LIBERTY RESOURCES LIMITED
(TO BE RENAMED CIRRUS NETWORKS HOLDINGS LTD)
ACN 103 348 947

PROSPECTUS

For an offer of 100,000,000 Shares at an issue price of $0.03 per Share to raise $3,000,000 (Offer).

Oversubscriptions of up to a further 66,666,667 Shares at an issue price of $0.03 per Share to raise up to a further $2,000,000 may be accepted.

The Offer is conditional (amongst other things) upon Shareholders approving, at the General Meeting to be held on 22 May 2015, the issue of the Shares offered by this Prospectus. Please refer to Sections 3.4 and 5.2 of this Prospectus for further details.

This Prospectus is a re-compliance prospectus for the purposes of satisfying Chapters 1 and 2 of the ASX Listing Rules and to satisfy the ASX requirements for re-listing following a change to the nature and scale of the Company’s activities.

IMPORTANT INFORMATION

This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisers without delay. The Shares offered by this Prospectus should be considered highly speculative.
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1. CORPORATE DIRECTORY

Current Directors

Mr Andrew Haythorpe (Managing Director)
Mr Charles Thomas
Mr Patrick Glovac

Proposed Directors

Frank Richmond – Managing Director
Andrew Milner – Non-Executive Chairman
Matthew Sullivan – Non-Executive Director
Patrick Glovac – Non-Executive Director
Daniel Rohr – Non-Executive Director

Company Secretary

Ms Catherine Anderson

Share Registry*

Computershare Registry Services Pty Ltd
Level 2, 45 St Georges Terrace
Perth WA 6000
Telephone: +61 8 9323 2003

Telephone: +61 8 9315 2333
Facsimile: +61 8 9323 2033

Auditor and Independent Accountant

HLB Mann Judd
Level 4, 130 Stirling Street
Perth WA 6000

Prospectus Manager

GTT Ventures Pty Ltd
Suite 5, Level 1
12-20 Railway Road
Subiaco WA 6008
+61 8 9388 9968

ASX Code: LBY
Proposed ASX Code: CNW

*This entity is included for information purposes only. This entity has not been involved in the preparation of this Prospectus.
2. **TIMETABLE**

<table>
<thead>
<tr>
<th>Event</th>
<th>Date</th>
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<tr>
<td>Lodge Prospectus with ASIC and the ASX</td>
<td>15 May 2015</td>
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<td>Opening Date</td>
<td>15 May 2015</td>
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<tr>
<td>Shareholders’ Meeting</td>
<td>22 May 2015</td>
</tr>
<tr>
<td>Offer Closing Date</td>
<td>5 June 2015</td>
</tr>
<tr>
<td>Consolidation Record Date</td>
<td>28 May 2015</td>
</tr>
<tr>
<td>Completion Date (Securities issued to Vendors and shares issued under prospectus)</td>
<td>6 July 2015</td>
</tr>
<tr>
<td>Quotation Date</td>
<td>7 July 2015</td>
</tr>
</tbody>
</table>

* These dates are indicative only and subject to change. The Directors reserve the right to vary these dates, including the Closing Date, without prior notice and some dates (like the date of re-admission on ASX) are out of the Company’s control to a certain extent.
3. **IMPORTANT NOTICE**

This Prospectus is dated 15 May 2015 and was lodged with ASIC on that date. ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Shares may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

It is important that you read this Prospectus in its entirety and seek professional advice where necessary. The Shares which are the subject of this Prospectus should be considered highly speculative.

3.1 **Web Site – Electronic Prospectus**

A copy of this Prospectus can be downloaded from Liberty’s website at www.libertyresources.com.au. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus, or any of those documents were incomplete or altered.

3.2 **Website**

Other than as otherwise stated in this Prospectus, no document or information included on the Company’s website is incorporated by reference into this Prospectus.

3.3 **Forward-looking statements**

This Prospectus contains forward-looking statements which are identified by words such as ‘may’, ‘could’, ‘believes’, ‘estimates’, ‘targets’, ‘expects’, or ‘intends’ and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management.

The Company and its Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are potential investors are cautioned not to place undue reliance on these forward-looking statements.
The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 7 of this Prospectus.

3.4 Conditional Offer

The Offer is conditional on the passing of Resolutions 1-8 being put to Shareholders at the Meeting scheduled to be held on Friday 22 May 2015. A copy of the Notice of Meeting is available on request, on the Company’s website (www.libertyresources.com.au) and on the ASX website (www.asx.com.au).

In the event that Shareholders do not approve Resolutions 1-8 at the Meeting, the Offer will not proceed and no Shares will be issued pursuant to this Prospectus. If this occurs, Applicants will be reimbursed their application monies (without interest).
4. INVESTMENT OVERVIEW

This Section is a summary only and not intended to provide full information for investors intending to apply for Shares offered pursuant to this Prospectus. This Prospectus should be read and considered in its entirety.

4.1 The Company

Liberty Resources Ltd (Liberty or the Company) is a public company which listed on the official list of ASX (ASX code: LBY) with the goal of progressing its then gold, nickel and base metals tenements in Western Australia. Over time, the focus of the Company moved to coal exploration in Queensland, with those original Western Australian tenements disposed of. The Company was incorporated in January 2003 and was admitted to the official list of the ASX on 10 February 2004.

Recently the Directors have been mindful of the state of the Australian share market with regard to junior exploration companies and continued low investor sentiment. In these circumstances, cash preservation has been crucial and this has been reflected in reduced exploration expenditure over the most recent reporting periods for the Company.

The failure by the Queensland Government to finalise its policy on Underground Coal Gasification has also meant that the Company’s proposed Coal to Urea Project could not proceed. While the Company has been continuing its exploration and research activities where possible, most recently on graphite opportunities, as noted in the Company’s December 2014 Quarterly Activities Report the Company and its advisors have been seeking out and evaluating potential advanced opportunities that might meet criteria capable of adding significant Shareholder value. Shareholders can access a copy of this Report through the Company’s announcements on the ASX website (www.asx.com.au) or on the Company’s website (www.libertyresources.com.au).

The evaluation of opportunities culminated in the announcement on 27 January 2015 of the proposed acquisition by the Company of all the issued share capital of Cirrus Network Pty Ltd (Cirrus) on the terms set out therein (Agreement and Acquisition, as the context requires), subject to Shareholder approval.

As referred to in more detail below, Cirrus is an Australian based Information Technology (“IT”) solutions integrator that provides an independent, flexible approach to advising, integrating and managing IT “cloud” infrastructure. Cirrus has advanced technical skills in the fundamentals of cloud technology and its ability to drive beneficial change for clients.

Cirrus has identified growth opportunities across Australia with current and potential clients who are seeking to reduce operating costs through the better use of technology. Cirrus provides and implements state of the art hardware and software systems for its clients (Business).

Cirrus currently has some of Australia’s premier companies as customers including Argyle Diamonds, Western Australia Police, Roy Hill Iron Ore, LandCorp, Independence Group NL, Tronox Ltd, Emeco Holdings Ltd and Keystart Home Loans.

As Cirrus is not in the same business as the existing business operations of the Company, the Company is required to seek the approval of its Shareholders at the Meeting for a change in the nature and scale of the activities of the Company to include the Business; and to re-comply with the listing requirements of ASX.
4.2  Cirrus – Key Investment Highlights

Cirrus is an Australian-based IT solutions integrator that provides an independent, flexible approach to advising, integrating and managing IT cloud infrastructure. Cirrus has advanced technical skills in the fundamentals of cloud technology and its ability to drive beneficial change for clients.

Incorporated in 2012 under the leadership of Frank Richmond, Cirrus currently employs 23 staff members and is governed by a board of executive and non-executive Directors. Cirrus, in conjunction with its technology partners, has established a clear point-of-difference in designing solutions that enable clients to scale more efficiently, reduce operating costs and drive revenue growth.

A strong commitment to customer service teamed with robust, next generation IT solutions enables Cirrus to work with its customers to optimise their existing technology investment while providing solutions to drive efficiency improvements across their businesses. This innovative approach has resulted in the swift establishment of a blue-chip customer base and a high level of repeat business through the signing of Master Service Agreements and achieving “Preferred Supplier” status with these customers. Some of Cirrus’ clients include Argyle Diamonds, Western Australia Police, Roy Hill Iron Ore and LandCorp. See Section 11 for further information on Master Service Agreements.

Cirrus’ success was recently recognised at the Deloitte Australia’s Technology Fast 50 Awards, where it was named the second fastest growing “Rising Star” technology company in Australia in 2014. In its 14th year, these awards rank the 50 fastest growing public or private technology companies based on percentage revenue growth over three years (in this case 2012 to 2014). In an extremely competitive and international dominated environment, this is an outstanding achievement and an early indicator of what Cirrus can achieve over the coming years as take up of cloud-related services continues its strong growth.

Background on the proposed new Directors is set out at Section 4.18.

4.3  The Acquisition

In accordance with the terms of the Agreement, the Company will acquire 100% of the issued capital of Cirrus, conditional upon Completion occurring in accordance with the Agreement.

(a)  Initial Consideration

In exchange for the Company acquiring 100% of the issued capital in Cirrus, the Company agrees to the initial issue to the Cirrus Vendors (in proportion to their holdings in Cirrus at that time) by way of consideration on a post-Consolidation basis, of 286,900,000 Liberty shares, which equates to 52.6% of Liberty’s issued capital assuming Minimum Subscription, and 46.8% assuming Maximum Subscription (Initial Shares).

Therefore, the quantum of Initial Shares is conditional on Liberty having net tangible assets of $3,000,000 (deducting the costs of the capital raising and any mining assets of Liberty (whether held directly or indirectly)) at Completion, but with the 52.6% shareholding to reduce proportionally in the event that Liberty has a greater cash balance at that time.

All Initial Shares as issued to the Cirrus Vendors will be subject to escrow restrictions in accordance with Chapter 9 of the ASX Listing Rules. While not yet determined, generally shares to be held by persons becoming directors of the Company or by persons considered to be promoters will be escrowed for a period of 24 months from the date of re-quotations of the Company’s shares on ASX; and those to be held by non-directors for a period of 12 months.
Deferred Consideration Shares

Under the Agreement, further shares may be issued to the Vendors upon the meeting of certain milestones (Deferred Consideration Shares ("DCS")), namely:

i. If Cirrus achieves AUD$12,000,000 in actual gross revenue with a minimum Gross Profit of 10% within a period of 2 years from Completion, then 50,000,000 ordinary shares in Liberty;

ii. If Cirrus achieves AUD$2,000,000 in EBIT during any rolling period of 12 months within a period of 3 financial years from Completion, then 25,000,000 ordinary shares in Liberty; and

iii. If Cirrus achieves AUD$4,000,000 in EBIT during any rolling period of 12 months within a period of 3 financial years from Completion, then 17,500,000 ordinary shares in Liberty (the Milestones).

The maximum number of DCS that can be issued, therefore, is 92,500,000. Approval to issue the DCS (subject to the achievement of a Milestone) will be sought at the Meeting, with ASX having granted a waiver to allow those shares to be issued later than the 3 months otherwise required by ASX Listing Rule 7.3.2.

The number of DCS that will be subject to escrow restrictions in accordance with Chapter 9 of the ASX Listing Rules (if issued) is still to be determined.

Conditions Precedent

Completion of the Acquisition is subject to (amongst other things) the mutual satisfaction or waiver (where possible) by the parties of the following conditions precedent:

i. Liberty obtaining all regulatory and Shareholder approvals as required;

ii. Liberty undertaking a capital raising of at least $3,000,000 (deducting the costs of the capital raising and any mining assets of Liberty (whether held directly or indirectly)) at Completion, to enable Liberty to be reinstated to quotation on ASX in accordance with this Prospectus and receiving sufficient applications to meet Minimum Subscription;

iii. The undertaking of a share consolidation in a ratio to be determined by Liberty, but not inconsistent with the ASX Listing Rules;

iv. The further issue of shares in Liberty sufficient for Liberty to re-comply with Chapters 1 and 2 of the ASX Listing Rules;

v. The change of name of Liberty;

vi. Disposal of the Company’s mining assets; and

vii. Changes to the composition of Liberty’s Board.

For further details, refer to the summary of the Agreement in Section 11.1 of this Prospectus. More detail in respect of Cirrus’ assets and Business plan is set out in Section 6 of this Prospectus.

4.4 Effect of the Acquisition

The effect of the Acquisition is that the nature and scale of the activities of the Company will change as the Company proposes to focus on the Cirrus Business upon Completion. The acquisition of Cirrus is an event which requires the Company to re-comply with the requirements of Chapters 1 and 2 of the ASX Listing Rules, including seeking Shareholder approval for the acquisition of Cirrus and issuing a prospectus in accordance with those Rules.

Shareholder approval with respect to all resolutions relating to the Acquisition will be sought at the General Meeting to be held on 22 May 2015. The effect of the Acquisition is set out in the capital structure table in Section 4.11.
4.5 Business Model, New Business Development and Company Objectives

The Company’s main focus for the period immediately following re-listing will be the further development of the Business of Cirrus. The Company’s main objectives on completion of the Offer are:

i. Reinstating its Shares to trading on the ASX;
ii. Providing a public listing platform to access capital markets and a broader shareholder base; and
iii. Completion of all work necessary to progress the Business.

4.6 Key Risks

The business, assets and operations of the Company and of Cirrus are subject to certain risk factors that have the potential to influence the operating and financial performance of the Company in the future. These risks can impact on the value of an investment in the securities of the Company.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can effectively be managed or mitigated may be limited.

Set out in Section 7 are specific risks that the Company is exposed to, dealing with both risks relating to the change in the nature and scale of the Company’s activities; risks relating to the Company’s operations; and risks relating specifically to the industry in which Cirrus is in.

Risk factors set out in this Prospectus ought not to be taken as exhaustive of the risks faced by the Company and you should refer to the risk factors described in Section 7 of this Prospectus before deciding whether to apply for Shares pursuant to this Prospectus.

4.7 The Offer

The Company invites applications for 100,000,000 Shares at an issue price of $0.03 per Share to raise a minimum of $3,000,000. Oversubscriptions of up to a further 66,666,667 Shares at an issue price of $0.03 per Share to raise up to a further $2,000,000 may be accepted.

Completion of the Offer under this Prospectus is subject to a number of conditions, including:

i. The Company re-complying with Chapters 1 and 2 of the ASX Listing Rules;
ii. The Company raising the Minimum Subscription; and
iii. The Company receiving conditional approval for re-quotation of the Company’s Shares on the ASX.

Further details of the conditions precedent to completion of the Acquisition are set in Sections 4.3 and 11.1. If these conditions are not met, the Company will not proceed with the Offer and will repay all application monies received, without interest and in accordance with the Corporations Act.

The Shares offered under this Prospectus will rank equally with the existing Shares on issue. Further information relating to the Offer is set out below.

4.8 Applications

Applications for Shares must be made using the attached Application Form. Refer to Section 5.5 for more details on applying for Shares under the Offer.
4.9 Purpose of the Offer

The purpose of the Offer is to provide additional funds to enable the Company to:

i. Complete the Acquisition of Cirrus;
ii. Meet the requirements of the ASX and satisfy Chapters 1 & 2 of the Listing Rules; and
iii. Complete all work necessary to progress the development of Cirrus’ Business.

4.10 Use of Funds

Table 1 below sets out the funds available to the Company based on a Minimum and Maximum Subscription basis. Table 2 below sets out the intended application of funds raised under the Prospectus (from the date of reinstatement to trading on the ASX), also based on a Minimum and Maximum Subscription basis.

**Table 1**

<table>
<thead>
<tr>
<th>Funds Available</th>
<th>Minimum Subscription ($) (3,000,000)</th>
<th>Percentage of Funds (%)</th>
<th>Maximum Subscription ($) (5,000,000)</th>
<th>Percentage of Funds (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Existing cash reserves</td>
<td>410,000</td>
<td>13.6%</td>
<td>410,000</td>
<td>8.4%</td>
</tr>
<tr>
<td>Funds raised from the offer</td>
<td>3,000,000</td>
<td></td>
<td>5,000,000</td>
<td></td>
</tr>
<tr>
<td>Expenses of the Offer</td>
<td>(410,000)</td>
<td></td>
<td>(550,000)</td>
<td></td>
</tr>
<tr>
<td>Net funds raised from the Offer</td>
<td>2,590,000</td>
<td>86.4%</td>
<td>4,450,000</td>
<td>91.6%</td>
</tr>
<tr>
<td>Total</td>
<td>3,000,000</td>
<td>100%</td>
<td>4,860,000</td>
<td>100%</td>
</tr>
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</table>

**Table 2**

<table>
<thead>
<tr>
<th>Allocation of funds</th>
<th>Minimum Subscription ($3,000,000) $</th>
<th>Percentage of Funds %</th>
<th>Maximum Subscription ($5,000,000) $</th>
<th>Percentage of Funds %</th>
</tr>
</thead>
<tbody>
<tr>
<td>Expenses of the offer</td>
<td>410,000</td>
<td>14%</td>
<td>550,000</td>
<td>11%</td>
</tr>
<tr>
<td>Compliance and management</td>
<td>240,000</td>
<td>8%</td>
<td>240,000</td>
<td>5%</td>
</tr>
<tr>
<td>Sales and marketing</td>
<td>1,350,000</td>
<td>45%</td>
<td>2,260,000</td>
<td>45%</td>
</tr>
<tr>
<td>Contract services and enhanced business processes</td>
<td>690,000</td>
<td>23%</td>
<td>1,150,000</td>
<td>23%</td>
</tr>
<tr>
<td>Working capital</td>
<td>310,000</td>
<td>10%</td>
<td>800,000</td>
<td>16%</td>
</tr>
<tr>
<td>Total</td>
<td>$3,000,000</td>
<td>100.0%</td>
<td>$5,000,000</td>
<td>100.0%</td>
</tr>
</tbody>
</table>
Notes:

1. The existing cash reserves represents the proforma cash position of the consolidated group as at 31 December 2014 excluding the capital raising and less the actual and estimated running costs for the Company and for Cirrus for January-April 2015.
2. Refer to Section 12.8 of this Prospectus for further details.
3. The Company intends to use funds allocated for working capital towards other administrative expenses and other compliance.

The Table above is a statement of current intentions of the Board as of the date of this Prospectus. As with any budget, intervening events (including delays in contract negotiations) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

In the event the Company raises more than the Minimum Subscription but less than the Maximum Subscription, the additional funds will be applied towards the expenses of the Offer first and then equally towards marketing, product development, business development and contract services. On completion of the Offer, the Board believes the Company will have sufficient working capital to achieve these objectives.

