

TRANSOL CORPORATION LIMITED

ABN 73 089 224 402

NOTICE OF 2010 ANNUAL GENERAL MEETING

Notice is given that the 2010 Annual General Meeting of Transol Corporation Limited (the Company or "Transol") will be held at Level 14, 31 Queen Street, Melbourne, Victoria, 3000 on 10 December 2010 at 10.00 am.

Further details in respect of each of the resolutions proposed in this Notice of Annual General Meeting are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting. The details of the resolutions contained in the Explanatory Memorandum should be read together with, and form part of, this Notice of Annual General Meeting.

BUSINESS

2010 Annual Financial Statements

To lay before the Meeting the Annual Financial Statements of the Company comprising the annual financial report, the directors' report and the auditor's report.

Resolution 1 - Non-binding resolution to adopt Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"That the Company approve the adoption of the Remuneration Report for the year ended 30 June 2010".

Resolution 2 - Re-Election of Director

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

"That Mr Martin Ralston, who retires as a Director in accordance with Rule 5 of the Constitution of the Company and, being eligible, be re-elected as a Director of the Company."

Resolution 3 - Approval to change nature and scale of activities

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

"THAT for the purposes of ASX Listing Rule 11.1.2 and for all other purposes, Members approve the implementation of the Proposal, and as consequence the Company ceasing to wholly own and control Liberty Mining International Pty Ltd, as described in the Explanatory Memorandum which accompanied and formed part of the Notice of Meeting".

The Company will disregard any votes cast on Resolution 3 by:

- *a person who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed; or*
- *an associate of those persons.*

However, the Company need not disregard a vote on Resolution 3 if:

- *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form;*
- *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

Resolution 4 - Approval for Liberty to issue securities and seek to list on ASX

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

"THAT for the purposes of ASX Listing Rule 11.4.1(b) and for all other purposes, Members approve a subsidiary of the Company, Liberty Mining International Pty Ltd, issuing shares, performance rights and options as part of seeking to be admitted to the official list of ASX, as described in the Explanatory Memorandum which accompanied and formed part of the Notice of Meeting."

The Company will disregard any votes cast on Resolution 4 by:

- *a party to the transaction to acquire the asset, if the resolution is passed; or*
- *an associate of those persons.*

However, the Company need not disregard a vote on Resolution 4 if:

- *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form;*
- *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

Resolution 5 – Approval of issue of shares to SD1 Pty Ltd

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

"THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 30,000,000 fully paid ordinary shares in the issued capital of the Company to SD1 Pty Ltd [ACN 143 196 348] as described in the Explanatory Memorandum which accompanied and formed part of the Notice of Meeting, is approved."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5 by:

- *a person who participated in the issue; and*
- *an associate of that person.*

However, the Company need not disregard a vote on Resolution 5 if:

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

Dated: 9 November 2010

By the order of the Board

Mr Adrien Wing
Secretary

The accompanying Explanatory Memorandum and the Proxy and Voting Instructions form part of this Notice of Meeting.

TRANSOL CORPORATION LIMITED

ABN 73 089 224 402

("the Company")

2010 ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This Explanatory Memorandum ("this Memorandum") accompanies and forms part of the Company's Notice of the 2010 Annual General Meeting ("AGM") at Level 14, 31 Queen Street, Melbourne, Victoria, 3000 on 10 December 2010 at 10.00 am. The Notice of the 2010 Annual General Meeting incorporates, and should be read together with, this Memorandum.

BUSINESS

2010 Annual Financial Statements

The 2010 Annual Financial Statements, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2010 will be laid before the meeting. Shareholders will have the opportunity to ask questions about or make comments on the 2010 Annual Financial Statements and the management of the Company. A representative of the auditor will be invited to attend to answer questions about the audit of the Company's 2010 Annual Financial Statements.

The Company's 2010 Annual Financial Statements are set out in the Company's 2010 Annual Report which can be obtained from the Company's website, www.transolcorp.com.au or upon request to the Secretary at the Company's registered office, Level 14, 31 Queen Street, Melbourne, Vic, 3000 (telephone (03) 8610 8633).

Resolution 1 – Adoption of Remuneration Report

The Company is required, pursuant to the Corporations Act 2001, to propose a non-binding resolution regarding the Remuneration Report, which forms part of the Director's Report in the Annual Financial Statements. The vote is advisory only and does not bind the Directors or the Company.

Shareholders attending the 2010 Annual General Meeting of the Company will have an opportunity to discuss and put questions in respect of the Remuneration Report.

Resolution 2 - Re-Election of Director

Pursuant to the Constitution of the Company, one-third of the Directors or, if their number is not a multiple of three, the number nearest to one-third, not exceeding one third, are required to retire by rotation at each Annual General Meeting. The Company has three directors, one of whom is the Managing Director. Accordingly, one director is required to retire by rotation at the 2010 Annual General Meeting.

Mr Martin Ralston retires by rotation and being eligible offers himself for re-election.

Background to Resolutions 3 and 4

Proposal – Separate Listing of Liberty Mining International on ASX

In addition to the usual business to be considered at the AGM, Resolutions 3 and 4 are being proposed to permit Transol's wholly owned subsidiary Liberty Mining International Pty Ltd (öLibertyö) to be separately listed on ASX.

