusz

Mr Kolbusz is employed by Decimal Technology as Executive Director for Strategy and Innovation.

The total fixed remuneration (excluding statutory minimum superannuation payments) for Mr Kolbusz is \$300,000. Mr Kolbusz's salary is subject to annual review.

Decimal Technology owns all intellectual property created by Mr Kolbusz in the course of his employment, and Mr Kolbusz is obliged to assign to Decimal Technology any such intellectual or industrial property rights.

Mr Kolbusz's employment agreement has no fixed term. Either Mr Kolbusz or Decimal Technology may terminate Mr Kolbusz's employment by giving 4 weeks written notice or, in Decimal Technology's case, payment of total remuneration in lieu of notice.

Upon termination of Mr Kolbusz's contract of employment he will:

- be subject to a restraint of trade for a maximum of 12 months. The enforceability of this restraint clause is subject to all usual legal requirements; and
- at the request of the board of Decimal Technology, resign without claim for compensation from any office (including that of director) which he holds in Decimal Technology or any Subsidiary of Decimal Technology.

Michael Sertorio

Mr Sertorio is employed by Decimal as Executive Chairman and Chief Executive Officer.

The total fixed remuneration (excluding statutory minimum superannuation payments) for Mr Sertorio is \$300,000. Mr Sertorio's salary is subject to annual review.

Decimal owns all intellectual property created by Mr Sertorio in the course of his employment, and Mr Sertorio is obliged to assign to Decimal any such intellectual or industrial property rights.

Mr Sertorio's contract of employment has no fixed term. Either Mr Sertorio or Decimal may terminate Mr Sertorio's employment by giving 4 weeks written notice or, in Decimal's case, payment of total remuneration in lieu of notice.

Upon termination of Mr Sertorio's contract of employment, he will:

- be subject to a restraint of trade for a maximum of 12 months. The enforceability of this restraint clause is subject to all usual legal requirements; and
- at the request of the board of Decimal, resign without claim for compensation from any office (including that of director) which he holds in Decimal or any Subsidiary of Decimal.

AVIVA CORPORATION LIMITED

ABN 31 009 235 956

PROXY FORM

The Company Secretary
Aviva Corporation Limited

By delivery:

Level 9, BGC Centre, 28 The Esplanade
PERTH WA 6000

By post:

PO Box Z5083
PERTH WA 6831

By facsimile:

+61 8 9322 6558

Name of Shareholder:

Address of Shareholder:

Number of Shares entitled to vote:

Please mark to indicate your directions. Further instructions are provided below.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/we being Shareholder/s of the Company hereby appoint:

The Chairman
(mark box)

OR if you are NOT appointing the Chairman as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Meeting to be held at the Plaza level, BGC Centre, 28 The Esplanade, Western Australia on Friday 14 March 2014 at 10:00 am (WST).

If 2 proxies are appointed, the proportion or number of votes that this proxy is authorised to exercise is _____ % of the Shareholder's votes of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

Step 2 – Instructions as to Voting on Resolutions

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		For	Against	Abstain*
Resolution 1	Change to Nature and Scale of Activities			
Resolution 2	Reduction of Capital			
Resolution 3	Consolidation of Capital			
Resolution 4	Issue of Shares to Vendors			
Resolution 5	Issue of Shares and Options to Adviser and Facilitator			
Resolution 6	Change of Company Name			
Resolution 7	Election of Jan Kolbusz as Director			
Resolution 8	Election of Michael Sertorio as Director			

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

Authorised signature/s This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

The Chairman intends to vote all available proxies in favour of each Resolution.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>	<div style="border: 1px solid black; height: 20px; width: 100%;"></div>	<div style="border: 1px solid black; height: 20px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

<hr/>	<hr/>	<hr/>
Contact Name	Contact Daytime Telephone	Date

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

- Joint Holding: where the holding is in more than one name all of the holders must sign.
- Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
- Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Perth office of the Company (Level 9, BGC Centre, 28 The Esplanade, Perth, WA, 6000, or by post to PO Box Z5083, Perth, WA, 6831 or Facsimile (08) 9322 6558 if faxed from within Australia or +618 9322 6558 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (WST).