4.11 Capital Structure

The capital structure of the Company following completion of the Offer (showing the Minimum Subscription and Maximum Subscription) is summarised in the following Table, assuming the issue of the Initial Shares only to the Cirrus Vendors:

Table 3

<table>
<thead>
<tr>
<th></th>
<th>FULLY PAID ORDINARY SHARES</th>
<th>OPTIONS</th>
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</thead>
<tbody>
<tr>
<td><strong>Pre Consolidation</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Existing issued securities</td>
<td>287,449,326$^1$</td>
<td>44,400,000$^2$</td>
</tr>
<tr>
<td><strong>Post Consolidation</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Securities on issue post Consolidation</td>
<td>143,724,663</td>
<td>22,200,000$^3$</td>
</tr>
<tr>
<td>Initial Shares (part consideration to Cirrus Vendors)</td>
<td>286,900,000</td>
<td>Nil</td>
</tr>
<tr>
<td>Post Consolidation Capital Raising (Minimum Subscription)</td>
<td>100,000,000</td>
<td>Nil</td>
</tr>
<tr>
<td>Post Consolidation Capital Raising (Maximum Subscription)</td>
<td>166,666,667</td>
<td>Nil</td>
</tr>
<tr>
<td>Advisor Securities</td>
<td>15,100,000</td>
<td>27,500,000</td>
</tr>
<tr>
<td><strong>Total securities Post Consolidation (Minimum Subscription)</strong> (Cirrus Vendors hold 52.6% of shares)</td>
<td>545,724,663</td>
<td>49,700,000</td>
</tr>
<tr>
<td><strong>Total securities Post Consolidation (Maximum Subscription)</strong> (Cirrus Vendors hold 46.8% of shares)</td>
<td>612,391,330</td>
<td>49,700,000</td>
</tr>
</tbody>
</table>
Notes

1. Assumes no further securities are issued prior to completion of the Acquisition, other than as set out in the table although if the relevant resolution is passed at the Meeting, then also on issue post Settlement will be the Advisor Securities being 13,750,000 options exercisable at $0.045 on or before 31 May 2017 and 13,750,000 options exercisable at $0.06 on or before 31 May 2019; as well as 15,100,000 fully paid ordinary shares (all post-Consolidation and issued as consideration for the provision of facilitation, advisory and introductory services related to the Offer).

2. This pre-Consolidation figure comprises 6,000,000 unlisted options each exercisable at $0.15 on or before 31 December 2016, 9,000,000 unlisted options each exercisable at $0.15 on or before 31 December 2017 (subject to a $0.30 VWAP vesting price), 15,400,000 unlisted options each exercisable at $0.09 on or before 31 December 2018 and 14,000,000 unlisted options each exercisable at $0.04 on or before 31 December 2019.

3. Pursuant to Listing Rule 7.22.1, post-Consolidation the number of options listed in the above table will halve, and their exercise prices will double. ASX has advised the Company that the Company does not require a waiver from ASX listing rule 1.1 condition 11 in respect of its proposed transaction, which Rule otherwise requires that as a condition for listing, all options have an exercise price of at least 20 cents.

The additional effect of the issue of the maximum number of Deferred Consideration Shares assuming all Milestones are met is set out in the following Table:

Table 4

<table>
<thead>
<tr>
<th>Description</th>
<th>FULLY PAID ORDINARY SHARES</th>
<th>OPTIONS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Securities on issue post Consolidation</td>
<td>143,724,663</td>
<td>22,200,000</td>
</tr>
<tr>
<td>Initial Shares (part consideration to Cirrus Vendors)</td>
<td>286,900,000</td>
<td>Nil</td>
</tr>
<tr>
<td>Post Consolidation Capital Raising (Minimum Subscription)</td>
<td>100,000,000</td>
<td>Nil</td>
</tr>
<tr>
<td>Post Consolidation Capital Raising (Maximum Subscription)</td>
<td>166,666,667</td>
<td>Nil</td>
</tr>
<tr>
<td>Advisor Securities</td>
<td>15,100,000</td>
<td>27,500,000</td>
</tr>
<tr>
<td>Maximum Deferred Consideration Shares assuming all Milestones achieved (part consideration to Cirrus Vendors)</td>
<td>92,500,000</td>
<td>Nil</td>
</tr>
<tr>
<td><strong>Total securities Post Consolidation (Minimum Subscription)</strong> (Cirrus Vendors hold 59.4% of shares)</td>
<td>638,224,663</td>
<td>49,700,000</td>
</tr>
<tr>
<td><strong>Total securities Post Consolidation (Maximum Subscription)</strong> (Cirrus Vendors hold 53.8% of shares)</td>
<td>704,891,130</td>
<td>49,700,000</td>
</tr>
</tbody>
</table>

The above Table also assumes no further securities are issued prior to completion of the Acquisition, other than as set out in the Table although if the relevant resolution is passed at the Meeting, then also on issue post Settlement will be the Advisor Securities comprising 13,750,000 options exercisable at $0.045 on or before 31 May 2017 and 13,750,000 options exercisable at $0.06 on or before 31 May 2019; as well as 15,100,000 fully paid ordinary shares (all post-Consolidation and issued as consideration for the provision of facilitation, advisory and introductory services related to the Offer).

While no changes to the share capital of the Company are proposed prior to Settlement, in the event that the Initial Shares do not equate to the agreed percentage of 52.6% at Settlement (for example, if existing
options are exercised or further Shares are issued in the meantime), then approval will be sought post Settlement to the issue to the Cirrus Vendors for nil consideration of that number of Shares that will take their percentage to 52.6%, but only subject to the further approval of Shareholders to be sought at that time. If this occurs, no Cirrus Vendor will be able to vote on the issue of shares to themselves ("Top-up Shares").

Therefore, these Tables are a statement of current intentions as at the date of this Prospectus. Intervening events may alter how the Company funds the Cirrus Acquisition which may impact the proposed capital structure.

4.12 Change in Nature and Scale of Activities

The acquisition of Cirrus is an event which requires the Company to re-comply with the requirements of Chapters 1 and 2 of the ASX Listing Rules, including seeking Shareholder approval for a change in the nature and scale of activities (which will be sought at the Meeting to be held on 22 May 2015). This Prospectus is issued to assist the Company to re-comply with these requirements.

The Company’s Shares will remain suspended from Official Quotation and will not be reinstated until the ASX approves the Company’s re-compliance with Chapters 1 and 2 of the ASX Listing Rules.

There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotation of its Shares on the ASX. In the event the Company does not receive conditional approval for re-quotation on the ASX then the Company will not proceed with the Offer and will repay all application monies received.

4.13 Substantial Shareholders

Those Shareholders holding 5% or more of the Shares on issue both as at the date of this Prospectus and on completion of the Offer are set out in the respective Tables below (Initial Shares only).

Table 5

As at the date of the Prospectus:

<table>
<thead>
<tr>
<th>Shareholder</th>
<th>Pre-Consolidation Number of Shares</th>
<th>Post-Consolidation Number of Shares**</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ouro Pty Ltd *</td>
<td>44,759,203</td>
<td>22,379,602</td>
<td>15.56</td>
</tr>
<tr>
<td>JP Morgan Nominees Australia Ltd</td>
<td>28,144,009</td>
<td>14,023,5054</td>
<td>9.79</td>
</tr>
<tr>
<td>Applabs Technologies Limited</td>
<td>23,707,137</td>
<td>11,853,569</td>
<td>8.25</td>
</tr>
</tbody>
</table>

* A company associated with Director Andrew Haythorpe (this holding includes the holdings of related parties Tesha Pty Ltd and AJH Haythorpe Superannuation Fund)

** On Consolidation, fractional numbers will be rounded up
Table 6

On completion of the Acquisition (in one case 5%+ only on the basis of Minimum Subscription):

<table>
<thead>
<tr>
<th>Shareholder</th>
<th>Number of Liberty shares (post-Consolidation)</th>
<th>% Interest in Liberty – Minimum Subscription</th>
<th>% Interest in Liberty – Maximum Subscription</th>
</tr>
</thead>
<tbody>
<tr>
<td>Frank William James Richmond ATF The Richmond Family Trust</td>
<td>138,614,607</td>
<td>25.4</td>
<td>22.6</td>
</tr>
<tr>
<td>Grahame Anthony Gilson ATF The Gilson Family Trust</td>
<td>30,221,208</td>
<td>5.5</td>
<td>4.9</td>
</tr>
</tbody>
</table>

If Deferred Consideration Shares are issued, assuming Milestones are met, the percentages set out in Table 6 will increase.

As an item of business to be dealt with at the Meeting, Shareholder approval is being obtained for Frank William James Richmond ATF The Richmond Family Trust to hold an interest in excess of 19.9% in the capital of the Company after the issue of the Initial Shares. The Company will ensure that no other party or its associates will have a voting power in the Company in excess of 19.9% after the issue of any Shares under this Prospectus.

The Company will announce to the ASX details of its top-20 Shareholders (following completion of the Offer) prior to the Shares commencing trading on the ASX.

4.14 Restricted Securities

Subject to the Company re-complying with Chapters 1 and 2 of the ASX Listing Rules, certain securities issued as part of the Acquisition will be classified by the ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of reinstatement to Official Quotation. During the period in which these securities are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of Shares in a timely manner.

The securities to be subject to escrow will be the Initial Shares being issued to all Cirrus Vendors and the Advisor Securities. The Deferred Consideration Shares issued to Frank Richmond are also expected to be subject to escrow restrictions. For unrelated parties, Shares are expected to be escrowed for 12 months from the date of issue. For related parties, Shares are expected to be escrowed for 24 months from the date of quotation.

The Company will announce to the ASX full details (quantity and duration) of the securities required to be held in escrow prior to the Shares commencing trading on the ASX.

4.15 Financial Information

Following the change in the nature of its activities, the Company will be focused on the Cirrus Business. Therefore, the Company’s past operational and financial historical performance will not be of significant relevance to future activities.

As a result, the Company is not in a position to disclose any key financial ratios other than its statement of financial position which is included in Section 9 of this Prospectus.
The initial funding for the Company’s future activities will be generated from the Offer of Shares pursuant to this Prospectus and existing cash reserves. The Company anticipates raising further funding from equity raisings in the future to develop the Cirrus Business, however none are planned at present. The Company may also consider alternative forms of debt or quasi-debt funding if required.

4.16 Taxation

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint, and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

4.17 Dividend Policy

It is anticipated that significant expenditure will be incurred in the development of the Cirrus Business. These activities are expected to be the main focus for at least the two year period following the date of this Prospectus. Accordingly, the Company does not expect to declare any dividends during that period.

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the availability of distributable earnings and the operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

4.18 Directors and Key Personnel

(a) Mr Frank Richmond - Managing Director

Frank Richmond has over 17 years’ experience in the technology business, having started his career in the UK, where he had success in both large and small Network Integrators, helping drive strategy and delivering exceptional growth to revenues.

Latterly in the UK he was part of the management team for Scalable Communications in the role of director for Strategic and New Business and was responsible for evolving the business into one of the most successful Juniper Networks partners in the UK with revenue growth of over 100%. In that role he was also instrumental in initiating negotiations that eventuated in the successful buyout of the business by Alternative Networks (LSE code AN).

From there Frank forged a successful sales career at F5 Networks that brought him to Australia in 2011 before moving to Dell to run their Large Enterprise business in 2012 and achieving its Top Achiever award in his first year.

Frank is a customer focused sales expert and a natural leader and has taken Cirrus from an embryonic idea and founding in 2012 to one of the fastest growing Technology Solutions providers in Australia, coming 2nd in the Deloitte Fast 50 Tech Companies– Rising Star category in its first full year of trading.

As a consequence of his post roles in both the UK and in Australia, Mr Richmond has strong relationships throughout the industry with a proven ability to develop and sustain key relationships up to board level. He is an innovative and effective team builder who delivers world class customer service.
(b) **Mr Andrew Milner – Non-Executive Chairman**

Andrew Milner is a veteran of the Australian Information Communications Technology industry and has more than 20 years experience in managing successful high-growth technology businesses.

Founding Wantree Internet (“Wantree”) in 1995 (which became one of Australia’s first commercial Internet Service Providers), he was appointed to the iiNet board when Wantree was vended into the iiNet Ltd IPO in 1999. Mr Milner spent 9 years with that company in a variety of executive and non-executive Director roles. iiNet has grown to a $1.4 billion market capitalization with over 2,000 staff and $1 billion in annual revenue, and is now the second largest ADSL broadband supplier in the Australian market after Telstra.

From 2004 Mr Milner was co-founder and non-executive Chairman of L7 Solutions, one of WA’s fastest growing systems integrators, with a turnover of $55m at the time of its acquisition by Amcom Telecommunications in 2011.

Mr Milner is currently non-executive Chairman of digital marketing business Roobix Pty Ltd.

(c) **Mr Matthew Sullivan – Non-Executive Director**

Matthew Sullivan has more than 20 years experience in the Information Technology (“IT”) industry and has held various executive roles within strong performing and high growth IT organisations in Australia and was CEO and co-founder (with Mr Milner) of L7 Solutions in 2004 until its 2011 acquisition by Amcom.

During this time the company was awarded numerous industry accolades including:

- 5th fastest growing WA company in 2007 (WA Business News),
- 18th fastest growing Australian company in 2008 (BRW Fast 100),
- 2005 Cisco A/NZ Partner of the Year; and
- 2010 EMC WA partner of the Year.

Mr Sullivan was also a 2005 and 2008 winner of the WA Business News “40 under 40” and Western Region finalist in the 2010 Ernst & Young Entrepreneur of the Year.

Most recently Mr Sullivan has been Chief Solutions Officer of Amcom.

(d) **Mr Patrick Glovac – Non-Executive Director**

Mr Glovac was appointed to the Liberty Board during 2014 and was elected at the 2014 Annual General Meeting. He holds a Bachelor of Commerce majoring in Finance, Banking and Management from Murdoch University and also holds a Diploma of Management.

Mr Glovac is the current Managing Director of Applabs Technologies Ltd which is an ASX listed venture capital company and is also a Director of ASX listed GB Energy Limited.

In 2014 he co-founded boutique Corporate Advisory firm GTT Ventures Pty Ltd which specialises in providing funding for technology companies. Previously he spent 10 years with Bell Potter Securities, specialising in corporate transactions.
(e) Daniel Rohr – Non-Executive Director

Daniel Rohr (CA, BComm) has over 20 years management, corporate advisory, finance and accounting experience across a range of listed and unlisted companies in Australia and overseas.

He is currently the CFO and/or corporate advisor for a number of listed and non-listed businesses in the IT and mining sectors. Mr Rohr has extensive experience in managing the development of high growth and startup companies in the digital, mining, real estate and financial services industries.

Mr Rohr was responsible for the development and launch of helpmechoose.com.au and was the CFO of ecorp Limited, a digital investment company that established eBay Australia and ninemsn (through joint ventures) as well as acquiring Ticketek and investing in the start-up of Wizard Mortgage Corporation.

(f) Grahame Gilson – General Manager – Sales

Grahame Gilson has over 20 years experience in the IT industry in both sales and management roles. He has been responsible for exceptional growth in both generating new customers and increasing revenue and profit for global organisations Hitachi Data Systems and Dell.

At Hitachi Data Systems in the UK, Mr Gilson developed a winning sales strategy targeting the telecommunications sector that delivered over 300% return over a 24 months period.

Before co-founding Cirrus Networks, Mr Gilson spent 10 years at Dell. In the UK he managed two of Dell’s largest global clients before moving to Perth in 2008 where, over a period of 5 years, he contributed significantly in growing Dells’ large commercial business to a $60m+ annual revenue, and was recognised personally by Michael Dell as one of the top 10 global performing sales people in 2010.

A customer focussed and performance driven leader, Mr Gilson believes in nurturing key business relationships to drive maximum value, both for the customer and Cirrus.

Mr Gilson will not be a director of the Company.

(g) Mark Oliver – Pre - Sales Manager

Mark Oliver has been working in the field of IT for over 15 years, fulfilling roles within end user organisations as well as leading industry vendors. He has been a trusted technical advisor across multiple IT disciplines.

Whilst at Lion Nathan Australia he was engaged in both local and international projects, as well as leading the IT infrastructure for The Swan Brewery.

Prior to joining Cirrus Networks, Mr Oliver worked with both Symantec and Dell. Within Symantec he moved from a technical support role, where he was a subject matter expert for information management, into a technical sales role. He was recognised by the sales team whilst in the technical role as well as being awarded the 2009 Rising Star award for technical sales engineers in the APJ region.

Whilst at Dell he was recognised twice as the engineer of the quarter for sales and technical delivery.
Mr Oliver is a customer focused technology evangelist, keen on assisting customers in translating business requirements against technical solutions.

Mr Oliver will not be a director of the Company.

4.19 Corporate Governance

To the extent applicable, commensurate with the Company’s size and nature, the Company has adopted *The Corporate Governance Principles and Recommendations (3rd Edition)* as published by the ASX Corporate Governance Council (Recommendations).

The Company’s main corporate governance policies and practices as at the date of this Prospectus are outlined in Section 8.2 of this Prospectus and the Company’s compliance and departures from the Recommendations are set out in Section 8.3 of this Prospectus.

In addition, a copy of the Company’s full Corporate Governance Policies may be requested from the Company by emailing info@libertyresources.com.au.

4.20 Disclosure of Interests

Directors are not required under the Company’s Constitution to hold any Shares. Details of the Directors’ and Proposed Directors’ remuneration and relevant interests in the securities of the Company as at the date of this Prospectus and upon completion of the Offer are set out in the table below:

**Table 7**

*Interests at the date of this Prospectus (Pre-Consolidation)*

<table>
<thead>
<tr>
<th>Director</th>
<th>Remuneration for year ended 30 June 2014</th>
<th>Remuneration for year to 31 December 2014</th>
<th>Shares Held</th>
<th>Options Held</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Existing Directors</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mr Andrew Haythorpe</td>
<td>$353,775 (paid as to $96,000 in shares and options)</td>
<td>$167,791.70</td>
<td>44,759,203</td>
<td>16,000,000</td>
</tr>
<tr>
<td>Mr Charles Thomas</td>
<td>Nil</td>
<td>$34,200</td>
<td>Nil</td>
<td>2,000,000</td>
</tr>
<tr>
<td>Mr Patrick Glovac</td>
<td>Nil</td>
<td>$34,200</td>
<td>Nil</td>
<td>2,000,000</td>
</tr>
<tr>
<td><strong>Proposed New Directors</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mr Frank Richmond</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
</tr>
<tr>
<td>Mr Andrew Milner</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
</tr>
<tr>
<td>Mr Matthew Sullivan</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
</tr>
<tr>
<td>Mr Daniel Rohr</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
</tr>
</tbody>
</table>

**Notes:**

1. Mr Haythorpe holds his shares and options through Ouro Pty Ltd and Tesha Pty Ltd both of which he is a director of; and has a beneficial interest in; and through the AJH Superannuation Fund of which he is a trustee and has a beneficial interest in.

2. Mr Haythorpe’s options comprises 4,000,000 unlisted options each exercisable at $0.15 on or before 31 December 2016, 4,000,000 unlisted options each exercisable at $0.15 on or before 31 December 2017 (subject to a $0.30 VWAP vesting price), 4,000,000 unlisted options each exercisable at $0.09 on or before 31 December 2018.
2018 and 4,000,000 unlisted options each exercisable at $0.04 on or before 31 December 2019.

3. Mr Thomas and Mr Glovac hold their options through GTT Ventures Pty Ltd of which they are both directors of and hold separate beneficial interests in. These options are exercisable at $0.04 on or before 31 December 2019.

ASX has advised the Company that the Company does not require a waiver from ASX Listing Rule 1.1 condition 11 in respect of its proposed transaction, which Rule otherwise requires that as a condition of listing, all options have an exercise price of at least 20 cents.