The Board of Transol considers that Liberty will be better served in achieving its objectives and hence potentially maximizing returns on Transol's past investment in Liberty by having its own Board and management, together with being separately funded.

The following describes the process by which Liberty intends to become separately listed on ASX (subject to completion of each of the transactions described below, and satisfaction of the requirements of ASX for listing Liberty) (the Proposal).

Liberty, directly or through its subsidiaries, conducts exploration activities in the Kingdom of Cambodia. Its assets include interests in seven exploration projects, all but one of which are the subject of joint ventures with third parties. A summary of Liberty's projects and other key assets is set out in part 1 of Annexure A.

Upon completing an initial public offer (IPO) and being listed, Liberty will become a separately funded and managed entity. While Liberty's capital base and assets will be expanded, Transol will retain a substantial interest in Liberty recognizing Transol's investment in and support of Liberty to date.

Liberty Shares

It is anticipated Liberty will have the following shares on issue at the time of listing on ASX:

| Liberty Shareholders | Reason for Shareholding | Maximum subscription at IPO | | Minimum subscription at IPO | |
|----------------------------|--|-----------------------------|--------|-----------------------------|--------|
| | | No. of shares | % | No. of shares | % |
| Transol | Existing share * | 1 | - | 1 | - |
| Transol | Part repayment of debt by conversion of convertible notes | 34,999,999 | - | 34,999,999 | - |
| Sub-total Transol | | 35,000,000 | 40.46% | 35,000,000 | 42.94% |
| Pre-IPO Investors | Conversion of convertible notes | 17,500,000 | 20.23% | 17,500,000 | 21.47% |
| Mr Heath Shen (or nominee) | Initial consideration for acquisition of Summer Gold Pvt Ltd | 9,000,000 [^] | 10.40% | 9,000,000* | 11.04% |
| IPO Investors | IPO Subscription | 25,000,000 | 28.90% | 20,000,000 | 24.54% |
| TOTAL | | 86,500,000 | 100% | 81,500,000 | 100% |

* After the consolidation of Liberty's existing shares (all held by Transol) into a single share prior to the IPO

[^] The number of shares to be issued to Mr Shen (or his nominee) as the initial tranche of the consideration for the acquisition of Summer Gold Pvt Ltd will vary depending on the US – Australian exchange rate. The initial tranche of the consideration (USD\$1.7 million) is to be paid by issuing Liberty shares at the IPO price of 20 Australian cents (AUD\$0.20). The number of shares in the above table has been calculated using an assumed exchange rate of AUD\$1.00 to approximately USD\$0.9445 (94.45 US cents). The number of shares to be issued to Mr Shen, and the resultant percentage holding of Liberty shares, at a range of exchange rates is set out below. This will affect the total number of shares on issue at the time of Liberty listing on ASX, and the percentages of Liberty shares held by each of the categories of holder in the above table.

| Exchange rate AUD\$ = USD\$ | Number of shares, At AUD\$0.20 per share | Liberty Shares at Listing, per the above table | | | |
|---------------------------------------|--|--|------------|--------------------------------|------------|
| | | Maximum subscription at IPO | | Minimum subscription at IPO | |
| | | % | Total | % | Total |
| 0.80 | 10,625,000 | 12.06% | 88,125,000 | 12.78% | 83,125,000 |
| 0.85 | 10,000,000 | 11.43% | 87,500,000 | 12.12% | 82,500,000 |
| 0.90 | 9,444,445 | 10.86% | 86,944,445 | 11.53% | 81,944,445 |
| 0.95 | 8,947,370 | 10.35% | 86,447,370 | 10.99% | 81,447,370 |
| 1.00 | 8,500,000 | 9.88% | 86,000,000 | 10.49% | 81,000,000 |
| 1.05 | 8,095,240 | 9.46% | 85,595,240 | 10.04% | 80,595,240 |

Liberty Options

It is anticipated Liberty will have the following options on issue at the time of listing on ASX:

| Liberty Optionholders | Reason for Optionholding | Exercise Price | Expiry Date | Maximum subscription at IPO | Minimum subscription at IPO |
|-----------------------|---|----------------|-----------------------------|-----------------------------|-----------------------------|
| Transol | Part repayment of debt by conversion of convertible notes | \$0.25 | 4 years from issue (at IPO) | 17,500,000 | 17,500,000 |
| Pre-IPO Investors | Conversion of convertible notes | \$0.25 | 4 years from issue (at IPO) | 8,750,000 | 8,750,000 |
| IPO Investors | IPO Subscription | \$0.25 | 4 years from issue (at IPO) | 12,500,000 | 10,000,000 |
| TOTAL* | | | | 38,750,000 | 36,250,000 |

* It is anticipated that at the time of listing on ASX, Liberty will also issue up to 6,250,000 performance rights to specified directors and other officers of Liberty (each of which converts upon satisfaction of performance conditions or achievement of milestones to an option to acquire one ordinary share having an exercise price of \$0.25 (25 cents) and an expiry date up to 4 years after issue), and agree to issue 5,000,000 options having a \$0.05 (5 cent) exercise price and an expiry date up to four years after issue pursuant to a service contract with a director of Liberty, all as more fully described below under the heading "Performance Rights and Entry into Service Agreement". Assuming all performance rights are converted and all options are issued, subject to the prior exercise of any options Liberty will have a total of 50 million options on issue at the maximum subscription level (or 47.5 million options at the minimum subscription level).

Formalisation of Existing Loan Funding and Cash Repayments to Transol

Liberty has issued Transol convertible notes with a total value of \$3,989,812 which upon Liberty listing on ASX are to convert to 34,999,999 ordinary Liberty shares, with one free attaching option with an exercise price of \$0.25 expiring 4 years after issue for every two shares issued by Liberty (the full terms of which options are set out in Annexure B). These notes, and the shares and options which are to be issued to Transol upon conversion of the notes at the IPO, represent part repayment of advances made to or for the benefit of Liberty by Transol totalling \$4,589,812. In addition, Transol will be repaid the balance of \$600,000 cash from the funds raised by Liberty under the IPO.

Pre-IPO Investment in Convertible Notes

Liberty proposes to raise up to AUD\$1,400,000 by the issue of convertible notes to sophisticated and other exempt investors, with participation by the directors of Transol in up to AUD\$300,000 of the convertible notes.

These convertible notes will convert to up to 17,500,000 ordinary shares at eight cents (\$0.08) per share with one free attaching option with an exercise price of \$0.25 expiring 4 years after issue for every two shares issued by Liberty (the terms of which options are set out in Annexure B) upon Liberty listing on ASX or upon the occurrence of an event which results in Liberty ceasing to be majority owned and controlled by Transol (õa liquidity eventö). These notes cannot be converted until and unless Transol Shareholders approve Liberty issuing securities as part of the Proposal, which approval is sought by Resolution 4.

Liberty will apply the funds raised by the issue of these convertible notes toward exploration activities within the Kingdom of Cambodia, the pre-completion cash payment of \$350,000 as part of the acquisition of Summer Gold Investment Pvt Ltd described below, working capital and to fund expenses associated with Liberty's proposed IPO prospectus and ASX listing.

If Shareholders approve Resolutions 3 and 4, and the convertible notes issued to investors are converted, Liberty would issue a total of up to 17,500,000 ordinary shares and 8,750,000 one for two free attaching options to the convertible note holders, including up to 3,000,000 Liberty shares and 1,500,000 one for two free attaching options to Mr Edgar and 750,000 Liberty shares and 375,000 one for two free attaching options to Mr Stanger.

Acquisition of Summer Gold Pvt Ltd from Mr Heath Shen

Liberty has entered into an agreement with Mr Heath Shen ("the Summer Gold Agreement"), pursuant to which, subject to Liberty listing on ASX, Liberty will to acquire all of the shares in Summer Gold Investment Pvt Ltd ("Summer Gold"). In addition to the transfer of all shares in Summer Gold, Liberty's nominated subsidiary will acquire the remaining 30% balance of the Andong Meas Project in the Ratanakiri Province of Cambodia, increasing its interest from 70% to 100%. The details of the projects and the tenements held by Summer Gold, are set out in Part 2 of Annexure A.

The Summer Gold Agreement provides pre-completion payments of USD\$350,000 in cash, and upon Liberty successfully listing on ASX Mr Shen (and or his nominee(s)) will also be issued USD\$1,700,000 in shares at the IPO price of AUD\$0.20 (20 Australian cents). A table setting out the number of Liberty shares potentially represented by that issue (and the percentage of the anticipated total issued shares of Liberty at listing on ASX) at various exchange rates is included above.

If Liberty announces a reserve of at least five hundred thousand (500,000) ounces of contained gold in each of the project areas transferred to Liberty pursuant to the Summer Gold Agreement, Liberty will also issue shares with a value of US\$1 million at the then applicable 30 day volume weighted average market price, being a total of up to USD\$2,000,000 in Liberty shares. These shares would not be issued until further exploration has been undertaken, after the completion of the Liberty IPO and Liberty listing on ASX.

The acquisition of Summer Gold does not require Transol to issue any securities.

Grant of Royalty by Liberty to Transol

Liberty has granted Transol the right to receive royalties in respect of two existing projects in Cambodia. Transol is to receive a royalty of 2% on gold production from the Mondulkiri Gold Project and 2.5% in respect of bauxite and other minerals produced or recovered from the Mondulkiri Bauxite Project. Royalties are not payable to Transol until production commences from either of the projects. Transol will have no liability for costs or to contribute to the development of either Project.

Performance Rights and Entry into Service Agreement

It is anticipated Liberty will issue performance rights to Liberty directors and other officers as described below. The performance rights will each entitle the holder to one option having a \$0.25 (25 cent) exercise price, expiring up to four years after issue. The options will have the same terms as the option terms set out in Annexure B, except that Liberty may, by agreement with the respective director or officer, issue options having the same expiry date as the options

to be issued to IPO investors, which are intended to be quoted as part of Liberty listing on ASX (subject to the fulfilment of the requirements of ASX for listing options).