Table 8

*Interests upon completion of the Acquisition for Proposed Directors (post-Consolidation, Initial Shares only)*

<table>
<thead>
<tr>
<th>Director</th>
<th>Remuneration for year ended 30 June 2014</th>
<th>Remuneration for year to 31 December 2014</th>
<th>Proposed remuneration for current year (plus superannuation)</th>
<th>Shares</th>
<th>Options</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr Frank Richmond</td>
<td>Nil</td>
<td>Nil</td>
<td>$220,000</td>
<td>138,614,607</td>
<td>Nil</td>
</tr>
<tr>
<td>Mr Andrew Milner</td>
<td>Nil</td>
<td>Nil</td>
<td>$70,000</td>
<td>26,997,612</td>
<td>Nil</td>
</tr>
<tr>
<td>Mr Matthew Sullivan</td>
<td></td>
<td>Nil</td>
<td>$43,836</td>
<td>26,997,612</td>
<td>Nil</td>
</tr>
<tr>
<td>Mr Patrick Glovac</td>
<td>Nil</td>
<td>$34,200</td>
<td>$43,836</td>
<td>Nil</td>
<td>1,000,000</td>
</tr>
<tr>
<td>Mr Dan Rohr</td>
<td>Nil</td>
<td>Nil</td>
<td>$48,402 (includes Chair of Audit Committee)</td>
<td>4,029,494</td>
<td>Nil</td>
</tr>
</tbody>
</table>

Notes:
1. Messrs Richmond, Milner, Sullivan and Rohr will all hold shares as trustees of separate trusts in which they respectively hold beneficial interests in.
2. Mr Glovac holds options through GTT Ventures Pty Ltd of which he is a director of and holds a beneficial interest in. If the relevant resolution is passed at the Meeting, GTT Ventures Pty Ltd will also hold 15,100,000 fully paid ordinary shares and 27,500,000 options in the Company, half of which options are exercisable at 4.5 cents before 31 May 2017 and half of which are exercisable at 6 cents before 31 May 2019. These options will not be listed. See Section 4.21 below and Material Contracts Section 11 for further information about these securities.
3. The number of options held will be reconstructed on the consolidation under Listing Rule 7.22.1, so the number of options is half of the number of issue of the date of this Prospectus.
4. ASX has advised the Company that it does not require a waiver of the Listing Rules in relation to Listing Rule 1.1 Condition 11 for re-admission that all options on issue have an exercise price of at least 20 cents.

4.21 Agreements with Directors or Related Parties

The Company’s policy in respect of related party arrangements is:
i. A Director with a material personal interest in a matter is required to give notice to the other Directors before such a matter is considered by the Board; and

ii. For the Board to consider such a matter, the Director who has a material personal interest is not present while the matter is being considered at the meeting and does not vote on the matter.

All Agreements in place with persons who are Directors of Cirrus or Directors of the Company as at the date of this Prospectus; or who are proposed to become Directors of the Company; or who are “promoters” of the Company, are disclosed in Section 11.

**Deeds of indemnity, insurance and access**

The Company has entered into deeds of indemnity, insurance and access with the proposed Directors. Under these deeds, the Company will agree to indemnify each officer to the extent permitted by the Corporations Act against any liability arising as a result of the officer acting as an officer of the Company. The Company is also required to maintain insurance policies for the benefit of the relevant officer and must also allow the officers to inspect Board papers in certain circumstances. The Company already has those forms of insurance policies in place.
5. DETAILS OF THE OFFER

5.1 The Offer

Pursuant to this Prospectus, the Company invites applications for 100,000,000 Shares at an issue price of $0.03 per Share. The Company may accept oversubscriptions of up to a further $2,000,000 through the issue of up to a further 66,666,667 Shares at an issue price of $0.03.

The maximum amount which may be raised under this Prospectus is, therefore, $5,000,000.

The Shares offered under this Prospectus will rank equally with the existing Shares on issue, the terms and conditions of which are set out in Section 12.2.

5.2 Conditional Offer

Completion of the Offer under this Prospectus is subject to Shareholders approving Resolutions 1-8 at the General Meeting, being:

i. Resolution 1 – Change in nature and scale of activities;
ii. Resolutions 2 and 3 – Issue of Cirrus Vendor securities (the Initial Shares);
iii. Resolution 4 and 5 – Issue of Cirrus Vendor securities (the Deferred Consideration Shares);
iv. Resolution 6 - Capital raising;
v. Resolution 7 – Change of Company name;
vi. Resolution 8 – Consolidation of share capital; and
vii. Resolution 9 – Issue of options and Shares to GTT Ventures Pty Ltd (related to Directors Charles Thomas and Patrick Glovac).

The General Meeting will also deal with the disposal of 3 of the Company’s wholly owned subsidiaries, which between them hold the Company’s remaining mining assets. If the conditions listed above are not met, the Company will retain its mining assets, will not proceed with the Offer and will repay all application monies received, without interest and in accordance with the Corporations Act.

5.3 Minimum Subscription

If the minimum subscription to the Offer of $3,000,000 has not been raised within three (3) months after the date of this Prospectus, the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

5.4 Oversubscriptions

The Company may accept oversubscriptions of up to a further $2,000,000 through the issue of up to a further 66,666,667 Shares at an issue price of $0.03 each under the Offer. The maximum amount that may be raised under the Offer is, therefore, $5,000,000.

5.5 Applications

Applications for Securities must be made using the Application Form. Applications for Shares must be for a minimum of 66,667 Shares ($2,000) and thereafter in multiples of 10,000 Shares. Payment for the Shares must be made in full at the issue price of $0.03 per Share.

Completed Application Forms and accompanying cheques, made payable to “Liberty Resources Ltd” and crossed “Not Negotiable”, must be mailed to the address set out on the Application Form so that it is received by no later than the Closing Date.
Alternatively, for payment electronic funds transfer (EFT), please follow the instructions on the Application Form. Please use the full name used in your Application as your EFT reference, for example “XYZ Pty Ltd” or “John K Brown <ATF>”.

Please note that should you choose to pay by EFT:
   i. You must also complete the ‘Funds Transfer Details’ section on the Application Form, and submit the completed Application Form to the Company address above; and
   ii. You are taken to have made the declarations on that Form.

It is your responsibility to ensure that your EFT payment is received by the Company by no later than 5:00pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payments and you should therefore take this into consideration when making payment.

The details of the Liberty Application Funds Account are as follows:
   Bankwest
   BSB: 306-089
   Account Number: 3352208

Cash will not be accepted and no receipts will be issued. No interest will be paid on any application monies received or refunded.

Completed Application Forms must reach the Company by no later than the Closing Date set out on the Form. The Company reserves the right to close the Offer early.

5.6 Re-compliance with Chapters 1 and 2 of the ASX Listing Rules

The Company’s Shares will be suspended from trading on the date of the Meeting and will not be reinstated to Official Quotation until the ASX approves the Company’s re-compliance with Chapters 1 and 2 of the ASX Listing Rules.

In the event that the Company does not receive conditional approval for re-quotation on the ASX, it will not proceed with the Offer and will repay all application monies received, without interest.

5.7 ASX Listing

Application for Official Quotation by the ASX of the Shares offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus.

If the Shares are not admitted to Official Quotation by the ASX before the expiration of three (3) months after the date of issue of this Prospectus, or such period as varied by the ASIC, the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that the ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

5.8 Issue

Subject to Minimum Subscription to the Offer being reached and the ASX granting conditional approval for the Company to be admitted to the Official List, the issue of Shares offered by this Prospectus will take place as soon as practicable after the Closing Date.

Pending the issue of the Shares or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the applicants in a separate bank account as required by the
Corporations Act. The Company, however, will be entitled to retain all interest that accrues on that bank account and each applicant waives the right to claim interest.

The Directors will determine the allottees of all the Shares in their sole discretion. The Directors reserve the right to reject any application or to allocate any applicant fewer Shares than the number applied for. Where the number of Shares issued is less than the number applied for, or where no allotment is made, surplus application monies will be refunded without any interest to the applicant as soon as practicable after the Closing Date.

5.9 Applicants outside Australia

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Shares or otherwise permit a public offering of the Shares the subject of this Prospectus in any jurisdiction outside Australia. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consent are required or whether any other formalities need to be considered and followed.

If you are outside Australia it is your responsibility to obtain all necessary approvals for the issue of the Shares pursuant to this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by you that all relevant approvals have been obtained.

5.10 Not Underwritten

The Offer is not underwritten.

5.11 Commissions on Application Forms

The Company reserves the right to pay a commission of 6% (exclusive of goods and services tax) of amounts subscribed to any licensed securities dealers or Australian Financial Services licensees in respect of valid applications lodged and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian Financial Services licensee. Payments will be subject to the receipt of a proper tax invoice from the licensed securities dealer or Australian Financial Services licensee.
6. COMPANY OVERVIEW UPON COMPLETION OF THE ACQUISITION

6.1 Background of Cirrus and its Business Model

Cirrus is an Australian-based IT solutions integrator that provides an independent, flexible approach to advising, integrating and managing IT cloud infrastructure. Cirrus understands and has significant skills in the fundamentals of cloud (what is known as its “DNA”, or “building blocks”) and has structured its business to deliver beneficial change for clients.

Incorporated in 2012 under the leadership of Frank Richmond, Cirrus currently employs 23 staff members and is governed by a board of executive and non-executive Directors. Cirrus in conjunction with its technology partners, has established a clear point-of-difference in designing solutions that enable clients to scale more efficiently, reduce operating costs and drive revenue growth.

A strong commitment to customer service teamed with robust, next generation IT solutions enables Cirrus to work with its customers to optimise their existing technology investment while providing solutions to drive efficiency improvements across their businesses. This innovative approach has resulted in the swift establishment of a blue-chip customer base and a high level of repeat business through the signing of Master Service Agreements and achieving “Preferred Supplier” status with these customers.

Cirrus’ success was recently recognised at the Deloitte Australia’s Technology Fast 50 Awards, where it was named the second fastest growing “Rising Star” technology company in Australia in 2014. In its 14th year, these awards rank the 50 fastest growing public or private technology companies based on percentage revenue growth over three years (in this case 2012 to 2014). In an extremely competitive and international dominated environment, this is an outstanding achievement and an early indicator of what Cirrus can achieve over the coming years of the cloud dominated industry.

6.2 Solutions and Services

The ever-evolving nature of the technology industry has resulted in businesses large and small requiring faster, more adaptable IT solutions to meet their operational demands. This has led industry to the cloud generation of IT, within which Cirrus focuses on providing services related to the building blocks of the cloud. Cirrus has structured its Business around these building blocks for cloud with specialised service offerings and engages with clients through their “Advisory Integration Manage” (AIM) lifecycle, which is a model utilised by Cirrus as the foundation of the services it offers:

6.3 Advisory Services

The business objectives of a client are critical for Cirrus to understand before beginning to discuss their technology needs. These objectives may differ from company to company and can take the form of either top-line or bottom-line growth, scalability, performance and risk mitigation. This normally requires a consultative approach to be adopted by Cirrus when evaluating client needs and is a central part of the
Cirrus service strategy model. Consultants engaged by Cirrus within this space are industry professionals and provide significant experience to solve the business objectives of clients.

6.4 Integration Services

When the business objectives have been agreed with the client, a technology solution generally needs to be modified, evolved or replaced. This is where Cirrus partners with leading global IT and cloud vendors to provide a best practise solution that is affordable, risk adverse and able to be maintained efficiently.

This area of the Cirrus Business requires specialised IT consultants, who are certified to sell, install and manage technology solutions with the industry-leading brands of technology utilised by Cirrus in the provision of services to its clients.

In order to maintain the highest levels of customer service and supply, Cirrus partners with and is an authorised integrator and reseller of industry-leading brands including Juniper Networks, VMware, Palo Alto Networks, Dell, Cisco, EMC, NetApp, Nutanix and CommVault, to name just a few.

6.5 Managed Services

All technology solutions need to be managed, maintained and evolved over time to ensure that changing business outcomes are met. Cirrus has implemented a purpose built “Operations Centre” in Perth to perform these activities for clients on a “24 x 7” basis. The technology solutions managed can be niche to begin with, and then expanded to cover a multitude of areas of the client’s business.

Cirrus’ managed services business is delivered by operational IT consultants and staff who are highly skilled in the provision of uptime and service delivery. This area of the Business is managed by a service delivery function and is continuously monitored by automated software.

The AIM model for the Cirrus Business can be diagrammatically shown as follows:
Cirrus is also committed to knowledge-sharing and building relationships within and outside of the IT industry. Cirrus hosts several industry events throughout the year in partnership with its vendors and clients, aimed at informing those interested in innovation in business technology of the latest cutting-edge developments.

The combination of the quality of service and products and a considered, targeted approach to its existing and potential client base has allowed Cirrus to grow its market share with limited capital over the past 18 months.

To continue Cirrus’ level of growth as achieved to date, Cirrus has identified new products to focus on; and high annuity driven services to continue to expand upon (with the aim of creating a continuously growing revenue and earnings stream). These are highlighted in the diagram immediately above, with horizontal and vertical arrows.

6.7 Vertical Services Growth

Cirrus currently provides a growing catalogue of Advisory, Integration and Managed (AIM) Services. Over the coming years Cirrus will be broadening its capability which will enable an increase in the level of services it can provide existing clients, and assist in attracting new clients.

6.8 Horizontal Technology Growth

The technology stack of the cloud is varied and is continuing to evolve over time. A combination of various technologies is used by Cirrus to create the business outcome desired by each client. Revenue is currently derived by Cirrus from a number of areas including data storage, network and security technology offerings. These are fundamental building blocks for cloud and underpin Cirrus’ business technology solutions – but there remain many more blocks to focus on and as a result, potential for Cirrus to expand its business.

In conjunction with broadening its technology and services capability, a significant marketing and business development program is currently being put in place by Cirrus with the goal of expanding its client base.

6.9 People

The success of any organisation is built on the strength and agility of its people. As Cirrus continues to grow and evolve as a leading IT solutions provider, so too will the people that will drive the organisation’s business strategy moving forward.

Cirrus is governed by a board of executive and non-executive directors. On completion of the Cirrus Acquisition, it is proposed to appoint four new board members to the Board of the Company, all of whom have significant experience in the IT industry; and the implementation of successful strategies for achieving fast growth. These include Andrew Milner as Non-Executive Chairman, Frank Richmond as Managing Director and Matthew Sullivan and Daniel Rohr as Non-Executive Directors. Existing Directors Andrew Haythorpe and Charles Thomas will step down. Patrick Glovac will remain on the Board as a Non-Executive Director.

Further information about the post-Acquisition Board of the Company is set out in Section 4.18.

6.10 Current and Prospective Clients

Cirrus has grown its blue-chip client base significantly since its inception in 2012, a testament to its sustained commitment to efficient and effective service and solutions delivery. Cirrus has contracts in place with some of Australia’s premier companies, from global mining companies to established financial
institutions, including Argyle Diamonds, Western Australia Police, Roy Hill Iron Ore, LandCorp and Emeco Holdings Ltd.

Fluctuating economic conditions teamed with an ongoing desire for organisations to operate more efficiently has resulted in corporations and government agencies making a concerted effort to reduce operating costs and increase profits or services through better use of technology. Cirrus has identified a number of potential growth opportunities that will assist current and potential clients to navigate their business technology requirements, ensuring that they are well advised on the best technology service or solution for their business needs.

6.11 Australian IT Industry Overview

The IT solutions and consulting industry is made up of various firms that provide many services to organisations across a range of different offerings. Generally, these options include the provision of business solutions and the provision of IT infrastructure and integration solutions.

Cirrus primarily operates in the IT infrastructure and integrations space. Historically, IT integrators have been driven by the directives of the vendor (product suppliers such as NetApp, Cisco and VMware), whereby the integrator simply sells the product and offers services to implement the solution.

Organisations in search of an IT solution had little choice but to attempt to predict future growth and IT requirements for their business, and consequently outlay significant capital investment to implement solutions based on these predictions.

Over the past decade, advances in technology and improvements in global internet accessibility and speed have resulted in significant changes and advancements in the role of the IT integrator. As a result of this evolution, IT solutions can now be offered by way of a scalable, agile model whereby the organisation pays for a service as a managed service, with the flexibility to change their requirements with as little as one month’s prior notice. This concept, based on maximum flexibility and minimum administration and utilising best-of-breed technologies is fast becoming a favoured service delivery approach.

The opportunities that exist in a world where technology is progressing at a rate much faster than ever envisioned are significant. Take for example the ‘Internet of Things’ (IoT) concept, whereby it is predicted that by 2020, more than 25 billion devices will be connected to the internet, generating economic value of $1.9 trillion USD (Gartner Top Predictions 2014: Plan for a Disruptive, but Constructive Future, 7 October 2013).

There are a number of other growth areas within the IT industry whereby Cirrus has the capabilities to expand its market positioning and share. A snapshot of these growth areas include:

1. **Data security:** Customised, industry-proven data security strategies can be devised to protect and manage the risk profile of an organisation, large or small to ensure they have secure access to their systems whilst being protected against unauthorised threats.

2. **Big Data/Data Analytics:** Big data and data analytics is becoming more and more valuable to businesses as increased competition and heightened consumer expectation play a bigger role in strategic decision making. The ability to access, analyse and secure big data should be at the forefront of any business plan. Cirrus has the capability to assist organisations to capitalise on their data and ensure that it is stored securely.

3. **Disaster recovery:** Expertise in designing and installing business continuity solutions for small, medium and enterprise organisations. Services include regular offsite data backup regimes, in-house failover servers and emergency power systems to complete off-site restaging and second-site operations centres equipped to take over from a failed primary site instantly.
4. **Cloud**: Cloud computing allows businesses with limited data storage capacity to access a secure, shared infrastructure to store their data and programs, eliminating the need for a local server. A cloud solution also provides access to applications and stored data at any time and from any location in a cost-effective and efficient way, over the internet.

5. **Networking/Telephony**: Unified communications solutions allow businesses to manage their real-time communications services such as desk telephone, mobile, fax and IM email all in the one place. Solutions such as this provide for maximum flexibility in the workplace whilst ensuring staff can be reached at business-critical situations in a timely and cost-effective manner.

6. **Competitive Landscape**

The IT industry in Australia is a competitive marketplace that harbours great potential for growth and expansion as the digital age strengthens its grip on the way businesses operate. The marketplace is primarily driven by IT providers simply reselling hardware and services rather than innovating, challenging and adapting to market needs. As a result, the rate at which Cirrus’ competition responds to change can be slow and therefore not first-to-market.

6.12 **Current Competitors**

Cirrus’ current competition is made up of providers that have a national footprint as well as significant local capability, including Data#3, Datacom, Dimension Data, Southern Cross Computer Systems and Stott and Hoare. However these organisations are still primarily focused on a hardware-centric service model.

6.13 **Future Competitors**

As Cirrus expands further into IT as a service model, the organisations that it compete against will also expand to include larger industry players such as Telstra, Optus, Amcom, Fujitsu and CSC.

Given the size of these competitor organisations, Cirrus recognises an opportunity to become a niche provider with the ability to offer flexibly and agility to the market in its solutions offerings.

6.15 **Cirrus Response to Industry Growth**

The IT industry is evolving at a rapid rate, with cloud computing and application development playing a significant role in shaping how organisations view and progress with their business technology needs. Cirrus is positioning itself at the centre of these advancements, and is growing a customer base utilising public cloud platforms and is in the process of developing its own cloud platform.