The performance rights will specify conditions which are to be fulfilled or milestones which are to be achieved before the options are issued. The following sets out the maximum number of performance rights which may be issued, and hence the number of options which may be issued. The performance conditions or milestones and full terms of the performance rights will be specified in the IPO prospectus. The performance rights will also include terms which require a period or periods continuous service, for the rights to lapse if the performance conditions or milestones are not achieved, and which permit the rights to convert to options upon death or disability of the holder, a takeover bid for more than 50% of Liberty's shares, a change of control or court approval of a merger with another entity by scheme of arrangement,

At the time of listing on ASX, Liberty will issue the following performance rights to a Director of Transol (Mr Angus Edgar) and the Secretary of Transol (Mr Adrien Wing), who will also be a Director and the Secretary of Liberty (respectively).

The anticipated issues of performance rights to Directors and the Secretary of Liberty as the time of listing on ASX are as follows:

| Recipient | Number |
|------------------------------------|------------------|
| Managing Director* | 2,500,000 |
| Mr Angus Edgar | 2,500,000 |
| Mr Adrien Wing (Company Secretary) | 1,250,000 |
| Total | 6,250,000 |

** It is proposed that a Managing Director will be appointed to Liberty prior to Liberty listing on ASX. The above table identifies performance rights proposed to be offered to a new Managing Director, however no agreement to appoint a Managing Director or to issue him or her performance rights or options has been entered into as at the date of the Notice of Meeting.*

The terms of the options are set out in Annexure B, noting that the expiry date shall be up to 4 years after issue and Liberty may, by agreement with the respective director or officer, issue options having the same expiry date as the options to be issued to IPO investors.

In addition, Liberty will enter into a service agreement with Mr Richard Stanger (or his nominee company). The service agreement will provide for remuneration for providing executive services to Liberty and its subsidiaries, including annual remuneration of \$150,000 and the issue of 5,000,000 options having a \$0.05 (5 cent) exercise price and an expiry date up to four years after issue, subject to Mr Stanger continuing to provide the executive services in accordance with the service agreement for a minimum period of twelve (12) months after Liberty listing on ASX.

Liberty IPO Capital Raising & Listing

It is proposed that Liberty will make an initial public offer (IPO) pursuant to a prospectus seeking to raise up to \$5 million by the issue of up to 25 million shares at an issue price of \$0.20 (20 cents), together with one free attaching option with an exercise price of \$0.25 expiring 4 years after issue for every two shares issued by Liberty (the terms of which options are set out in Annexure B). Liberty will make the offer pursuant to a prospectus which will be lodged with the Australian Securities and Investments Commission (ASIC), and will apply to ASX for a separate listing subject to the successful completion of the IPO capital raising and satisfaction of all ASX requirements for a new listing. The requirements which apply to a new listing will include, among other things, Liberty having working capital of at least \$2 million (after costs) and a sufficient spread of shareholdings. Liberty will apply the capital raised to its activities including existing projects in Cambodia, part payment of intra-group loans made by Transol (the cash re-payment of \$600,000 referred to above), and to its obligations to Mr Heath

Shen in respect of the acquisition of Summer Gold as described above, after paying the costs of the issue.

A copy of the Liberty prospectus will be sent to all Transol shareholders, who will have the opportunity to participate in a priority issue if they wish to acquire shares in Liberty.

The IPO prospectus will be made available by Liberty when it offers securities (including shares and free attaching options) to investors, after conversion of Liberty to a public company. The Liberty prospectus is presently anticipated to be available during March 2011, subject to regulatory and shareholder approvals being obtained. Any person who wants to acquire Liberty securities under the IPO offer (when made) will need to complete an application form that will be in or will accompany the prospectus. A copy of the prospectus will be sent to all Transol Shareholders, as well as being made available by Liberty and Transol upon request.

Whilst Transol Shareholders will have the opportunity to acquire shares and free attaching options in Liberty pursuant to a priority offer under the IPO prospectus, Transol shareholders will also retain an indirect interest in Liberty's assets and projects through Transol's retained shareholding in Liberty, until such time as Transol's Board determines to distribute Liberty shares *in specie* to Transol shareholders or to dispose of Liberty shares.

Transol will retain its shareholding in Liberty pending a determination by the Board of Transol as to whether to distribute Liberty shares and options to Transol shareholders (which would involve an *in specie* distribution of Liberty shares and options and any associated capital reduction by Transol, which would be subject to separate Transol Shareholder approval at a later date) or to dispose of some or all of the Liberty shares on market or by private sale. The Board of Transol currently intends that an *in specie* distribution may take place within approximately two years from the date that Liberty is separately listed, however no decision to make an *in specie* distribution has been made and implementation of an *in specie* distribution, disposal of Liberty shares and options (either in whole or in part) by other means, or the retention of Liberty shares and options will be subject to ongoing consideration having regard to Transol's circumstances, market conditions and any other relevant factors applying at the time.

Until such time as Transol Shareholder approval is obtained, Transol will remain the 100% owner and controller of Liberty. In particular, the convertible notes referred to above will not entitle the holders to receive Liberty shares prior to the approval being received. Transol will not be required to issue any shares to fund Liberty or upon conversion of convertible notes as part of the Proposal.

Following implementation of the Proposal and the successful conclusion of the IPO, Liberty will have its own Board and management, and will be separately funded via the ASX listed corporate structure. It is anticipated that Mr Stanger and Mr Edgar who are the Directors of Transol, will remain as Directors of Liberty at the time of its ASX listing.

The effect of the Proposal on Transol is that Liberty will cease to be 100% owned and controlled. Liberty and its subsidiaries will cease to form part of the Transol consolidated group, however Transol will retain an interest in Liberty and its assets and projects through its shareholding in Liberty. A pro-forma statement of financial position sheet showing the effect on the Transol consolidated group of Liberty ceasing to be a wholly owned and controlled subsidiary, together with a pro forma statement of financial position showing the anticipated assets and liabilities of Liberty upon listing on ASX are set out in Annexure C. It should be noted that Liberty will be the subject of separate financial reporting independent from Transol from the time of the Liberty IPO.

Upon Liberty being listed on ASX, Transol will continue to focus its management and financial resources on Valleyarm Digital Pty Ltd, its existing digital music and content business, and

CLTNet Pty Ltd, its web 2 enabled licence testing business. Transol may also consider new opportunities for investment, consistent with its approach in the past.

In anticipation of listing, Liberty is in the process of changing its company type from a proprietary company to a public company limited by shares, at which time its name will change to Liberty Mining International Limited. A reference to Liberty is a reference to that company by the name which applies at the relevant time.

Resolution 3 - Approval to change nature and scale of activities

Listing Rule 11.1.2 requires an entity to obtain the approval of its shareholders before making any significant change either directly or indirectly to the nature and scale of its activities. Therefore, the Company is seeking shareholder approval for the implementation of the Proposal, which if successfully implemented, will result in the Company ceasing to wholly own and control Liberty Mining International Pty Ltd.

Resolution 4 - Approval for Liberty to issue securities and to seek to list on ASX

ASX Listing Rule 11.4 requires that a listed company must make sure that a child entity does not issue securities with a view to becoming listed. An exception applies if the approval of holders of ordinary securities in the listed company is obtained.

The Proposal involves Liberty, which is presently a wholly owned subsidiary of Transol, issuing new shares as part of seeking to become listed. Transol will retain its existing shares in Liberty at the time Liberty is listed, and will receive additional shares as partial repayment of intra group loans advanced by Transol to Liberty.

Resolution 4 is seeking Shareholder approval to permit Transol's wholly owned subsidiary Liberty to issue the above securities with a view to becoming listed.

Resolution 5 - Approval of issue of shares to SD1 Pty Ltd

Transol currently holds 80% of the issued capital in Valleyarm Digital Pty Ltd [ACN 143 359 568] (öValleyarmö), the acquisition of which was the subject of an announcement to the ASX on 26 May 2010.

Transol has reached agreement for the acquisition of the remaining 20% of the issued shares of Valleyarm from SD1 Pty Ltd (öSD1ö), which is the holder of the balance of the Valleyarm shares. The agreement to acquire the balance of Valleyarm shares was the subject of an announcement to the ASX on 28 October 2010.

As consideration of the acquisition of remaining 20% of the issued shares of Valleyarm from SD1, Transol has agreed to issue SD1:

- (a) 30,000,000 fully paid ordinary Transol shares; and
- (b) a further 10,000,000 ordinary Transol shares if Valleyarm achieves earnings before interest, taxes, depreciation and amortisation of not less than \$500,000 for a 12 month period ending no later than April 2012.

As a condition of its agreement with SD1, Transol has also agreed to advance an additional \$100,000 to Valleyarm as a special purpose loan for the purposes of further commercialising Valleyarm's business. The loan will form part of and be on the same terms as Transol's existing loan to Valleyarm, and will bring the total of advances by Transol to the Valleyarm loan to \$400,000.

Transol anticipates that the issue of 30,000,000 shares to SD1 will take place prior to the date of the Annual General Meeting, and accordingly is seeking shareholder ratification of the issue pursuant to Listing Rule 7.4.

The 30,000,000 shares which are the subject of Resolution 5 will be fully paid ordinary shares ranking equally with the Company's existing listed ordinary shares. The 30,000,000 will be subject to voluntary restriction (escrow) for a period of 12 months from the date of issue.

As noted above, the consideration for the issue of the shares to SD1 is the transfer to Transol of the remaining 20% of the issued shares of Valleyarm. Therefore no funds would be raised by the issue of Transol shares.

Transol anticipates making an announcement to ASX confirming the issue of the Transol shares and acquisition of the remaining Valleyarm shares before the AGM.

ANNEXURE A

LIBERTY PROJECTS AND TENEMENTS

Note: In this Annexure, a reference to ownership by Liberty includes ownership by wholly owned and controlled subsidiaries of Liberty.