6.16 **Financial**

Cirrus has achieved strong revenue growth since its inception. In its first full year of operations, Cirrus grew revenue to $5,869,723 (audited) and delivered earnings before interest, tax, depreciation and amortisation (EBITDA) of $36,119 for the 12 month period to 30 June 2014. Revenue and earnings growth continues to be strong during the 6 months to 31 December 2014. The financial performance of Cirrus since its inception is shown below:
Table 9:

<table>
<thead>
<tr>
<th>Year</th>
<th>12 months to 30/6/13 (Unaudited)</th>
<th>12 months to 30/6/14 (Audited)</th>
<th>6 months to 31/12/14 (Unaudited)*</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>$262,994</td>
<td>$5,869,723</td>
<td>$6,186,607</td>
</tr>
<tr>
<td>Gross Profit</td>
<td>$71,019</td>
<td>$1,447,719</td>
<td>$1,259,911</td>
</tr>
<tr>
<td>EBITDA</td>
<td>$(107,990)</td>
<td>$36,119</td>
<td>$131,789</td>
</tr>
<tr>
<td>NPAT</td>
<td>$(111,298)</td>
<td>$4,044</td>
<td>$99,479</td>
</tr>
</tbody>
</table>

* These figures have been subject to an audit review by the Independent Account HLB Mann Judd, but not a full audit. Refer to their Report contained in Section 10.

For further financial information, please refer to Section 9 which sets out the Historical Financial Information for the Company and Proforma Financial Information for the merged group. The basis for preparation and presentation is explained in that Section. The Directors are responsible for the inclusion of all Financial Information in the Prospectus. The Company’s auditor, HLB Mann Judd has prepared an Investigating Accountant’s Report in respect of the Historical and Proforma Financial Information. A copy of this Report is set out in Section 10 of the Prospectus.
7. **RISK FACTORS**

7.1 **Introduction**

The Shares offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Shares and to consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

There are specific risks which relate directly to the current and proposed business of the Company. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this Section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

7.2 **Company Specific**

*Risks relating to the Change in Nature and Scale of Activities*

(a) **Re-Quotation of Shares on ASX**

The acquisition of Cirrus constitutes a significant change in the nature and scale of the Company’s activities and the Company needs to re-comply with Chapters 1 and 2 of the ASX 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-quotation 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.

(b) **Dilution Risk**

The Company currently has 287,449,326 shares on issue (on a pre-Consolidation basis), as well as 44,400,000 pre-Consolidation options (see terms of these options set out in Note 2 to Table 3 in Section 4.11).

If the relevant Resolutions are approved at the General Meeting, the Company will also have on issue a further 27,500,000 (post-Consolidation) options (see terms of these options set out in the Notes to Table 3).

If Consolidation is approved, the number of Shares on issue will become 143,724,663. On completion of the Acquisition and post-Consolidation, the Company proposes to issue 286,900,000 Shares under the Acquisition; 15,100,000 Shares as part of the Advisor Securities and will issue Shares to raise up to $5,000,000 (166,666,667 Shares) as part of the capital raising (with a $3,000,000 Minimum Subscription (100,000,000 Shares). There may also be the issue of Top-Up Shares.

Therefore, on issue of the consideration under the Acquisition and Minimum Subscription under the Capital Raising (assuming no exercise of Options), the existing Shareholders will retain approximately 26.3% of the issued capital of the Company, with the Cirrus Vendors holding 52.6%, the investors under the Capital Raising holding 18.3%, with the shares that are part of the Advisor Securities forming 2.8%. 
On issue of the consideration under the Acquisition and Maximum Subscription under the Capital Raising, (assuming no exercise of Options), the existing Shareholders will retain approximately 23.5% of the issued capital of the Company, with the Vendors holding 46.8%, the investors under the Capital Raising holding 27.2%, with the shares that are part of the Advisor Securities forming 2.5%.

These effects can be seen in the following Table:

**Table 10**

<table>
<thead>
<tr>
<th>Shareholder Group</th>
<th>% Interest in Liberty – Minimum Subscription (total shares on issue 545,724,663 post-Consolidation)</th>
<th>Number of Shares</th>
<th>% Interest in Liberty – Maximum Subscription (total shares on issue 612,391,330 post-Consolidation)</th>
<th>Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cirrus Vendors</td>
<td>52.6</td>
<td>286,900,000</td>
<td>46.8</td>
<td>286,900,000</td>
</tr>
<tr>
<td>Current Liberty Shareholders</td>
<td>26.3</td>
<td>143,724,663</td>
<td>23.5</td>
<td>143,724,663</td>
</tr>
<tr>
<td>Capital Raise Shareholders</td>
<td>18.3</td>
<td>100,000,000</td>
<td>27.2</td>
<td>166,666,667</td>
</tr>
<tr>
<td>Advisor Securities</td>
<td>2.8%</td>
<td>15,100,000</td>
<td>2.5</td>
<td>15,100,000</td>
</tr>
<tr>
<td><strong>TOTALS</strong></td>
<td><strong>100%</strong></td>
<td><strong>545,724,663</strong></td>
<td><strong>100%</strong></td>
<td><strong>612,391,330</strong></td>
</tr>
</tbody>
</table>

If subsequently one or more of the performance Milestones are met and Deferred Consideration Shares are issued, the interests of the existing Shareholders in the Company will reduce further. This table sets out the potential effect of the issue of Deferred Consideration Shares if the full 92,500,000 shares are issued:

**Table 11**

<table>
<thead>
<tr>
<th>Shareholder Group</th>
<th>% Interest in Liberty – Minimum Subscription (total shares on issue 638,224,663 – post-Consolidation)</th>
<th>Number of Shares</th>
<th>% Interest in Liberty – Maximum Subscription (total shares on issue 704,891,330 post Consolidation)</th>
<th>Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cirrus Vendors</td>
<td>59.4</td>
<td>379,400,000</td>
<td>53.8</td>
<td>379,400,000</td>
</tr>
</tbody>
</table>
There is also a risk that the interests of Shareholders will be further diluted as a result of any future capital raisings required in order to fund the development of the Business. Dilution will also occur if any existing or future issued options are exercised (see comments above).

(c) **Liquidity Risk**

On Completion of the Acquisition, the Company proposes to issue 286,900,000 Initial Shares to the Cirrus Vendors (on a post-Consolidation basis) and as referred to above in relation to dilution risk, these Shares will equate to approximately 52.6% of the post-Offer issued Share capital assuming Minimum Subscription and 46.8% assuming Maximum Subscription. There may also be the issue of Top-Up Shares.

These securities will be subject to escrow restrictions in accordance with Chapter 9 of the ASX Listing Rules. This could be considered an increased liquidity risk as a large portion of issued capital will not be able to be traded freely for a period of time.

Further, if issued, a portion of the Deferred Consideration Shares will also be subject to escrow restrictions, which may also affect liquidity.

See Section 4.14 for further information.

(d) **Contractual Risk**

Pursuant to the Agreement, the Company has agreed to acquire 100% of Cirrus, subject to the fulfilment of certain conditions precedent.

The ability of the Company to achieve its stated objectives through Completion taking place will depend on the performance by the parties of their obligations under the Agreement. If any party defaults in the performance of their obligations, it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly.

**Risks relating to the Company’s operations**

(e) **Business Success and Growth**

There is a risk that management of the Company will not be able to implement the Company’s growth strategy after completion of the Acquisition. The capacity of the new management to properly implement and manage the strategic direction of the Company may affect the Company’s financial performance.
There is no guarantee that the Company’s brand development and sales and marketing campaigns will be successful. If they are not, this would likely have an adverse impact on the Company’s sales and profitability.

Even if the Company does successfully grow its business, there is a risk that the Company will not achieve a commercial return. For example, the Company may not be able to sell products and services to customers at a rate which covers its operating and capital costs, or increased competition in the market may adversely affect the Cirrus Business and thus the Company.

(f) **Margin pressure brought about by increased Competition and New Technologies**

The IT industry is facing increased competition from local companies as well as international companies entering the Australian market to service the growing demand for IT services. In addition, there is a risk that new competitors may enter the market to initiate similar business models to that of Cirrus in order to capitalise on this growing market. These risks could potentially reduce the addressable market available to Cirrus, or the increased competition could lead to reductions in the margins available.

Cirrus is an agile business that has built its success on adapting to the needs of customers quickly and seamlessly by ensuring its service offering focuses on leading edge solutions. This has enabled Cirrus to pick up, defend and grow market share since its inception and the proposed Board of the Company intends to continue to operate in this manner as the business grows further.

While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company’s projects and business.

(g) **Customers Choose to Self-Manage**

Once Cirrus has provided the initial infrastructure and software to a customer, that customer may choose to manage the service internally going forward, thus reducing the market size and revenue sources available to Cirrus on an ongoing basis.

(h) **“Pay-as-you-go” Change Affecting Contract Renewal Time Frames**

Cirrus is striving to increase product streams centred around annuity income with key customers to ensure that a growing percentage of revenues come from contracted customers, providing better surety around ongoing revenues. Increased competition, however, may result in the introduction of pay-as-you-go models that allow very short, if any, contract periods.

New models such as this are likely to be used by competitors to attract new business and may cause resistance from customers in agreeing to sign long-term contracts. This could impact on future revenue surety and could result in downward pressure on prices, thus reducing available margins. Cirrus is addressing this risk by providing pricing incentives to customers who are prepared to commit to longer contract periods.

(i) **Customer concentration risk**

Cirrus has a strategic goal of reducing customer concentration risk by addressing as wide a market as possible. It is the case, however, that large contract wins could skew the concentration of revenues into a smaller subset of customers, increasing the risk that non-renewal of contracts could have a larger impact on future revenues. Cirrus is targeting a single customer revenue contribution percentage of less than 10% of overall revenue.
Reliance on Key Personnel

Cirrus currently employs 23 staff and relies significantly on the contribution of those members to provide industry-leading service to customers, whilst ensuring the efficient operation of the business and achieving rapid growth. The departure of key employees such as Frank Richmond (Managing Director), Grahame Gilson (General Manager - Sales) or Mark Oliver (Pre - Sales Manager) could impact on the ability of the business to maintain its current performance. Information about the terms of their employment is contained in Section 11. At lower levels of management, Cirrus’ hiring, training and work allocation policies are designed to reduce the risk of dependence on any one employee at any time.

Availability of IT staff in the market

On occasion, the Australian IT job market suffers from a shortage of skilled and available resources, resulting in long delays in the recruitment process. The impact of these delays is often felt most by the customer, potentially resulting in discontent with the provision of service. This trend can also cause wage expectations to rise disproportionately, impacting on profitability. Cirrus is striving to be recognised as an employer of choice in the IT industry, with an overall aim to be considered first by candidates seeking work in the sector.

Security Breach

An external or internal attack on Cirrus’ systems, processes or people could jeopardise the privacy and integrity of customer data and systems managed by Cirrus. The potential loss or leakage of customer or business data such as rebate costs, service disruptions and litigation could result in significant reputational damage which would negatively impact on revenues. Cirrus has deployed next generation firewall technology to protect against internal and external threats and to minimise these risks.

Faults with Products

Because Cirrus’ business involves the use of third party products, there is a risk that those products have errors or defects unidentifiable to Cirrus before or after installation into a client’s system. If that occurs, the Company could lose future sales or clients, notwithstanding that this would not be the direct fault of Cirrus.

Regulatory Environment

While there is no legislation directly related to the services provided by Cirrus, clients, competitors, members of the general public or regulators could allege breaches of legislation (for example, if an advertisement was considered to be misleading or deceptive). This could result in remedial action or litigation, which could potentially lead to the Company being required to pay compensation or a fine. This could lead to significant damage to the Company’s reputation and consequently impact on its revenue.

Insurance Risks

Cirrus faces various risks in connection with its business and may lack adequate insurance coverage or may not have the necessary insurance coverage if an event of loss occurs. While the Company and Cirrus have in place insurances relevant to their respective current operations, the Company will need to review its insurance requirements as a consequence of the transaction to acquire Cirrus and make the appropriate changes to those. In any event, if the Company incurs substantial losses or liabilities and its insurance coverage is unavailable or inadequate to cover such losses or liabilities, its profitability may be adversely affected.
Future Capital Requirements

The funds raised pursuant to the Offer will be used to accelerate Cirrus’ Business, marketing and growth plans. If Cirrus incurs unexpected costs or is unable to generate sufficient operating income, further funding may be required to develop the Cirrus Business or additional projects that the Company may identify. There can be no assurance that such funding will be available on satisfactory terms, or at all. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities.

If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations, which may adversely affect the Business and financial condition of the Company.

The current management of Cirrus monitors its cash flow very closely and takes measured steps in accordance with its governance structures before making any decisions or commitments to issue shares or undertake debt financing.

Limited Operating History

Cirrus launched in 2012 and therefore has a limited history which may not provide a meaningful basis for investors to evaluate the business, financial performance and prospects of Cirrus. Accordingly, investors should not rely on financial performance information for any prior periods as an indication of future performance. Investors should consider the Cirrus Business and prospects in light of the risks, uncertainties, expenses and challenges that the business may face as an early-stage business. Going forward, the Company may not be successful in addressing the risks and uncertainties that may arise and which may materially and adversely affect Cirrus’ business prospects.

The information surrounding the business model of Cirrus set out in Section 6 represents Cirrus’ current plans and strategies, given its limited sales history to date. Cirrus’ ability to achieve its objectives depends on the ability of its proposed Directors and officers to implement its proposed business plans and to respond in a timely and appropriate manner to any unforeseen circumstance.

General Risks

Market Risk

Share market conditions may affect the value of the Company’s shares regardless of the Company’s operating performance. Share market conditions are affected by many factors such as:

- General economic outlook;
- Interest rates and inflation rates;
- Currency fluctuations;
- Changes in investor sentiment toward particular market sectors;
- The demand for, and supply of, capital; and
- Terrorism and other hostilities.

Acquisitions

As part of its business strategy, the Company may make acquisitions of, or significant investments in, companies, products, technologies and/or products that are complementary to Cirrus’ Business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies, such as integrating cultures and systems of operation, relocation of operations, short term strain on
working capital requirements, achieving the sales and margins anticipated and retaining key
staff and customer and supplier relationships.

Economic Conditions

A change in economic conditions is likely to affect Cirrus’ performance from a variety of
perspectives and could ultimately affect the profitability of its Business. Below is a list of the
economic factors that may affect profitability:

- Fluctuations in market spend and demand for outsourced IT services and infrastructure;
- Government policies and investment;
- Exchange rates, interest rates and inflation;
- Decline in economic conditions which could lead to reduced operating and capital
  expenditure for businesses, negatively impacting on the financial and operating
  performance of the Company;
- Equity and share market strength both in Australia and abroad;
- Worldwide events such as an act of terrorism or natural disasters;
- Industrial disputes in Australia and overseas; and
- Altering sentiment from investors towards a particular market segment.

Cirrus takes a measured approach to managing the risks associated with changing economic
conditions, with a planning process that allows for both proactive and in some cases reactive
action to be taken in order to mitigate major risk.

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the
Company, by Cirrus or by investors in the Company. The above factors, and others not
specifically referred to above may, in the future, materially affect the financial performance of
the Company and the value of the Company’s securities.
8. BOARD, MANAGEMENT AND CORPORATE GOVERNANCE

8.1 Directors, Proposed Directors and Key Personnel

Biographies for the Directors and Proposed Directors are set out in Section 4.18 above.

8.2 The ASX Corporate Governance Council Principles and Recommendations

The Company has adopted comprehensive systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company’s needs.

To the extent applicable, the Company has adopted The Corporate Governance Principles and Recommendations (3rd Edition) as published by the ASX Corporate Governance Council (Recommendations).

In light of the Company’s size and nature, the Board considers that the current Board is a cost effective and practical method of directing and managing the Company. As the Company’s activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

The Company’s main corporate governance policies and practices as at the date of this Prospectus are outlined below and the Company’s full Corporate Governance Plan is available from the Company’s website at www.libertyresources.com.au and upon request from the Company Secretary to info@libertyresources.com.au.

Board of Directors

The Board is responsible for corporate governance of the Company. The Board develops strategies for the Company, reviews strategic objectives and monitors performance against those objectives. The goals of the corporate governance processes are to:

(i) Maintain and increase Shareholder value;
(ii) Ensure a prudential and ethical basis for the Company’s conduct and activities; and
(iii) Ensure compliance with the Company’s legal and regulatory objectives.

Consistent with these goals, the Board assumes the following responsibilities:

(i) Developing initiatives for profit and asset growth;
(ii) Reviewing the corporate, commercial and financial performance of the Company on a regular basis;
(iii) Acting on behalf of, and being accountable to, the Shareholders; and
(iv) Identifying business risks and implementing actions to manage those risks and corporate systems to assure quality.

The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors’ participation in the Board’s discussions on a fully-informed basis.

Composition of the Board

Election of Board members is substantially the province of the Shareholders in general meetings, with the Company being committed to the following principles:
(i) The Board is to comprise persons with a blend of skills, experience and attributes appropriate for the Company and its business; and

(ii) The principal criterion for the appointment of new Directors is their ability to add value to the Company and its business.

No formal nomination committee or procedures have been adopted for the identification, appointment and review of the Board’s membership, but an informal assessment process, facilitated in consultation with the Company’s professional advisors, has been committed to by the Board.

**Identification and management of risk**

The Board’s collective experience will enable accurate identification of the principal risks that may affect the Company’s business. Key operational risks and their management will be recurring items for deliberation at Board meetings.

**Ethical standards**

The Board is committed to the establishment and maintenance of appropriate ethical standards.

**Independent professional advice**

Subject to the Chairman’s approval (not to be unreasonably withheld), the Directors, at the Company’s expense, may obtain independent professional advice on issues arising in the course of their duties.

**Remuneration arrangements**

The remuneration of an executive Director will be decided by the Board, without the affected executive Director participating in that decision-making process.

The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors’ remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed $250,000 per annum.

In addition, a Director may be paid fees or other amounts (i.e. subject to any necessary Shareholder approval, non-cash performance incentives such as options) as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

Directors are also entitled to be paid reasonable travelling, accommodation and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The Board will review and approve the remuneration policy to enable the Company to attract and retain executives and Directors who will create value for Shareholders having consideration to the amount considered to be commensurate for a company of its size and level of activity as well as the relevant Directors’ time, commitment and responsibility. The Board is also responsible for reviewing any employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed.
Trading policy

The Board has adopted a policy that sets out the guidelines on the sale and purchase of securities in the Company by all personnel (i.e. Directors and employees). The policy generally provides that the written acknowledgement of the Chair (or the Board in the case of the Chairman) must be obtained prior to trading.

External audit

The Company in general meetings is responsible for the appointment of the external auditors of the Company, and the Board from time to time will review the scope, performance and fees of those external auditors.

Audit committee

The Company has a separate audit committee comprised of the Non-Executive Directors of the Company. The duties of this Committee include but are not limited to, monitoring and reviewing any matters of significance affecting financial reporting and compliance, the integrity of the financial reporting of the Company, the Company’s internal financial control system and risk management systems and the external audit function.

Diversity policy

The Board has adopted a diversity policy which provides a framework for the Company to achieve, amongst other things, a diverse and skilled workforce, a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff, improved employment and career development opportunities for women and a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives.

8.3 Departures from Recommendations

As a listed entity, the Company has been required to report any departures from the Recommendations in its annual financial report. Following re-admission to the Official List of the ASX, the Company will continue being required to do so.

The Company’s compliance and departures from the Recommendations as at the date of this Prospectus are set out on the following pages.