PART 1 – EXISTING LIBERTY PROJECTS AND TENEMENTS

Projects - Overview

Liberty has six projects located in the Kingdom of Cambodia:

- Mondulkiri Gold Project ó 100% owned by Liberty;
- Andong Meas Gold Project ó presently Liberty owns a 70% interest pursuant to a Joint Venture Agreement. This Project will become 100% owned by Liberty pursuant to the Summer Gold Agreement;
- Andong Bor Gold Project ó 100% owned by Liberty;
- Mondulkiri Bauxite Project - 100% owned through Liberty's wholly owned subsidiary Maxum Metals Pty Ltd;
- Banlung Project (includes Banlung and Banlung North project areas) ó 10% interest owned by Liberty pursuant to a Joint Venture Agreement; and
- Oyadao Project (includes Oyadao, Oyadao South project areas) ó 10% interest owned by Liberty pursuant to a Joint Venture Agreement.

In addition, Liberty will acquire the Projects described in Part 2 of this Annexure upon completion occurring pursuant to the Summer Gold Agreement at the time of Liberty listing on ASX.

(a) Mondulkiri Gold Project

LMI's 100% owned Mondulkiri Gold Project is a 62.23km² licence that is located immediately to the south west of the OZ Minerals' Okvau discovery project area. It covers a flat lying sequence of sediments intruded by late stage granites. Hornfelsed contacts in this geological setting are typical for gold occurrences in the region as shown in the work by OZ Minerals Limited immediately to the north east at their Okvau Project. On 18 March 2010, OZ Minerals announced an initial JORC compliant inferred mineral resource at Okvau of 8.1 million tonnes at 2.3 g/t for 605,000 ounces of contained gold (at a 0.5 g/t cut off). OZ Minerals considers the initial resource a foundation asset from which to build a resource base, and is an indication of the potential for +2 million ounces of gold in the Okvau district.

The Liberty Mondulkiri Gold Project is located to the south west of and adjoins OZ Minerals' Okvau Gold Project.

(b) Andong Meas Gold Project

The 100% owned Andong Meas project is a 208km² licence located in Ratanakiri Province. Liberty has previously carried out airborne geophysics (magnetic) as well as a stream sediment sampling program and photo geological mapping incorporating land satellite imagery. The work detailed multiple targets based on stream sediment anomalies as well as recorded current artisanal mining. High grade rock chip samples of up to 76.9 g/tonne gold were recovered from float. Multiple regional stream anomalies as yet untested.

(c) Andong Bor Gold Project

The 100% owned Andong Project is a 363.5km² licence area located in north western Cambodia, and has been held by Liberty since 2007. The Project boasts carbonate replacement mineralisation associated with dacite porphyry and calcareous sediment sequence.

The Project boasts a history of mining since the 1800s, with old open pit and artisanal mining indicating historic gold mining with limestone and marl.

- Active mine site adjacent to core prospect
- Highly prospective geology
 - Calcareous sediments intruded by quartz-feldspar dacite Porphyry
 - Mineralisation occurring along lithological contacts
- Core Prospect ó Andong Bor Mine
 - Korean Mine development area
 - Open anomalies identified by Auger and trench sampling - Max Trench 5.75 g/t Au; Max Auger 1.13 g/t Au
- Regional prospectivity remains untested

(d) Banlung and Oyadao Projects

LMI commenced field exploration at its projects in Ratanakiri Province in the North East of Cambodia. The exploration is being funded through the joint venture with Prairie Pacific Mining Corporation (öPrairieö). The joint venture extends over the Company's Banlung, Banlung North, Oyadao and Oyadao South project areas, and in total is a 1115 km² project area. LMI is 10% free carried to completion of a bankable feasibility study.

During the year, Prairie spent in excess of US\$1.2 million on its exploration program.

(e) Mondulkiri Bauxite Project

The Mondulkiri Bauxite Project is 100% owned by LMI subsidiary Maxum Metals Pty Ltd, and is an 866km² licence which has the potential to host a significant bauxite resource and is contiguous with the bauxite project formerly held by BHP.

PART 2 – PROJECTS & TENEMENTS HELD BY SUMMER GOLD

(a) Mondulkiri Kang Roland Project

The Mondulkiri Kang Roland Project will be 100% owned by Liberty upon completion of acquisition of Summer Gold. The Kang Roland Project licence (which is 100% owned by Summer Gold) is a 136km² licence and is located to the immediate north east of the OZ Mineral's Okvau discovery project area. The licence covers areas of artisanal mining as well as reported high grade rock chips, reported broad geochemical anomalies in soils and mapped volcanic intrusives.

- Known artisanal mining area
- Reports of high grade Au mineralisation from previous explorer
- Multiple obvious intrusive targets (untested)

(b) Oyadao Summer Gold Project

The Oyadao Summer Gold Project will be 100% owned by Liberty upon completion of acquisition of Summer Gold. The Oyadao Summer Gold Project licence (which is 100% owned by Summer Gold)

covers 100km² and includes mapped intrusive, active artisanal mining and reported high grade surface rock chip samples.

- Active artisanal mining
- High grade Au in vein material (Best 25.1 g/t Au)
- Intrusion related gold target centred on veining at intrusive contact

ANNEXURE B OPTION TERMS

Proposed terms of options referred to in the Explanatory Memorandum of which this Annexure forms part (other than options proposed to be issued to Mr Stanger pursuant to a service agreement).