Table 12:

<table>
<thead>
<tr>
<th>PRINCIPLES AND RECOMMENDATIONS</th>
<th>COMPLY (YES/NO)</th>
<th>EXPLANATION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Principle 1: Lay solid foundations for management and oversight</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Recommendation 1.1</td>
<td>YES</td>
<td>The Company has adopted a Board Charter. The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board’s composition, the roles and responsibilities of the Chairman and Company Secretary, the establishment, operation and management of Board Committees, Directors access to company records and information, details of the Board’s relationship with management and details of the Board’s disclosure policy.</td>
</tr>
</tbody>
</table>
**Recommendation 1.2**
A listed entity should:

(a) Undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and 
(b) Provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a director.

YES

(a) The Company undertakes checks on any person who is being considered as a director. These checks may include character, experience, education and financial history and background.

(b) All material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in a Notice of Meeting pursuant to which the resolution to elect or re-elect a Director will be voted on.

---

**Recommendation 1.3**
A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

YES

Each senior executive and executive director has a formal employment contract and the non-executive directors have a letter of appointment.

---

**Recommendation 1.4**
The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.

YES

The Company Secretary is accountable directly to the board, through the chair, on all matters to do with the proper functioning of the Board.

---

**Recommendation 1.5**
A listed entity should:

(a) Have a diversity policy which includes requirements for the board: 
   (i) To set measurable objectives for achieving gender diversity; and 
   (ii) To assess annually both the objectives and the entity’s progress in achieving them; 

(b) Disclose that policy or a summary or it; and 

(c) Disclose as at the end of each reporting period: 
   (i) The measurable objectives for achieving gender diversity set by the board in accordance with the entity’s diversity policy and its progress towards achieving them; and 
   (ii) Either: 
      (A) The respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined “senior executive” for these purposes); or 
      (B) The entity’s “Gender Equality Indicators”, as defined in the Workplace Gender Equality Act 2012.

YES

(c) The Company has adopted a Diversity Policy

(i) The Diversity Policy provides a framework for the Company to achieve a list of measurable objectives that encompass gender equality.

(ii) The Diversity Policy provides for the monitoring and evaluation of the scope and currency of the Diversity Policy. The Company is responsible for implementing, monitoring and reporting on the measurable objectives.

(b) Information on the Company’s Diversity Policy is set out in the 2014 Annual Report.

(i) The measurable objectives set by the board are included in the Annual Report. In addition the board will review progress against the objectives in its annual performance assessment.

The Board includes in the Annual Report each year, the measurable objectives, progress against the objectives, and the proportion of male and female employees in the whole organisation, at senior management level and at Board Level.

---

**Recommendation 1.6**
A listed entity should:

YES

The Chairman is responsible for evaluating the performance of the Board, its committees and
## Recommendation 1.7

A listed entity should:

(a) Have and disclose a process for periodically evaluating the performance of its senior executives; and

(b) Disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

### YES

(a) The Remuneration Committee is responsible for evaluating the performance of senior executives. The Committee is to arrange an annual performance evaluation of the senior executives.

(b) The Remuneration Committee is required to disclose whether or not performance evaluations were conducted during the relevant reporting period. Details of the performance evaluations conducted will be provided in the Company’s Annual Report.

## Principle 2: Structure the board to add value

### Recommendation 2.1

The board of a listed entity should:

(a) Have a nomination committee which:

(i) Has at least three members, a majority of whom are independent directors; and

(ii) Is chaired by an independent director, and disclose:

(iii) The charter of the committee;

(iv) The members of the committee; and

(v) As at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) If it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.

### YES

A nomination committee has been established and the Company has a Remuneration and Nomination Committee Charter which is available on the Company’s website.

### Recommendation 2.2

A listed entity should have and disclose a board skill matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.

### YES

The Board reviews capabilities, technical skills and personal attributes of its directors. It will normally review the Board’s composition against those attributes and recommend any changes in Board composition that may be required. An essential component of this will be the time availability of Directors.
Recommendation 2.3  
A listed entity should disclose:  

(a) The names of the directors considered by the board to be independent directors;  
(b) If a director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (3rd Edition), but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and  
(c) The length of service of each director

| Recommendation 2.3 | YES | (a) Disclosure of the names of Directors, considered by the board to be independent, is provided in the Annual Report.  
(b) Directors’ interests, positions, associations and relationships are regularly assessed by the Board. Details of the Directors interests, positions associations and relationships are provided in the Annual Report.  
(c) The Board Charter provides for the determination of the Directors’ terms and requires the length of service of each Director to be disclosed. The length of service of each Director is provided in the Annual Report. |
<table>
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<tr>
<td>Recommendation 2.4</td>
<td>YES</td>
<td>The Board Charter requires that an appropriate balance between independent and non-independent directors is represented on the Board. Details of each Director’s independence are provided in the Annual Report.</td>
</tr>
<tr>
<td>Recommendation 2.5</td>
<td>NO, but to change</td>
<td>While the Chairman of the Company prior to 14 January 2015 was non-executive Ian Smith, the Managing Director Andrew Haythorpe is acting as Chairman. Post the Cirrus Acquisition, Andrew Milner will be the non-executive Chairman.</td>
</tr>
<tr>
<td>Recommendation 2.6</td>
<td>YES</td>
<td>A responsibility of the Board is to procure appropriate professional development opportunities for Directors. The Remuneration Committee is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.</td>
</tr>
</tbody>
</table>

Principle 3: Act ethically and responsibly

Recommendation 3.1  
A listed entity should:  

(a) Have a code of conduct for its directors, senior executives and employees; and  
(b) Disclose that code or a summary of it.

| Recommendation 3.1 | YES | (a) The Corporate Code of Conduct applies to the Company’s directors, senior executives and employees.  
(b) The Company’s Corporate Code of Conduct is available on the Company’s website. |

Principle 4: Safeguard integrity in financial reporting

Recommendation 4.1  
The board of a listed entity should:  

(a) Have an audit committee which:  
(i) Has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and  
(ii) Is chaired by an independent director, who is not the chair of the board, and disclose:  
(iii) The charter of the committee;  

| Recommendation 4.1 | YES | (a) The Audit and Risk Committee Charter states that:  
(i) The Audit and Risk Committee shall comprise the Company’s non-executive directors;  
(ii) The Audit and Risk Committee Charter is available on the Company website;  
(iii) The Audit and Risk Committee Charter requires the Committee in relation to the reporting period to disclose the number of times that |
(iv) The relevant qualifications and experience of the members of the committee; and
(v) In relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
(b) If it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

Recommendation 4.2
The board of a listed entity should, before it approves the entity’s financial statements for a financial period, receive from its CEO and CFO a declaration that the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

YES re CEO (MD). The Company does not have a CFO but uses an external firm of accountants

Before the Board approves the entity’s financial statements for a financial period, the CEO declares that in his opinion the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Recommendation 4.3
A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.

YES

The Audit and Risk Committee Charter provides that the Committee must ensure the Company’s external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.

Principle 5: Make timely and balanced disclosure

Recommendation 5.1
A listed entity should:
(a) Have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and
(b) Disclose that policy or a summary of it.

YES

(a) The Company has a Continuous Disclosure Policy.
(b) This Policy is available on the Company website.

Principle 6: Respect the rights of security holders

Recommendation 6.1
A listed entity should provide information about itself and its governance to investors via its website.

YES

Information about the Company and its governance is available in the Corporate Governance Statement which can be found on the Company’s website.

Recommendation 6.2
A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.

YES

The Company has a Shareholder communications strategy which aims to promote and facilitate effective two-way communication with investors through newsletters and the availability of the MD and the Company Secretary to respond directly to shareholder queries. The Strategy outlines a range of ways in which information is communicated to shareholders.

Recommendation 6.3

The Shareholder Communication Strategy states
A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders. **YES**

that as a part of the Company’s developing investor relations program, Shareholders can register via the Company website to receive email notifications of when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company’s website on which all information provided to the ASX is immediately posted.

Shareholders are encouraged to participate at all EGMs and AGMs of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material with that notice of meeting stating that all Shareholders are encouraged to participate at the meeting.

**Recommendation 6.4**
A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically. **YES**

Security holders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX.

Shareholders queries should be referred to the Company Secretary at first instance.

**Principle 7: Recognise and manage risk**

**Recommendation 7.1**
The board of a listed entity should:

(a) have a committee or committees to oversee risk, each of which:
  (i) has at least three members, a majority of whom are independent directors; and
  (ii) is chaired by an independent director, and disclose:
  (iii) the charter of the committee;
  (iv) the members of the committee; and
  (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity’s risk management framework. **YES**

The Board has adopted an Audit and Risk Committee Policy and a Financial Risk Management Policy. There is no other risk management committee and this role is undertaken by the Board, however, the overall basis for risk management is to provide recommendations about:

1. Assessing the internal processes for determining and managing key risk areas, particularly:
   - Non-compliance with laws, regulations, standards and best practice guidelines, including environmental and industrial relations laws;
   - Litigation and claims; and
   - Relevant business risks other than those that are dealt with by other specific Board Committees.
2. Ensuring that the Company has an effective risk management system and that major risks are reported at least annually to the Board.
3. Receiving from management reports on all suspected and actual frauds, thefts and breaches of laws.
4. Evaluating the process the Company has in place for assessing and continuously improving internal controls, particularly those related to areas of significant risk.
5. Assessing whether management has
controls in place for unusual types of transactions and/or any potential transactions that may carry more than an acceptable degree of risk.

6. Meeting periodically with key management, internal and external auditors and compliance staff to understand and discuss the Company’s control environment.

<table>
<thead>
<tr>
<th>Recommendation 7.2</th>
<th>The board or a committee of the board should:</th>
<th>YES</th>
<th>The Board meets on a regular basis to discuss the operating activities. As part of this all risks are considered including but not limited to strategic, operational, legal, reputation and financial risks. This is an on-going process rather than an annual formal review.</th>
</tr>
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<tbody>
<tr>
<td>(a) Review the entity’s risk management framework with management at least annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks the entity faces and to ensure that they remain within the risk appetite set by the board; and</td>
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<tr>
<td>(b) Disclose in relation to each reporting period, whether such a review has taken place.</td>
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</table>

<table>
<thead>
<tr>
<th>Recommendation 7.3</th>
<th>A listed entity should disclose:</th>
<th>NO</th>
<th>The Company does not have a formal internal audit function but reviews its risk management and internal control processes on a regular basis.</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) If it has an internal audit function, how the function is structured and what role it performs; or</td>
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<tr>
<td>(b) If it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</td>
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</table>

<table>
<thead>
<tr>
<th>Recommendation 7.4</th>
<th>A listed entity should disclose whether, and if so how, it has regard to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</th>
<th>YES</th>
<th>The Company is of the view that its operations do not create a material exposure to economic and social sustainability risks. With respect to past mining activities and the environment, the Company has complied with all rehabilitation requirements of the relevant legislation.</th>
</tr>
</thead>
</table>

**Principle 8: Remunerate fairly and responsibly**

<table>
<thead>
<tr>
<th>Recommendation 8.1</th>
<th>The board of a listed entity should:</th>
<th>YES</th>
<th>(a) The Remuneration and Nomination Committee Charter outlines the roles and responsibilities of that Committee and provides that the Committee comprises the full Board but excludes the relevant member of the Board when his or her performance is under review;</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) Have a remuneration committee which:</td>
<td></td>
<td>(b) The Remuneration and Nomination Committee Charter is available on the Company website.</td>
<td></td>
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<tr>
<td>(i) Has at least three members, a majority of whom are independent directors; and</td>
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<td>(c) The Remuneration Committee discloses the number of times that the Committee met throughout the period, and the individual attendances of the members at those Committee meetings. Details of the Committee meetings will be provided</td>
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<tr>
<td>(ii) Is chaired by an independent director, and disclose:</td>
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<tr>
<td>(iii) The charter of the committee;</td>
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<td></td>
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<tr>
<td>(iv) The members of the committee; and</td>
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<tr>
<td>(v) As at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</td>
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<tr>
<td>(b) If it does not have a remuneration committee,</td>
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</table>
disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

in the Company’s Annual Report.

<table>
<thead>
<tr>
<th>Recommendation 8.2</th>
<th>YES</th>
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<tbody>
<tr>
<td>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives and ensure that the different roles and responsibilities of non-executive directors compared to executive directors and other senior executives are reflected in the level and composition of their remuneration.</td>
<td>The Company provides disclosure of all Directors and executives remuneration in its annual report. Non-executive directors are remunerated at a fixed fee for time, commitment and responsibilities. Remuneration for non-executive directors is not linked to the performance of the Company. There are no documented agreements providing for termination or retirement benefits to non-executive directors. Long term performance incentives may include options granted at the discretion of the Board and subject to obtaining the relevant approvals. Executive directors and senior executives are offered a competitive level of base pay at market rates and are reviewed annually to ensure market competitiveness. Long term performance incentives may include performance and production bonus payments, shares and / or options granted at the discretion of the Board and subject to obtaining the relevant approvals.</td>
</tr>
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</table>

<table>
<thead>
<tr>
<th>Recommendation 8.3</th>
<th>Not applicable</th>
</tr>
</thead>
<tbody>
<tr>
<td>A listed entity which has an equity-based remuneration scheme should:</td>
<td>The Company does not have an equity based remuneration scheme which is affected by this recommendation although it has previously obtained shareholder approval to the issue of shares to directors in lieu of fees; and for the issue of bonus options</td>
</tr>
<tr>
<td>(a) Have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</td>
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<tr>
<td>(b) Disclose that policy or a summary of it.</td>
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9. FINANCIAL INFORMATION

9.1 Introduction

This Section sets out Historical Financial Information and Proforma Financial Information, the basis for preparation and presentation for which is set out below. The Directors are responsible for the inclusion of all Financial Information in the Prospectus. The Company’s auditor, HLB Mann Judd has prepared an Investigating Accountant’s Report in respect of the Historical and Proforma Financial Information. A copy of this Report is set out in Section 10 of the Prospectus.

The Financial Information has been prepared by the Company’s external accountants and adopted by the Directors of the Company. The Financial Information comprises the merged operations of the Company and Cirrus on the basis set out below.

9.2 Basis of Preparation

The Historical Financial Information and Proforma Financial Information has been prepared for illustrative purposes and has been prepared in accordance with the measurement and recognition criteria of Australian Accounting Standards and the significant accounting policies of the Company and Cirrus, on the assumption that the proposed acquisition occurred on 31 December 2014.

The accounting policies comply with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board. They also comply with International Financial Reporting Standards. The Historical and Proforma Financial Information is presented in an abbreviated form insofar as it does not include all the disclosures, statements, comparative information and notes required in an annual financial report prepared in accordance with Australian Accounting Standards and the Corporations Act 2001.

The Company’s consolidated financial statements for the 6 months ended 31 December 2014 have been reviewed by HLB Mann Judd, who have also reviewed the financial information of Cirrus as at 31 December 2014; and have had access to the third party audited financial statements of Cirrus for the year ended 30 June 2014. An unmodified review conclusion was issued by HLB Mann Judd for the Company in respect of the financial statements for the 6 months ended 31 December 2014.

The Historical Financial Information of the merged group provided in this Prospectus comprises a Proforma consolidated statement of financial position as at 31 December 2014, which is based upon:

(a) The Company’s auditor reviewed statement of financial position as at 31 December 2014;
(b) Cirrus’ auditor reviewed statement of financial position as at 31 December 2014,

(together, the Historical Financial Information); and

(c) Relevant Proforma adjustments required to present the merged group,

(together with the Historical Financial Information, the Proforma Financial Information).

The information in this Section is presented on a Proforma basis only, and as a result it is likely that this information will differ from the actual financial information for the merged group as at completion of the proposed acquisition.

9.3 Accounting under AASB 3 ‘Business Combinations’ to determine the acquirer

Australian Accounting Standards require that where two or more entities combine through an exchange of equity for the purposes of a business combination, one of the entities must be deemed to be the accounting acquirer (accounting parent).
The Company is the legal acquirer (legal parent) in respect of the proposed acquisition (Cirrus is the legal subsidiary) and the Company will issue Shares in the Company to effect the business combination. However, in accordance with Australian Accounting Standards, all relevant facts and circumstances must be considered to determine which entity has obtained control in the transaction and is therefore deemed to be the accounting acquirer (accounting parent).

The proposed acquisition is a business combination of a listed and non-listed entity. The Directors have considered the guidance set out in Australian Accounting Standard AASB 3 ‘Business Combinations’ and consequently, Cirrus was deemed to be the accounting acquirer (accounting parent). This accounting method is referred to as a ‘reverse acquisition’. The factors considered by the Directors in identifying the accounting acquirer included the relative voting rights after the business combination and the Board and management composition of the consolidated group.

The net assets of the Company reflect the assets and liabilities deemed to be acquired by Cirrus and are stated at their acquisition date fair values. The assets and liabilities of Cirrus as the accounting acquirer are maintained at their historical book values.

Any difference between the fair value of the consideration paid, and the fair value of the net tangible assets of the Company acquired, is initially recognised as goodwill on consolidation and then written off to profit or loss if not supported by the fair value of the intangible assets acquired.

The Company is the legal acquirer and will be the reporting entity of the merged group. The accounting policies of the merged group used in the compilation of the Proforma Financial Information are based on those of the Company. A summary of the significant accounting policies of the Company is disclosed in the audited financial statements of the Company for the year ended 30 June 2014, available on ASX’s website at www.asx.com.au.

Upon completion of the proposed acquisition, the business of the Company will have changed to that of the merged group resulting in the need to consider and/or adopt new accounting policies. Significant new accounting policies to be adopted by the merged group are outlined below.

No adjustments have been made in the Proforma Financial Information for any expected synergies or integration costs following the completion of the proposed acquisition. Nor have any adjustments been made in the Proforma Financial Information for any one-off or non-recurring costs, other than those set out in the Proforma adjustments.

9.4 New accounting policies of the merged group

1. Revenue and Other Income
Revenue is recognised when the amount of the revenue can be measured reliably, it is probable that economic benefits associated with the transaction will flow to the entity and specific criteria relating to the type of revenue as noted below, has been satisfied.

Revenue is measured at the fair value of the consideration received or receivable and is presented net of returns, discounts and rebates. All revenue is stated net of the amount of goods and services tax (GST).

2. Sale of goods
Revenue is recognised on transfer of goods to the customer as this is deemed to be the point in time when risks and rewards are transferred and there is no longer any ownership or effective control over the goods.

3. Interest Revenue
Interest is recognised using the effective interest method.
4. Rendering of Services
Revenue in relation to rendering of services is recognised depending on whether the outcome of the services can be measured reliably. If this is the case then the stage of completion of the services is used to determine the appropriate level of revenue to be recognised in the period.

If the outcome cannot be reliably measured then revenue is recognised to the extent of expenses recognised that are recoverable.

5. Trade and Other Receivables
Trade and other receivables include amounts due from customers for goods sold and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment.

6. Trade and Other Payables
Trade and other payables represent the liabilities for goods and services received by the Company that remain unpaid at the end of the reporting period. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

7. Borrowing Costs
Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset. All other borrowing costs are recognised in profit or loss in the period in which they occurred.

8. Fair Value of Assets and Liabilities
Some assets and liabilities are measured at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable Accounting Standard.

Fair value is the price the Company would receive to sell an asset or would have to pay to transfer a liability in an orderly (i.e. unforced) transaction between independent, knowledgeable and willing market participants at the measurement date. As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine it.

9. Intangible assets
Amortisation is based on the cost of an asset less its residual value. For intangible assets (other than goodwill), amortisation is recognized in profit or loss on a straight line basis over their estimated useful lives, from the date that they are available for use.

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

10. Property, Plant and Equipment
Each class of property, plant and equipment is measured using the cost or revaluation model. Where the cost model is used, the asset is carried at its cost less any accumulated depreciation and any impairment losses. Costs include purchase price, other directly attributable costs and the initial estimate of the costs of dismantling and restoring the asset, where applicable.

Assets measured under the revaluation model are carried at fair value at the revaluation date less any subsequent accumulated depreciation and impairment losses. Revaluations are performed whenever there is a material movement in the value of an asset under the revaluation model.

Plant and equipment are measured using the cost model.
9.5 Principles of Consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of the Company and the results of all subsidiaries from the date control was obtained. The Company controls another entity when the Company is exposed to, or has the rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is fully transferred. They are deconsolidated from the date control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated group are eliminated on consolidation.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest without a loss of control is accounted for as an equity transaction.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the financial statements. Losses incurred by the consolidated entity are attributed to the non controlling interests in full, even if that results in a deficit balance.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary, together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gains or loss in profit or loss.

Proforma Financial Information

This Section contains the Proforma Financial Information for the merged group, reflecting the combined business of the Company and Cirrus. The Proforma Financial Information is presented to provide Shareholders with an indication of the consolidated group’s consolidated financial position as if the proposed acquisition had been implemented as at 31 December 2014.

As the proposed acquisition, if implemented, will be effected at a future date, the actual financial position of the consolidated group post completion will differ from that presented below. References to notes in the table presented below refer to the notes explaining the Proforma adjustments set out below:
**UNAUDITED PROFORMA BALANCE SHEET**

<table>
<thead>
<tr>
<th>Notes</th>
<th>Actual</th>
<th>Proforma Group</th>
<th>Merged Liberty/ Cirrus</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>31 December 2014 (Reviewed) Liberty</td>
<td>31 December 2014 (Reviewed) Cirrus</td>
<td>$3 M Capital Raised</td>
</tr>
<tr>
<td></td>
<td>$</td>
<td>$</td>
<td>$</td>
</tr>
<tr>
<td><strong>CURRENT ASSETS</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash and cash equivalents</td>
<td>937,684</td>
<td>259,819</td>
<td>3,558,059</td>
</tr>
<tr>
<td>Trade and other receivables</td>
<td>67,180</td>
<td>3,991,046</td>
<td>4,058,226</td>
</tr>
<tr>
<td>Financial assets through fair value through profit and loss</td>
<td>7,969</td>
<td>-</td>
<td>3,125</td>
</tr>
<tr>
<td>Inventories</td>
<td>-</td>
<td>16,540</td>
<td>16,540</td>
</tr>
<tr>
<td>Other assets</td>
<td>-</td>
<td>9,832</td>
<td>9,832</td>
</tr>
<tr>
<td><strong>TOTAL CURRENT ASSETS</strong></td>
<td>1,012,833</td>
<td>4,277,237</td>
<td>7,645,782</td>
</tr>
<tr>
<td><strong>NON-CURRENT ASSETS</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other financial assets</td>
<td>50,000</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Property, plant and equipment</td>
<td>2,496</td>
<td>84,876</td>
<td>87,372</td>
</tr>
<tr>
<td>Deferred Tax Asset</td>
<td>-</td>
<td>35,520</td>
<td>35,520</td>
</tr>
<tr>
<td>Exploration assets</td>
<td>727,303</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>TOTAL NON-CURRENT ASSETS</strong></td>
<td>779,799</td>
<td>120,396</td>
<td>122,892</td>
</tr>
<tr>
<td><strong>TOTAL ASSETS</strong></td>
<td>1,792,632</td>
<td>4,397,633</td>
<td>7,768,674</td>
</tr>
<tr>
<td><strong>CURRENT LIABILITIES</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Trade and other payables</td>
<td>165,713</td>
<td>4,038,622</td>
<td>3,733,568</td>
</tr>
<tr>
<td>Current tax liabilities</td>
<td>-</td>
<td>48,780</td>
<td>48,780</td>
</tr>
<tr>
<td><strong>TOTAL CURRENT LIABILITIES</strong></td>
<td>165,713</td>
<td>4,087,402</td>
<td>3,782,348</td>
</tr>
<tr>
<td><strong>NON-CURRENT LIABILITIES</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Deferred Tax Liability</td>
<td>-</td>
<td>706</td>
<td>706</td>
</tr>
<tr>
<td><strong>TOTAL NON-CURRENT LIABILITIES</strong></td>
<td>-</td>
<td>706</td>
<td>706</td>
</tr>
<tr>
<td><strong>TOTAL LIABILITIES</strong></td>
<td>165,713</td>
<td>4,088,108</td>
<td>3,783,054</td>
</tr>
<tr>
<td><strong>NET ASSETS</strong></td>
<td>1,626,919</td>
<td>309,525</td>
<td>3,985,620</td>
</tr>
<tr>
<td><strong>EQUITY</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Issued capital</td>
<td>21,743,973</td>
<td>317,300</td>
<td>7,742,371</td>
</tr>
<tr>
<td>Reserve</td>
<td>1,453,517</td>
<td>-</td>
<td>262,391</td>
</tr>
<tr>
<td>Accumulated losses</td>
<td>(21,570,571)</td>
<td>(7,775)</td>
<td>(4,019,142)</td>
</tr>
<tr>
<td><strong>TOTAL EQUITY</strong></td>
<td>1,626,919</td>
<td>309,525</td>
<td>3,985,620</td>
</tr>
</tbody>
</table>
(a) Proforma adjustments

1) Acquisition of Cirrus Networks Pty Limited – The acquisition of Cirrus Networks Pty Limited by the issue of 573,800,000 ordinary shares (on a pre-share consolidation basis) in Liberty Resources Limited to Cirrus shareholders in accordance with the share sale agreement.

2) For accounting purposes, the acquirer has been identified as Cirrus Networks Pty Limited and the transaction has been accounted for as a reverse acquisition. Accordingly, the proforma group incorporates the assets and liabilities of Cirrus Networks Pty Limited and Liberty Resources Limited.

3) The directors believe that the proposed treatment of the acquisition is reasonable in the circumstances, however shareholders should note that for accounting purposes the value attributed to consideration paid used in the proforma group accounts will be dependent on a number of factors which will be determined by the Directors when the transaction is completed.

4) The exploration and evaluation assets of Liberty Resources Limited, which had a carrying value of $727,303, have been written down to a nil value in the proforma group accounts.

5) Pre acquisition, Liberty Resources will carry out a capital raising at 1.5 cents per share (on a pre-share consolidation basis) to raise either $3,000,000 or $5,000,000.

6) A pro forma adjustment has been made for the fair value of options issued post acquisition to advisors for costs in relation to managing the prospectus, being $262,391.

7) The existing directors’ loans of Cirrus Networks Pty Limited, totalling $228,767, have been repaid in full in the proforma group accounts.

8) 80 additional shares issued by Cirrus Networks Pty Limited subsequent to 31 December in lieu of payment of fees have been accounted for in full in the proforma group accounts and have reduced the trade payables balance accordingly. The additional shares have been issued at $2,400 per share, totalling $192,000.

9) A share consolidation on a 1 for 2 basis has been reflected in the proforma adjustments to issued capital.

10) Payment of the legal, accounting and other costs of the Acquisition and the Offer as set out in Section 12.8 of the Prospectus.

(b) Cash and cash equivalents

The movement in cash and cash equivalents as reflected in the proforma balance sheet at 31 December 2014 is shown as follows:

<table>
<thead>
<tr>
<th></th>
<th>$3 M Capital Raised</th>
<th>$5 M Capital Raised</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash and cash equivalents at 31 December 2014 - Actual</td>
<td>$1,197,503</td>
<td>$1,197,503</td>
</tr>
<tr>
<td>Proforma adjustments</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Net proceeds from prospectus</td>
<td>$2,806,500</td>
<td>$4,677,500</td>
</tr>
<tr>
<td>- Payment of Legal, Accounting and other costs of the prospectus</td>
<td>(217,177)</td>
<td>(227,318)</td>
</tr>
<tr>
<td>- Repayment of Existing Directors Loans</td>
<td>(228,767)</td>
<td>(228,767)</td>
</tr>
<tr>
<td></td>
<td>$3,558,059</td>
<td>$5,418,918</td>
</tr>
</tbody>
</table>

(c) Trade and other payables

The movement in trade and other payables as reflected in the proforma balance sheet at 31 December 2014 is shown as follows:

<table>
<thead>
<tr>
<th></th>
<th>$3 M Capital Raised</th>
<th>$5 M Capital Raised</th>
</tr>
</thead>
<tbody>
<tr>
<td>Trade and other payables at 31 December 2014 - Actual</td>
<td>$4,204,335</td>
<td>$4,204,335</td>
</tr>
<tr>
<td>Proforma adjustments</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Repayment of Existing Directors’ Loans</td>
<td>(228,767)</td>
<td>(228,767)</td>
</tr>
<tr>
<td>- Issue of shares in Cirrus in satisfaction of services rendered</td>
<td>(192,000)</td>
<td>(192,000)</td>
</tr>
<tr>
<td>- Elimination of option fee paid by Liberty</td>
<td>(50,000)</td>
<td>(50,000)</td>
</tr>
<tr>
<td></td>
<td>$3,733,568</td>
<td>$3,733,568</td>
</tr>
</tbody>
</table>
(d) Issued capital

The movement in issued capital as reflected in the proforma balance sheets as at 31 December 2014 is shown below:

<table>
<thead>
<tr>
<th>Note</th>
<th>3 M Capital Raised NO.</th>
<th>5 M Capital Raised NO.</th>
<th>Merged Liberty/ Cirrus 3 M Capital Raised $</th>
<th>5 M Capital Raised $</th>
</tr>
</thead>
<tbody>
<tr>
<td>Opening: Cirrus 31 December 2014</td>
<td>632</td>
<td>632</td>
<td>317,300</td>
<td>317,300</td>
</tr>
<tr>
<td>- Issued to creditors for services rendered</td>
<td>80</td>
<td>80</td>
<td>192,000</td>
<td>192,000</td>
</tr>
<tr>
<td>- Eliminate existing shares of Cirrus</td>
<td>(712)</td>
<td>(712)</td>
<td>(21,743,973)</td>
<td>(21,743,973)</td>
</tr>
<tr>
<td>- Shares issued as part of reverse</td>
<td>287,449,326</td>
<td>287,449,326</td>
<td>21,743,973</td>
<td>21,743,973</td>
</tr>
<tr>
<td>acquisition</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Shares issued to advisors for</td>
<td>573,800,000</td>
<td>573,800,000</td>
<td>4,003,771</td>
<td>3,992,126</td>
</tr>
<tr>
<td>managing the prospectus</td>
<td>(2)</td>
<td>(2)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Effect of 1 for 2 share consolidation</td>
<td>30,200,000</td>
<td>30,200,000</td>
<td>422,800</td>
<td>422,800</td>
</tr>
<tr>
<td>- Issued pursuant to prospectus</td>
<td>(445,724,663)</td>
<td>(445,724,663)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Share issue costs</td>
<td>100,000,000</td>
<td>166,666,667</td>
<td>3,000,000</td>
<td>5,000,000</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>(193,500)</td>
<td>(322,500)</td>
</tr>
<tr>
<td></td>
<td>545,724,663</td>
<td>612,391,330</td>
<td>7,742,371</td>
<td>9,601,726</td>
</tr>
</tbody>
</table>

1) Liberty issued capital – As at 31 December 2014, Liberty had on issue 287,449,326 fully paid ordinary shares.
2) Cirrus – Liberty is to acquire Cirrus in exchange for the issue of 573,800,000 ordinary shares. The acquisition has been accounted for as a reverse acquisition.
3) Liberty is to issue 30,200,000 shares to advisors for managing the prospectus. The value of these shares has been accounted for in accordance with AASB 2 Share-based Payment.

(e) Reserves

The movement in reserves as reflected in the proforma balance sheet at 31 December 2014 is shown as follows:

<table>
<thead>
<tr>
<th>$3 M Capital Raised</th>
<th>$5 M Capital Raised</th>
</tr>
</thead>
<tbody>
<tr>
<td>$1,453,517</td>
<td>$1,453,517</td>
</tr>
</tbody>
</table>

Proforma adjustments
- Elimination of existing Reserves of Liberty upon reverse acquisition accounting $(1,453,517) $(1,453,517)
- Share based payments – options to advisors 262,391 262,391

262,391 262,391
(f) Accumulated losses

<table>
<thead>
<tr>
<th>Proforma adjustments</th>
<th>$3 M Capital Raised</th>
<th>$5 M Capital Raised</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cirrus accumulated losses at 31 December 2014- Actual</td>
<td>(7,775)</td>
<td>(7,775)</td>
</tr>
<tr>
<td>- Goodwill written off as part of reverse acquisition accounting</td>
<td>(3,108,999)</td>
<td>(3,097,354)</td>
</tr>
<tr>
<td>- Costs of prospectus</td>
<td>(217,177)</td>
<td>(227,318)</td>
</tr>
<tr>
<td>- Share issues to advisors</td>
<td>(422,800)</td>
<td>(422,800)</td>
</tr>
<tr>
<td>- Share based payments – options to advisors</td>
<td>(262,391)</td>
<td>(262,391)</td>
</tr>
<tr>
<td></td>
<td>(4,019,142)</td>
<td>(4,017,638)</td>
</tr>
</tbody>
</table>

Reverse acquisition accounting – The proposed acquisition has been accounted for as a "reverse acquisition" under AASB 3. Accordingly, the assets and liabilities of the legal parent, Liberty Resources have been measured at their acquisition date values (acquisition date is deemed to be 31 December 2014 for the Proforma Financial Information) in accordance with AASB 3. There will be no goodwill or premium in the balance sheet, as this will now be reflected through the profit and loss. Additionally, as Liberty intends to sell or relinquish its mining tenements, these have been written down to nil value and included in the goodwill written off as part of the reverse acquisition accounting. Tenement Bonds would also be returned.
13 May 2015

The Board of Directors
Liberty Resources Limited
255 Hay Street
SUBIACO WA 6008

Dear Sirs

INVESTIGATING ACCOUNTANT’S REPORT - LIBERTY RESOURCES LIMITED (TO BE RENAMED CIRRUS NETWORKS HOLDINGS LIMITED)

INTRODUCTION

We have been engaged by Liberty Resources Limited (to be renamed Cirrus Networks Holdings Limited) (the “Company”) to report on the historical financial information and proforma financial information of the Company as at 31 December 2014 for inclusion in the Prospectus dated on or about 14 May 2015 in connection with the proposed offer of 100,000,000 shares in the Company at an issue price of $0.03, raising $3,000,000 (the “Offer”) to be undertaken in connection with the acquisition of all of the securities in Cirrus Networks Pty Ltd (“Cirrus”) (the “Acquisition”), with a potential to accept over subscriptions up to $2,000,000 (before costs of the Offer).

Expressions and terms defined in the Prospectus have the same meaning in this report.

STRUCTURE OF REPORT

This Report has been divided into the following sections:

1. Scope of the Report
2. Directors responsibility
3. Our responsibility
4. Conclusions
5. Statements

1. SCOPE OF THE REPORT

1.1 Historical Financial Information

You have requested HLB Mann Judd to review the historical financial information of the Company and Cirrus as included in Section 9 of the Prospectus.
The historical financial information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in the Australian Accounting Standards and the Company’s and Cirrus’ adopted accounting policies. The historical financial information has been extracted from the consolidated financial report of the Company and the financial report of Cirrus for the half-year ended 31 December 2014, which were reviewed by HLB Mann Judd in accordance with the Australian Standards on Review Engagements 2410 and 2400 respectively. HLB Mann Judd issued unmodified review conclusions on the financial statements. The historical financial information is presented in the Prospectus in abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act 2001.

1.2 Pro Forma Financial Information

You have requested HLB Mann Judd to review the consolidated proforma financial information of the Company included in the Prospectus.

The proforma financial information has been derived from the consolidated historical financial information of the Company and the financial information of Cirrus, after adjusting for the effects of proforma adjustments described in section 9 of the Prospectus. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards and the Company’s and Cirrus’ adopted accounting policies applied to the historical financial information and the events or transactions to which the proforma adjustments relate, as described in section 9.5(a) of the Prospectus, as if those events or transactions had occurred as at the date of the historical financial information. Due to its nature, the proforma financial information does not represent the Company’s actual or prospective financial position.

2. DIRECTORS’ RESPONSIBILITY

The directors of the Company are responsible for the preparation of the Company’s historical financial information and proforma financial information, including its basis of preparation and the selection and determination of proforma adjustments made to the historical financial information to determine proforma financial information. This includes responsibility for its compliance with applicable laws and regulations and for such internal controls as the directors determine are necessary to enable the preparation of historical financial information and proforma financial information that are free from material misstatement.

3. OUR RESPONSIBILITY

Our responsibility is to express a limited assurance conclusion on the financial information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3420 Assurance Engagements to Report on the Compilation of Pro Forma Financial Information included in a prospectus or other Document.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit report or review report on any financial information used as a source of the financial information.
4. **Conclusions**

4.1 **Historical financial information**

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the historical financial information of the Company and Cirrus, as described in section 9 of the Prospectus, being:

- the consolidated Statement of Financial Position of the Company as at 31 December 2014; and
- the Statement of Financial Position of Cirrus as at 31 December 2014

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in section 9 of the Prospectus being the recognition and measurement principles contained in Australian Accounting Standards and the Company’s and Cirrus’ adopted accounting policies.

4.2 **Proforma financial information**

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the pro forma financial information of the Company as described in section 9 of the Prospectus, being:

- the proforma consolidated Statement of Financial Position of the Company as at 31 December 2014

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in section 9 of the Prospectus being the recognition and measurement principles contained in Australian Accounting Standards and the Company’s adopted accounting policies applied to the historical financial information and the events or transactions to which the proforma adjustments relate, as described in section 9.5(a) of the Prospectus, as if those events or transactions had occurred as at the date of the historical financial information.

5. **Statements**

5.1 **Restrictions on Use**

Without modifying our conclusions, we draw attention to section 9 of the Prospectus, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

5.2 **Consent**

HLB Mann Judd has consented to the inclusion of this assurance report in the public document in the form and context in which it is included.

5.3 **Liability**

The liability of HLB Mann Judd is limited to the inclusion of this report in the Prospectus. HLB Mann Judd makes no representation regarding, and has no liability for, any other statements or other material in, or omissions from the Prospectus.

This Report does not address the rights attaching to the shares to be issued in accordance with the Offer, nor the risks associated with accepting the Offer. HLB Mann Judd has not been requested to consider the prospects for the Company, nor the merits and risks associated with becoming a shareholder, and accordingly has not done so, nor purports to do so.

HLB Mann Judd has not made and will not make any recommendation, through the issue of this report, to potential investors of the Company, as to the merits of the Offer and takes no
responsibility for any matter or omission in the Prospectus other than the responsibility for this report.

5.4 Independence and Disclosure of Interest

HLB Mann Judd are the appointed statutory auditors of Liberty Resources Limited and were engaged to complete the review of Cirrus solely for the purposes of preparing this report. HLB Mann Judd does not have any interest in the outcome of this transaction other than the preparation of this report for which normal professional fees will be received.