- Each Option, upon valid exercise and payment of the exercise price, entitles the holder to one ordinary fully paid share.
- The Options are exercisable at any time prior to 5.00pm Melbourne Time the expiry date (which will be a date four years after issue) by completing an Option exercise form and delivering it together with the payment for the number of shares in respect of which the Options are exercised to the registered office of the Company. Any Option that has not been exercised prior to the expiry date automatically lapses.
- The exercise price of the Options is \$0.25 (25 cents) per Option payable in full on exercise.
- Subject to the Corporations Act, the Listing Rules, the Constitution of the Company and any restriction obligations Options are to be freely transferable and application will be made to the ASX for official quotation of the Options.
- All ordinary fully paid shares issued upon exercise of Options will rank *pari passu* in all respects with, and will have the same terms as, the Company's then issued ordinary fully paid shares. The Company will apply for official quotation by ASX of all shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX.
- The Options will not give any right to participate in dividends until shares are issued pursuant to the exercise of the relevant options.
- There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options. The Company will ensure that Option holders will be allowed at least 7 business days notice to allow for the conversion of Options prior to the record date in relation to any offer of securities made to shareholders.
- In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company after the issue of the Options and prior to the expiry date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.

Note 1: Options to be issued upon conversion of performance rights will have an expiry date up to 4 years after issue, provided that Liberty may, by agreement with the respective director or officer, issue options having the same expiry date as the options to be issued to IPO investors.

Note 2: Options proposed to be issued to Mr Stanger or his nominee pursuant to a service agreement will be issued upon and subject to the terms of the service agreement and will not be issued until twelve (12) months after Liberty listing on ASX. Those options are intended to have an exercise price of \$0.05 (5 cents) and an expiry date four years after being issued, and will not be listed. Those options will also be subject to any restriction requirements determined by ASX.

ANNEXURE C

PRO FORMA STATEMENTS OF FINANCIAL POSITION

Part 1: Transol

The following pro forma statement of financial position shows the anticipated asset, liability and equity position of Transol Corporation Limited ("Transol") and its subsidiaries upon Liberty becoming separately listed on ASX. In particular, the pro forma shows the anticipated effect of Liberty and its subsidiaries ceasing to form part of the consolidated Transol group upon Liberty as a result of Liberty ceasing to be a wholly owned and controlled subsidiary of Transol.

Transol Corporation Limited (Consolidated)

STATEMENT OF FINANCIAL POSITION

As at 30 September 2010 (unaudited)

(excluding Liberty mining International Pty Ltd and its subsidiaries)

| | Consolidated | Proforma Consolidated |
|---------------------------------------|------------------|--------------------------|
| | \$ | \$ |
| <u>Current Assets</u> | | |
| Cash and cash equivalents | 655,539 | 1,467,153 |
| Trade and other receivables | 454,967 | 243,353 |
| Other current assets | 43,577 | 43,577 |
| Total Current Assets | 1,154,083 | 1,754,083 |
| <u>Non-Current Assets</u> | | |
| Trade and other receivables | - | - |
| Property and Equipment | 40,964 | 40,964 |
| Investment in Liberty (IPO) | - | 3,989,812 |
| Loan to LMI | 4,589,812 | - |
| Total Non-Current Assets | 4,630,775 | 4,030,775 |
| TOTAL ASSETS | 5,784,859 | 5,784,859 |
| <u>Current Liabilities</u> | | |
| Trade and other payables | 112,819 | 112,819 |
| Provision for Employee | 2,886 | 2,886 |
| Total Current Liabilities | 115,705 | 115,705 |
| <u>Non-Current Liabilities</u> | | |
| Hire Purchase Liability | 3,334 | 3,334 |
| Total Non-Current Liabilities | 3,334 | 3,334 |
| TOTAL LIABILITIES | 119,039 | 119,039 |
| NET ASSETS | 5,665,820 | 5,665,820 |
| <u>Equity</u> | | |
| Issued Capital | 22,337,213 | 22,337,213.45 |
| Reserve - FX Translation | 620,071 | 620,071 |
| Retained Earnings | (17,177,036) | (17,177,036) |
| Current Earnings | (46,949) | (46,949) |
| Minority Interest | (67,479) | (67,479) |
| Total Equity | 5,665,820 | 5,665,820 |

Refer to the Note on the following page.

Note to the Transol pro forma statement of financial position

The above assumes:

- Partial repayment of loans by Liberty to Transol as cash (totalling \$970,000), the balance of which loans are to be repaid by Liberty issuing of convertible notes to Transol which are to be converted to Liberty shares and 1 for 2 free attaching options upon Liberty listing on ASX, as described in this Information Memorandum.
- Completion of the acquisition of Summer Gold and the transfer of tenement rights as described in this Information Memorandum.
- The successful completion of the Liberty IPO (at the maximum subscription level) and Liberty becoming separately listed on ASX.
- Payment by Liberty of the costs of the IPO, associated issues of securities and listing on ASX by Liberty from funds raised by issuing convertible notes to pre-IPO investors and raised pursuant to the IPO.