Yours faithfully

HLB MANN JUDD

[Signature]

W M CLARK
Partner
11. MATERIAL CONTRACTS

11.1 Cirrus Acquisition Agreement

In accordance with the terms of the Agreement, the Company will acquire 100% of the issued shares in Cirrus, conditional upon Completion occurring in accordance with the Agreement, on the following terms:

(a) **Consideration**

The consideration to be paid for the Cirrus Acquisition is as follows:

1. Subject to paragraph 2 below, the Cirrus Vendors initially being issued that number of Liberty shares that equates to 52.6%* of Liberty’s then issued capital (“Initial Shares”);
2. The number of Initial Shares being conditional on Liberty having net tangible assets of $3,000,000 (deducting the costs of the capital raising and any mining assets of Liberty (whether held directly or indirectly)) at completion, but with the 52.6% shareholding to reduce proportionally in the event that Liberty has a greater cash balance at that time; and
3. The issue of further shares to Cirrus shareholders upon the meeting of certain milestones, namely:
   a. If Cirrus achieves AUD$12,000,000 in actual gross revenue with a minimum Gross Profit of 10% within a period of 2 years from Completion (“Milestone 1”), then 50,000,000 ordinary shares in Liberty;
   b. If Cirrus achieves AUD$2,000,000 in EBIT during any rolling period of 12 months within a period of 3 financial years from Completion (“Milestone 2”), then 25,000,000 ordinary shares in Liberty; and
   c. If Cirrus achieves AUD$4,000,000 in EBIT during any rolling period of 12 months within a period of 3 financial years from Completion (“Milestone 3”), then 17,500,000 ordinary shares in Liberty.

* Note: This figure ignores the effects of any rounding that may occur as a result of the Consolidation.

In the event that the Initial Shares do not equate to the agreed percentage of 52.6% at Settlement (for example, if existing options are exercised or further shares are issued in the meantime), then approval will be sought post Settlement to the issue to the Cirrus Vendors for nil consideration of that number of shares that will take their percentage to 52.6%, but only subject to the further approval of Shareholders to be sought at that time. If this occurs, no Cirrus Vendor will be able to vote on the issue of shares to themselves (“Top-up Shares”).

(b) **Conditions Precedent**

The principal conditions precedents to completion of the Cirrus Acquisition relate to:

1. The purchase by the Company of all of the issued capital of Cirrus, including the resultant change to the nature and/or scale of the Company’s activities for the purpose of ASX Listing Rule 11.1.2;
2. The issue to the Cirrus Vendors of the Initial Shares and the Deferred Consideration Shares for the purposes of ASX Listing Rule 7.1 (and section 611 (item 7) of the Corporations Act in relation to the shares to be issued to Cirrus founder, Frank Richmond);
3. The change of name of the Company;
4. The disposal of the Company’s remaining mining assets;
5. The undertaking of a consolidation of the Company’s share capital in a ratio to be determined by the Company, but not inconsistent with the ASX Listing Rules; and
6. The issue of shares in the Company under a capital raising in an amount sufficient for the Company to re-comply with Chapters 1 and 2 of the ASX Listing Rules;
7. The Company preparing a prospectus for that capital raising sufficient to enable it to be reinstated to quotation on ASX, lodging the prospectus with the ASIC and receiving sufficient applications to meet the minimum subscription under the prospectus of not less than AUD$3,000,000 (net of costs of the capital raising and re-compliance); and

8. The Company receiving a letter from ASX confirming that it will re-instate it to trading on ASX following compliance with Chapters 1 and 2 of the ASX Listing Rules, with the terms of the letter acceptable to the Company.

(c) Capital Raising

The Company will conduct a capital raising in order to fund the Acquisition and to re-comply with Chapters 1 and 2 of the ASX Listing Rules. The minimum amount that is proposed to be raised under the Prospectus is $3,000,000 (before costs) (Minimum Subscription) at an issue price of $0.03. The Company may accept oversubscriptions to raise up to a total of $5,000,000. The Capital Raising is the subject of the Offer under this Prospectus.

(d) New Board of Directors

In accordance with the terms of the Agreement, on completion, each of the existing Directors of Liberty will resign from their current positions with the Company (other than Non-Executive Director Patrick Glovac who will remain on the Board post-Completion) and the Company will appoint in their place the following Cirrus nominees to the Board:

- Frank Richmond – Managing Director;
- Andrew Milner – Non-Executive Chairman;
- Matthew Sullivan – Non-Executive Director; and
- Daniel Rohr – Non-Executive Director.

(e) Change of Name

As a result of the Acquisition, the Company proposes to change its name to “Cirrus Networks Holdings Limited” and is seeking shareholder approval to that change. The name has been reserved with ASIC.

11.2 Employment Agreement with Frank Richmond

Cirrus entered into an Employment Agreement with Frank Richmond on 1 March 2013 pursuant to which Mr Richmond has been serving Cirrus as its “Business Development Director”.

Following completion of the Acquisition, Cirrus will be a 100% subsidiary of the Company, and Mr Richmond will become its Managing Director, but on the same terms as his existing agreement (other than to his title and with an increase to his salary to reflect the additional responsibility of managing an ASX listed entity).

The material terms of this agreement are as follows:

i. It commenced on 1 April 2013 and is terminable pursuant to the terms of the National Employment Standards (Fair Work Act);

ii. Cirrus pays Mr Richmond an annualized salary of $220,000 (an increase of $25,000 per annum) (exclusive of superannuation and with the salary increase referred to above), which is payable in accordance with the then current payroll practices and which will be reviewed annually;

iii. Mr Richmond’s agreement also provides for the possibility of the payment of a bonus, which for the current financial year is on target to be in the vicinity of $100,000, which could take his annualised earnings to $320,000;

iv. The bonus is payable half as to Cirrus earnings, the other half as to Cirrus gross profit;
v. Subject to proof, Cirrus will reimburse Mr Richmond for all reasonable expenses incurred in the performance of his duties;

vi. Termination under the agreement is stated to be by the giving of notice in accordance with the National Employment Standards (Fair Work Act); and

vii. It contains confidentiality provisions for the protection of Cirrus information; as well as restraints of trade imposed on Mr Richmond related to activities and geographic areas, which Cirrus is capable of protecting by court order.

11.3 Employment Agreement with Grahame Gilson

Cirrus entered into an Employment Agreement with Grahame Gilson on 31 July 2013 pursuant to which Mr Gilson has been serving Cirrus as its “General Manager Sales”.

Following completion of the Acquisition, Cirrus will be a 100% subsidiary of the Company, and Mr Gilson will continue his employment on the same terms as the existing agreement. Mr Gilson will not be a director of the Company.

The material terms of this agreement are as follows:

i. It commenced on 1 August 2013 and is terminable pursuant to the terms of the National Employment Standards (Fair Work Act);

ii. Cirrus pays Mr Gilson an annualized salary of $175,000 (exclusive of superannuation), which is payable in accordance with the then current payroll practices and which will be reviewed annually;

iii. Mr Gilson’s agreement also provides for the possibility of the payment of a bonus, which for the current financial year is on target to be in the vicinity of $125,000, taking his annualised earnings to $300,000;

iv. The bonus is payable half as to Cirrus earnings, the other half as to commission on sales;

v. Subject to proof, Cirrus will reimburse Mr Gilson for all reasonable expenses incurred in the performance of his duties;

vi. Termination under the agreement is stated to be by the giving of notice in accordance with the National Employment Standards (Fair Work Act); and

vii. It contains confidentiality provisions for the protection of Cirrus information; as well as restraints of trade imposed on Mr Gilson related to activities and geographic areas, which Cirrus is capable of protecting by court order.

11.4 Employment Agreement with Mark Oliver

Mr Oliver is a member of the key personnel of Cirrus (see Section 7.2(j) of this Prospectus). Cirrus entered into an Employment Agreement with Mark Oliver on 1 March 2013 pursuant to which Mr Oliver has been serving Cirrus as “Director–Pre-Sales”.

Following completion of the Acquisition, Cirrus will be a 100% subsidiary of the Company, and Mr Oliver will continue his employment on the same terms as the existing agreement (save as to his title which will change to “Pre-Sales Manager”). Mr Oliver will not be a director of the Company.

The material terms of this agreement are as follows:

i. It commenced on 1 March 2013 and is terminable pursuant to the terms of the National Employment Standards (Fair Work Act);

ii. Cirrus pays Mr Oliver an annualized salary of $210,000 total per annum split as to $150,000 base salary and $60,000 performance related commission (on an agreed commission plan) (exclusive of superannuation), which is payable in accordance with the then current payroll practices and which will be reviewed annually;

iii. Subject to proof, Cirrus will reimburse Mr Oliver for all reasonable expenses incurred in the performance of his duties;
iv. Termination under the agreement is stated to be by the giving of notice in accordance with the National Employment Standards (Fair Work Act); and

v. It contains confidentiality provisions for the protection of Cirrus information; as well as restraints of trade imposed on Mr Oliver related to activities and geographic areas, which Cirrus is capable of protecting by court order.

11.5 Consultancy Agreement with Daniel Rohr

Cirrus has entered into an agreement with proposed Director Daniel Rohr relating to the provision by him to Cirrus of his current consultancy services related to the Cirrus Acquisition.

While the agreement will cease upon Completion, Mr Rohr will receive the last payment due to him under that Agreement after he has become a Director of the Company.

The material terms of this agreement are as follows:

i. Mr Rohr was issued 4 shares in Cirrus upon signing the agreement (these are to be acquired by the Company as part of the Acquisition);

ii. If the Minimum Subscription is raised, Mr Rohr will receive $50,000;

iii. If more than Minimum Subscription is received, Mr Rohr will receive an additional payment calculated on the basis of 2.5% of the difference between what is raised and Minimum Subscription; and

iv. If less than Minimum Subscription is raised, Mr Rohr will receive $37,500, payable by Cirrus.

11.6 Consultancy Agreement with Matthew Sullivan

Cirrus has entered into an agreement with proposed Director Matthew Sullivan relating to the provision by him to the Company of possible future consultancy services related to the Cirrus Business.

The material terms of this agreement are as follows:

i. Mr Sullivan will report to the Board on the specific services he has been requested to undertake;

ii. These services relate to the provision of expertise in the field of business development;

iii. The engagement is ongoing, with no set minimum or maximum hours;

iv. Mr Sullivan will be paid an hourly rate of $125 (plus GST);

v. The engagement is terminable at any time, with no period of notice.

11.7 Consultancy Agreement with GTT Ventures Pty Ltd – to be terminated

The Company entered into a Consultancy Agreement with GTT Ventures Pty Ltd (ACN 601 029 636) ("GTT"), a company of which Directors Patrick Glovac and Charles Thomas are directors and have a relevant interest in has, relating to the provision by GTT to the Company of services related to the potential acquisition or investment in by the Company of a new business, effective from 1 August 2014.

A monthly fee of $16,500 (plus GST) is payable to GTT for the provision of these services, with the Agreement terminable by the giving by the Company of one months notice to GTT.

The parties have agreed that this Agreement will be terminated effective on Completion.

11.8 Employment Agreement with Andrew Haythorpe – to be terminated

Mr Haythorpe has been engaged as Managing Director of the Company under an Employment Agreement appointing him in that role effective from 25 August 2008 (as extended and varied).
The parties have agreed that this Agreement will be terminated effective on Completion, with Mr Haythorpe receiving a termination payment under the terms of the Agreement of $200,000 (+GST) at that time in full and final settlement of all amounts owed to him under that Agreement, in addition to reimbursement of any properly incurred expenses as at that date.

11.9 Master Service Agreements

Cirrus has in place varying forms of “Master Service” and “Statement of Works” Agreements with its clients. In some cases, they are in the form of Cirrus’ standard document, in other cases, the form of the document is that of the client.

Under a Master Services Agreement, the broad framework of terms governing the relationship between Cirrus and that client and their potential future transactions are set out, so that purchase orders and requests for the provision of specific services can be negotiated, agreed and implemented quickly, through the Statement of Works.

So, therefore, typically the Master Service Agreement specifies generic terms such as those related to payment, product warranties, intellectual property ownership, dispute resolution, agreed personnel etc; and each component part of the project the subject of the Master Service Agreement is negotiated in the Statement of Works, which becomes an addendum to the Master Service Agreement.

11.10 Sales of Subsidiaries

The Company has entered into 2 separate sales agreements related to the sale of the Company’s wholly owned subsidiaries that hold the Company’s remaining mining interests. Approval to both of these transactions is being sought from Shareholders at the Meeting and further information is contained in the Notice for the Meeting, a copy of which can be accessed through the ASX website or obtained from the Company free of charge.

Urea Corp of Australia Pty Ltd (Urea Corp)/Boab Energy Pty Ltd (Boab) – Queensland Tenements

Subject to Shareholder approval, the Company proposes to sell to Ngai Shing Trading Ltd (a company incorporated in the British Virgin Islands, registration number 636008) (“NSTL”) all of the Company’s shares in wholly owned subsidiaries Urea Corp and Boab. These 2 subsidiaries hold the Company’s remaining Queensland mining tenements (the UCB Assets).

The sale to NSTL is conditional on Completion of the Cirrus Acquisition and is on the following terms:

i. One thousand dollars ($1000) to be paid by NSTL to the Company;

ii. Ten thousand dollars ($10,000) to be paid by NSTL to the Company by way of reimbursement to the Company of the bond the Company was required to lodge with the Queensland Department of Natural Resources and Mines;

iii. In the event that NSTL raises new capital in whatsoever form either directly or indirectly to develop or advance any of the UCB Assets, then NSTL shall pay to the Company one hundred thousand dollars ($100,000) of that capital, as the publically stated first payment obligation of all such funds, which sum shall be paid to the Company within 7 days of the successful completion of the said capital raising by NSTL, as directed by the Company;

iv. In the event that NSTL on sells any of the UCB Assets and/or Urea Corp or Boab then the proceeds received by NSTL up to one hundred thousand dollars ($100,000) shall be payable to the Company by NSTL as a first priority, which sum shall be paid to the Company within 7 days of receipt by NSTL;

v. In the event that that NSTL lists an entity on the ASX which entity holds any of the UCB Assets, then each of the Company’s shareholders on the share register on 9 January 2015 will be offered no less than 40% of the listed entity on a pro-rata basis to the shares held in the Company, at the relevant prospectus price; and
vi. NSTL has agreed to purchase Urea Corp and Boab on the basis that the UCB Assets are being sold on an "as is, how is" basis, and has acknowledged that all tenements are liable for rent, expenditure commitments and reporting requirements under the Queensland Mineral Resources Act of 1989.

Notwithstanding the reference in paragraph (v) above to listing an “entity on ASX”, NSTL has advised the Company that it does not have any present intention or plans in that regard.

Rhodes Resources Pty Ltd (Rhodes) – Western Australian Tenement Application – Related Party Transaction

If Shareholders approve, the Company proposes to sell to Ouro Pty Ltd (Ouro) all of the Company’s shares in wholly owned subsidiary Rhodes. This subsidiary holds Western Australian Tenement Application E66/89, which is prospective for graphite (Tenement). Ouro is associated with current Managing Director Andrew Haythorpe, and he is its sole director and holds a beneficial interest in its shares.

The sale to Ouro is conditional on Completion of the Cirrus Acquisition and is on the following terms:

i. One thousand dollars ($1000) to be paid to the Company by Ouro;

ii. In the event that the Tenement is sold by Rhodes (post the acquisition by Ouro of Rhodes), then the sum that is less than 10% of the relevant sale proceeds or $500,000 shall be payable to the Company, which sum shall be paid to the Company within 14 days of receipt;

iii. In the event that Rhodes lists on ASX with the Tenement (initial public offering or “backdoor” listing), then each Liberty shareholder on the share register on the date of the Completion of the Cirrus Acquisition will be offered a first right to invest in Rhodes on a pro-rata basis to the Liberty shares held, at the relevant prospectus price;

iv. Clauses 2 and 3 terminate within 24 months of Completion and all future obligations between the parties cease at that time;

v. Ouro will ensure that the Tenement will be maintained in good standing for a minimum period of 6 months post the date of its grant; and

vi. All reasonable measures will be used by Ouro to assess the potential of the Tenement;

vii. For the period from 10 February 2015 until Completion, Liberty shall meet such expenditure on the Tenement as directed by the Liberty Board up to a maximum amount of $20,000; and

viii. Ouro has agreed to purchase Rhodes on an "as is, how is" basis, and has acknowledged that once granted, all tenements are liable for rent, expenditure commitments and reporting requirements under the Western Australian Mines Act of 1978.

Notwithstanding the reference in paragraph (iii) above to listing an “entity on ASX”, Ouro has advised the Company that it does not have any present intention or plans in that regard.

11.11 Introductory and Advisory Services and Prospectus Management – GTT Ventures Pty Ltd

The Company has entered into an agreement with GTT Ventures Pty Ltd (ACN 601 029 636) (“GTT”), a company of which Directors Patrick Glovac and Charles Thomas are directors and have a relevant interest in, whereby it (and/or its nominee/s) will be issued 15,100,000 post-Consolidation fully paid ordinary shares; as well as 27,500,000 options; and be paid the sum of $50,000 (“Sum”).

These securities and the Sum are in consideration for the provision of facilitation, introductory and advisory services to the Company in relation to the Offer, which services are in addition to Mr Glovac’s and Mr Thomas’ services to the Company as Directors. The Sum is specifically for GTT being the managers of the Prospectus, and being named as such in the Prospectus. The shares to be issued will be subject to escrow restrictions as determined by ASX.

The full terms and conditions of the options to be issued are set out below. Half of the options have an exercise price of 4.5 cents and expire on 31 May 2017; the other half have an exercise price of 6 cents
and expire on 31 May 2019. Application will not be made to list the options on ASX, although if they are exercised, then the shares issued as a consequence will be listed on ASX.

The ability of the Company to issue the securities referred to above is dependent on shareholder approval at the Meeting; and their issue and the payment of the Sum are all subject to the condition precedent of Completion, as indicated by the receipt by the Company of a letter from ASX indication that the Company meets all re-admission requirements.

At the date of this Notice, GTT does not hold any shares in the Company, although it does hold 4,000,000 options exercisable at 4 cents before 31 December 2019, which were issued under approvals obtained at the Company's 2014 AGM, as nominee of Directors Patrick Glovac and Charles Thomas.

**GTT Option Terms - 4.5 cent option series:**

The Options granted will entitle the holder to subscribe for and be issued Shares as follows:

(a) Each Option shall entitle the option holder, when exercised, to one Share.
(b) The Options are exercisable wholly or in part by 5.00 pm (WST) on 31 May 2017 (“Expiry Date”). Options not exercised on that date shall lapse.
(c) Each Option may be exercised by notice in writing to the Company, together with the payment for the number of Shares in respect of which the Options are exercised, at any time until the Expiry Date (“Exercise Period”).
(d) Any notice of exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option on the date that the Company receives the relevant aggregate amount of the exercise price in cleared funds.
(e) The Option exercise price is $0.045 per Option.
(f) An Option does not confer the right to a change in exercise price or a change in the number of the underlying Shares over which the Option can be exercised.
(g) Shares issued upon exercise of the Options will be issued following receipt of all the relevant documents and payments and will rank equally in all respects with the then issued Shares.
(h) The Company will not apply for quotation on ASX of the Options, but will apply for quotation on ASX of all Shares issued upon exercise of the Options.
(i) Subject to the Corporations Act, the Constitution and the Listing Rules, the Options are freely transferable.
(j) There are no participating rights or entitlements inherent in the Options and Option holders will not be entitled to participate in issues of securities offered to Shareholders during the currency of the Options. However, if the issue of securities is during the Exercise Period, the Company will ensure that for the purposes of determining Entitlements to any such Issue, the record date will be at least 6 Business Days after the Issue is announced so as to give Option holders the opportunity to exercise their Options before the date for determining Entitlements to participate in any Issue.
(k) If at any time the issued capital of the Company is reorganised, the rights of an Option holder are to be changed to the extent necessary to comply with the Listing Rules applying.

The **6 cent options series** have identical terms SAVE THAT:

- The expiry date referred to in clause (b) is 31 May 2019; and
- The exercise price referred to in clause (e) is $0.06.

### 11.12 Subiaco Capital Pty Ltd – Success Fee

On 12 September 2014, the Company entered into an agreement with Subiaco Capital Pty Ltd (“SCPL”) whereby it agreed to pay to SCPL the sum of $25,000 in consideration of the introduction of Cirrus to the Company and its general assistance with the acquisition of all the issued shares in it, subject to the condition precedent of full Completion.
The controllers of SCPL are related parties of Cirrus Vendors Red Marlin Pty Ltd ATF The Red Marlin Trust; Reid Machine Pty Ltd ATF The Reid Machine Trust; Taka Custodians Pty Ltd ATF The Taka Trust; BBD Custodians Pty Ltd ATF The BBD Trust, by virtue of being directors of and shareholders in (directly and through interposed entities) those Vendors.

11.13 **Other Contracts - Directors Indemnity Deeds**

As referred to in Section 4.21, the Company has entered into a deed of indemnity, insurance and access with the proposed Directors. Under these deeds, the Company will agree to indemnify each officer to the extent permitted by the Corporations Act against any liability arising as a result of the officer acting as an officer of the Company. The Company is also required to maintain insurance policies for the benefit of the relevant officer and must also allow the officers to inspect Board papers in certain circumstances. The Company already has those forms of insurance policies in place.
12. ADDITIONAL INFORMATION

12.1 Litigation

As at the date of this Prospectus, the Directors are not aware of any material legal proceedings pending or threatened against the Company.

12.2 Rights attaching to Shares

The Shares issued under this Prospectus will be fully paid ordinary shares in the capital of the Company and will rank equally with the existing Shares.

The following is a broad summary (though not necessarily an exhaustive or definitive statement) of the rights and liabilities attaching to the Shares. Full details of the rights and liabilities attaching to the Shares are contained in the Constitution of the Company and in certain circumstances, are regulated by the Corporations Act, the ASX Listing Rules, the ASX Settlement Operating Rules and the common law. The Company’s Constitution will be provided free of charge upon request to the Company Secretary.

(a) Share Capital

All issued ordinary fully paid shares rank equally in all respects.

(b) Voting Rights

At a general meeting of the Company, every holder of Shares present in person, by an attorney, representative or proxy has one vote on a show of hands and on a poll, one vote for each Share held, and for every contributing Share held, a fraction of a vote equal to the proportion which the amount paid up bears to the total issue price of the contributing Share.

(c) Dividend Rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend (at present there are none), all dividends as declared by the Directors shall be payable on all shares in proportion to the amount of capital for the time being paid up or credited as paid up in respect of the shares, unless it was a term of issue of the shares that they would carry full dividend rights and the shares were issued on a pro-rata basis to Shareholders.

(d) Rights on Winding-Up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company and may for that purpose set such value as the liquidator fixes upon any property to be so decided and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks appropriate, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

(e) Transfer of Shares

Shares in the Company may be transferred by instrument in any form which complies with the Company’s Constitution, the Corporations Act, the ASX Listing Rules and ASX Settlement Operating Rules.
Shares may be transferred by such means in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules. The Directors may refuse to register a transfer of Shares only in those circumstances permitted by the Company’s Constitution, the ASX Listing Rules and the ASX Settlement Operating Rules.

(f) Further Increases in Capital

The allotment and issue of Shares is under the control of the Directors and, subject to any restrictions on the allotment of Shares imposed by the Company’s Constitution, the ASX Listing Rules or the Corporations Act, the Directors may allot, issue or grant options over or otherwise dispose of those Shares to such persons, with such rights or restrictions as they may from time to time determine.

(g) Variation of Rights Attaching to Shares

If the Company issues different classes of shares, or divides issued shares into different classes, the rights attached to shares in any class may (subject to sections 246C and 246D of the Corporations Act) be varied or cancelled with the written consent of the holders of a majority of the issued shares of the affected class; or by ordinary resolution passed at a meeting of the holders of the issued shares of the affected class. Subject to the terms of issue of shares, the rights attached to a class of shares are not treated as varied by the issue of further shares of that class.

(h) General Meeting

Each holder of Shares will be entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Company’s Constitution, the Corporations Act and the ASX Listing Rules.

12.3 Directors and Employees Share and Option Plan

The Company has in place a “Directors and Employees Share and Option Plan” (DESOP) which is required to be approved by Shareholders every 3 years. It was last approved at the 2012 AGM and will therefore need to be re-approved at the 2015 AGM.

Pursuant to the DESOP, the Company can issue options to eligible employees and consultants in order to provide them with an incentive to deliver growth and value to all shareholders. A summary of the principal terms of the DESOP are set out below and a complete copy of the DESOP is available from the Company free of charge on request.

All of the options on issue in the Company as at the date of this Prospectus are issued under the DESOP.

Principal Terms of the Liberty Resources Directors’ and Employees’ Share Option Plan

(a) Participants

The Board may offer free Options to persons (“Participants”) who are:

(a) Full-time or part-time employees;
(b) Consultants; or
(c) Directors,

based on a number of criteria (including contribution to the Company, period of employment, potential contribution to the Company in the future and other factors the Board considers relevant). Upon receipt of such an offer, the Participant may nominate an associate acceptable to the Board to be issued with the Options.
(b) Number of Options

The maximum number of Options issued under the DESOP at any one time is 15% of the total number of Shares on issue in the Company.

(c) Terms of Options

Each Option entitles the holder, on exercise, to one ordinary fully paid share in the Company.

There is no issue price for the Options. The exercise price for the Options will be such price as determined by the Board (in its discretion) on or before the date of issue provided that in no event shall the exercise price be less that 10% of the prevailing market price of Shares sold on ASX at the time of issue.

The expiry date of the Options will be:

(a) The expiration of such period determined by the Board, but not less than 2 years; or
(b) The earlier of the expiration of such period determined by the Board, but not less than 2 years OR the Business Day following the date that is 3 months (or such longer period as the Board determines) after the holder ceases to be employed by the Company; but in any event
(c) The holder ceasing to be employed by the Company due to fraud or dishonesty.

Shares issued on exercise of Options will rank equally with other Shares. Options may not be transferred other than to an associate of the holder or another participant. Quotation of options on ASX will not be sought. However, the Company will apply to ASX for official quotation of Shares issued on the exercise of Options.

(d) New Issues

There are no participating rights or entitlements inherent in the Options and option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. Option-holders shall be afforded the opportunity to exercise all Options which they are entitled to exercise pursuant to the Plan prior to the date for determining entitlements to participate in any such issue.

(e) Bonus Issues

If the Company makes an issue of Shares to Shareholders by way of capitalisation of profits or reserves ("Bonus Issue"), each optionholder holding any Options which have not expired at the time of the record date for determining entitlements to the Bonus Issue shall be entitled to have issued to him upon exercise of any of those Options the number of Shares which would have been issued under the Bonus Issue ("Bonus Shares") to a person registered as holding the same number of Shares as that number of Shares to which the optionholder may subscribe pursuant to the exercise of those Options immediately before the record date determining entitlements under the Bonus Issue (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise).

(f) Reconstruction of Capital

In the event of any reconstruction of the issued capital of the Company prior to the expiry of any Options, the number of Options to which each optionholder is entitled or the exercise price of his or her Options or both or any other terms will be reconstructed in a manner determined by the Board which complies with the provisions of the Listing Rules.
(g) Taxation

Under current taxation laws any taxation liability in relation to the Options, or the Shares issued on exercise of the Options, will fall on the participants. The Company will not be liable to fringe benefits tax in relation to Options or Shares issued under the DESOP.

(h) Participation by Directors

Although Directors are eligible to be offered Options under the DESOP, this first requires specific Shareholder approval due to the requirements of the ASX Listing Rules and the Corporations Act.

(i) Shareholder Approval

Votes of Shareholders who are Directors of the Company and their associates will be disregarded when determining the result of the resolution approving any renewal of the DESOP Plan or any subsequent amendment to its terms.

12.4 The Company’s Existing Subsidiaries

As at the date of this Prospectus, the Company the wholly owned subsidiaries noted below, next to each is a comment on the proposed future of that subsidiary post the Cirrus Acquisition:

1. Urea Corp of Australia Pty Ltd: This company holds mining tenements and a tenement application, all in Queensland. All of its issued shares are to be transferred to Ngai Shing Trading Ltd pending receipt of Shareholder approval at the General Meeting;

2. Boab Energy Pty Ltd: This company beneficially holds 40% of Queensland mining tenement EPC 1949 the subject of a joint venture agreement with the holder of the remaining 60%. All of its issued shares are to be transferred to Ngai Shing Trading Ltd pending receipt of Shareholder approval at the General Meeting;

3. Rhodes Resources Pty Ltd: This company holds a mining tenement application. All of its issued shares are to be transferred to Ouro Pty Ltd (a company associated with present Managing Director Andrew Haythorpe), pending receipt of Shareholder approval at the General Meeting;

4. LibertyCAN Inc, incorporated in Ontario Canada: This company was incorporated to make application for various mining tenements in Saskatchewan, Canada. These applications are no longer held and application has been made to the Ontario Ministry of Government Services to dissolve this company; and

5. Liberty Technologies Pty Ltd: This company has no assets but owes $135,513 in intercompany loans. It will be retained for possible future use for a standalone business unit.

12.5 Interests of Directors

Other than as set out in this Prospectus, no Director or Proposed Director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

(a) The formation or promotion of the Company;
(b) Any property acquired or proposed to be acquired by the Company in connection with:
   (i) Its formation or promotion; or
   (ii) The Offer; or
Further, no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or Proposed Director:

(a) As an inducement to become, or to qualify as, a Director; or
(b) For services provided in connection with:
   (i) The formation or promotion of the Company; or
   (ii) The Offer.

### 12.6 Interests of Experts and Advisers

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

(a) Person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
(b) Promoter of the Company; or
(c) Underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

(a) The formation or promotion of the Company;
(b) Any property acquired or proposed to be acquired by the Company in connection with:
   (i) Its formation or promotion; or
   (ii) The Offer; or
(c) The Offer.

Further, other than as set out below or elsewhere in this Prospectus, no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

(a) The formation or promotion of the Company; or
(b) The Offer.

HLB Mann Judd has acted as Investigating Accountant and has prepared the Investigating Accountant’s Report which is included in Section 10 of this Prospectus. The Company estimates it will pay HLB Mann Judd a total of $15,000 (excluding GST) for these services.

During the 24 months preceding lodgement of this Prospectus with the ASIC, HLB Mann Judd has received $73,150 (including GST) in fees from the Company for its service as auditor of the Company.

GTT Ventures Pty Ltd (“GTT”) has and is acting as the Prospectus Manager and will receive a fee of $50,000 (excluding GST) for these services (as well as being issued certain securities, subject to Shareholder approval at the Meeting). The terms of this appointment are set out in Section 11.

During the 24 months preceding lodgement of this Prospectus with the ASIC, GTT has received $189,200 (including GST) in fees from the Company for the consultancy services provided. The terms of this consultancy (which is to terminate on Completion) are also set out in Section 11.

### 12.7 Consents

Each of the parties referred to in this Section:

(a) Does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
(b) To the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

HLB Mann Judd has given its written consent to being named as Investigating Accountant in this Prospectus and to the inclusion of the Investigating Accountant’s Report in Section 10 of this Prospectus in the form and context in which the information and report is included. HLB Mann Judd has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

GTT Ventures Pty Ltd has given its written consent to being named as Prospectus Manager in this Prospectus and has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

12.8 Expenses of the Offer
The total expenses of the Offer (excluding GST) are estimated to be approximately $410,000 for Minimum Subscription or $550,000 for Maximum Subscription and are expected to be applied towards the items set out in the Table below:

Table 13:

<table>
<thead>
<tr>
<th>Item of Expenditure</th>
<th>Minimum Subscription ($)</th>
<th>Maximum Subscription ($)</th>
</tr>
</thead>
<tbody>
<tr>
<td>ASIC fees</td>
<td>2,290</td>
<td>2,290</td>
</tr>
<tr>
<td>ASX fees (non-escrowed shares only)*</td>
<td>48,252</td>
<td>58,153</td>
</tr>
<tr>
<td>Professional fees (legal and accounting)</td>
<td>64,500</td>
<td>64,500</td>
</tr>
<tr>
<td>Investigating Accountant’s Report</td>
<td>16,125</td>
<td>16,125</td>
</tr>
<tr>
<td>Prospectus Management - GTT</td>
<td>53,750</td>
<td>53,750</td>
</tr>
<tr>
<td>Subiaco Capital Pty Ltd success fee</td>
<td>25,000</td>
<td>25,000</td>
</tr>
<tr>
<td>Share Registry Fees (incl processing applications, change of name, consolidation of share capital and printing of Prospectus)</td>
<td>7260</td>
<td>7500</td>
</tr>
<tr>
<td>Broker Commissions and Advisory Fees</td>
<td>193,500</td>
<td>322,500</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>410,677</strong></td>
<td><strong>549,818</strong></td>
</tr>
</tbody>
</table>

*A further ASX fee of approximately $17,500 will be payable when all restricted shares are released from escrow. Some amounts in this Table have been grossed up due to the GST treatment of certain capital raising expenses.

12.9 Continuous Disclosure Obligations
As the Company is admitted to the Official List, the Company is a “disclosing entity” (as defined in section 1111AC of the Corporations Act) and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company will be required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

Price sensitive information will be publicly released through the ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants will also be managed through disclosure to the ASX. In addition, the Company will post this information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

12.10 Electronic Prospectus
If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company and the Company will send you, for free, either a hard copy or a further electronic copy of this Prospectus or both. Alternatively, you may obtain a copy of this Prospectus from the ASX company announcements platform.
The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

12.11 Financial Forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

12.12 Clearing House Electronic Sub-Register System (CHESS) and Issuer Sponsorship

The Company currently participates in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Shares allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

12.13 Privacy Statement

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers, regulatory bodies including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the share registry.

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information are governed by legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.
13. **DIRECTORS’ AUTHORISATION**

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors and separately consented to by each of the Proposed Directors.

In accordance with section 720 of the Corporations Act, each Director and Proposed Director has consented to the lodgement of this Prospectus with ASIC.

_______________________________
Andrew Haythorpe
Acting Chairman
For and on behalf of
Liberty Resources Limited
Where the following terms are used in this Prospectus they have the following meanings:

$ means an Australian dollar.

ASIC means Australian Securities and Investments Commission.

ASX means the ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

ASX Listing Rules means the official listing rules of the ASX.

Acquisition means the acquisition of Cirrus by the Company in accordance with the terms and conditions set out in the Agreement.

Advisor Securities means the 15,100,000 Shares and 27,500,000 Options that will be issued to GTT Ventures Pty Ltd (or nominee/s) if Resolution 9 is passed at the Meeting and Completion occurs.

Agreement means the agreement entered into between the Company, Cirrus and the Cirrus Vendors on 28 October 2014 (as varied on 20 February and 19 March 2015) and becoming effective on 27 January 2015 when the exclusive option contained therein was exercised by the Company.

Application Form means the application form attached to or accompanying this Prospectus.

Board means the board of Directors as constituted from time to time.

Business means the business of Cirrus as described in this Prospectus.

Business Day means those days other than a Saturday, Sunday, New Year’s Day, Australia Day, Good Friday, Easter Monday, Anzac Day, Christmas Day, Boxing Day and any other day which the ASX shall declare and publish is not a business day.

Capital Raising means a capital raising of a minimum of 100,000,000 Shares to raise up to $3,000,000 (before costs) at an issue price of at least $0.03; or of a maximum of 166,666,667 shares to raise up to $5,000,000 (before costs). The Capital Raising is the subject of the Offer under this Prospectus.

Cirrus means Cirrus Networks Pty Ltd.

Cirrus Vendors means the holders of all of the issued capital of Cirrus, being Frank Richmond as trustee for (“ATF”) The Richmond Family Trust; Grahame Gilson ATF The Gilson Family Trust, Alcotrack Pty Ltd ATF The Milner Investment Trust; Jaraba Avenue Pty Ltd ATF The Sullivan Family Trust; Bearnick Pty Ltd ATF The DR Family Trust; Mark Oliver ATF The Oliver Family Trust; Christopher Stevens, Red Marlin Pty Ltd ATF The Red Marlin Trust; Reid Machine Pty Ltd ATF The Reid Machine Trust; Taka Custodians Pty Ltd ATF The Taka Trust; BBD Custodians Pty Ltd ATF The BBD Trust and Foucart Pty Ltd ATF The CRB Trust.

Closing Date means the closing date of the Offer as set out in the indicative timetable in the Investment Overview in Section 4 of this Prospectus (subject to the Company reserving the right to extend the Closing Date or close the Offer early).

cloud means a type of internet based computing that relies on sharing computing resources rather than having local servers or personal devices to handle applications.

Company means Liberty Resources Limited (ACN 103 348 947).
Completion means fulfilment of all matters relating to settlement of the Acquisition, as set out in the Agreement.

Completion Date means the date that Completion under the Agreement takes place.

Consolidation means the consolidation of the Company’s Shares on a 1:2 basis approval for which is being sought at the Meeting.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Deferred Consideration Shares or DCS means the shares that are to be issued to the Cirrus Vendors on the occurrence of a Milestone, to a maximum of 92,500,000.

DESOP means the Company’s Directors and Employees Share and Option Plan referred to in Section 12.3.

Directors means the directors of the Company at the date of this Prospectus and the Proposed Directors.

Initial Shares means the initial amount of 286,900,000 shares in the Company (on a post-Consolidation basis) that are to be issued to the Cirrus Vendors.

Liberty or the Company means Liberty Resources Limited (ACN 103 348 947).

Maximum Subscription means the raising of $5,000,000 pursuant to this Prospectus.

Meeting means the general meeting of Shareholders to be held on 22 May 2015 (or any such date that the meeting is adjourned to, postponed to or otherwise held).

Milestone means a financial milestone to be achieved by the Company in order for the Cirrus Vendors to be issued Deferred Consideration Shares, as described in Section 4.3 of this Prospectus.

Minimum Subscription means the raising of $3,000,000 pursuant to this Prospectus.

Notice of Meeting means the notice of meeting for the Meeting.

Offer means the offer of 100,000,000 Shares at an issue price of $0.03 per Share (with oversubscriptions of a further 66,666,667 Shares) pursuant to this Prospectus.

Offer Period means the period from the Opening Date until the Closing Date.

Official List means the official list of the ASX.

Official Quotation means official quotation by the ASX in accordance with the ASX Listing Rules.

Opening Date means the opening date of the Offer, as set out in the indicative timetable in Section 2 of this Prospectus.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Proposed Directors means those persons named as such in Section 1 of this Prospectus.

Prospectus means this prospectus.
Resolution means a resolution proposed to Shareholders at the Meeting.

Section means a section of this Prospectus.

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

Shareholder means a registered holder of a Share.

Top-up Shares means the issue to the Cirrus Vendors for nil consideration of that number of shares that will take their percentage interest in the Company post Settlement to 52.6% if that percentage is not held by them at that time, subject to Shareholder approval.

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