Part 2: Liberty

The following pro forma statement of financial position shows the anticipated asset, liability and equity position of Liberty Mining International Pty Ltd (which will have changed its company type to a public company limited by shares and its name to “Liberty Mining International Limited”) (“Liberty”) and its subsidiaries upon successful completion of the IPO and Liberty becoming listed on ASX. The financial statements of Liberty and its subsidiaries currently form part of the consolidated financial statements of Transol and its subsidiaries (“the Transol group”), and are not presently reported or audited separately. The following is based upon the unaudited statement of financial position of Liberty and its subsidiaries as at 30 September 2010 as if Liberty and its subsidiaries were not part of the consolidated Transol group.

Liberty Mining International Pty Ltd (consolidated)
STATEMENT OF FINANCIAL POSITION
As at 30 September 2010 (unaudited)

| | Consolidated | Consolidated Proforma |
|----------------------------------|---------------------|----------------------------------|
| Current Assets | | |
| Cash and cash equivalents | 13,946 | 4,663,946 |
| Trade and other receivables | 7,773 | 7,773 |
| Other current assets | 250 | 250 |
| Total Current Assets | 21,969 | 4,671,969 |
| Non-Current Assets | | |
| Trade and other receivables | - | - |
| Property and Equipment | 83,400 | 83,400 |
| Exploration Assets | 864,655 | 2,654,130 |
| Total Non-Current Assets | 948,056 | 2,737,530 |
| TOTAL ASSETS | 970,024 | 7,409,498 |
| Current Liabilities | | |
| Trade and other payables | 224,626 | 224,626 |
| Director Loan | 57,881 | 57,881 |
| Convertible Note | - | - |
| Accrued Expenses | - | - |
| Intercompany Loans | | |
| Loan – Transol Corporation | 4,589,812 | - |
| Total Current Liabilities | 4,872,318 | 282,507 |
| TOTAL LIABILITIES | 4,872,318 | 282,507 |
| NET ASSETS | 3,902,294 | 7,126,992 |
| Equity | | |
| Issued Capital | - | 11,029,286 |
| Reserve – FX Translation | 970,008 | 970,008 |
| Retained Earnings | (5,408,494) | (5,408,494) |
| Current Earnings | 536,192 | 536,192 |
| Total Equity | 3,902,294 | 7,126,992 |

Refer to the Note on the following page.

Note to the Liberty pro forma statement of financial position

The above assumes:

- Convertible notes are issued to sophisticated and other exempt investors to raise AUD\$1,400,000, and are converted to Liberty shares and 1 for 2 free attaching options upon Liberty listing on ASX, as described in this Information Memorandum.
- Partial repayment of loans by Liberty to Transol as cash (totalling \$970,000), the balance of which loans are to be repaid by Liberty issuing of convertible notes to Transol which are to be converted to Liberty shares and 1 for 2 free attaching options upon Liberty listing on ASX, as described in this Information Memorandum.
- Completion of the acquisition of Summer Gold (based on an exchange rate of AUD\$1.00 to USD\$0.9445 (94.45 US cents)) and the transfer of tenement rights, as described in this Information Memorandum.
- The maximum subscription of \$5 million being received for the issue of 25 million shares and 12.5 million 1 for 2 free attaching options pursuant to the IPO.
- Liberty becoming separately listed on ASX.
- Payment of the costs of the IPO, associated issues of securities and listing on ASX by Liberty from funds raised by issuing convertible notes to pre-IPO investors and raised pursuant to the IPO.

TRANSOL CORPORATION LIMITED

ABN 73 089 224 402

("the Company")

PROXY FORM

If you do not wish to direct your proxy how to vote, please place a mark in the box

| |
|--|
| |
|--|

I/We _____

of _____
being a member(s) of Transol Corporation Limited

and entitled to _____ shares appoint:

Name of Proxy: _____

Address of Proxy: _____

By marking this box you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chairman intends voting undirected proxies in favour of the resolutions in which he is permitted to vote.

or in his/her absence, the Chairman of the meeting as my/our proxy to vote on my/our behalf at the 2010 Annual General Meeting of the Company to be held at Level 14, 31 Queen Street, Melbourne, Victoria, 3000 on 10 December 2010 at 10.00am and at any adjournment of that meeting.

If two proxies are appointed, complete the following sentence:

This proxy is authorised to exercise í í í í í .. votes/ í í í .. % of my/our total voting rights.

Proxy Instructions

To instruct your proxy how to vote, insert -XØ in the appropriate column against each resolution set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.

| I/We direct my/our proxy to vote as indicated below: | | For | Against | Abstain |
|--|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-Election of Director - Mr Martin Ralston | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Change in nature and scale of activities | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Approval for Liberty to issue securities and to seek to list on ASX | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Approval of issue of shares to SD1 Pty Ltd | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| | |
|--|---|
| <p>If a person:</p> <p>_____</p> <p>(Signature)</p> <p>_____</p> <p>Name (print)</p> <p>Date: ____/____/____</p> | <p>If a company:</p> <p>EXECUTED by:</p> <p>_____</p> <p>Name of company (print)</p> <p>in accordance with the Corporations Act</p> <p>_____</p> <p>(Signature)</p> <p>_____</p> <p>(Signature)</p> <p>Date: ____/____/____</p> |
|--|---|

This proxy and any power of attorney or other authority under which it is signed (or a certified copy) must be lodged at:

(a) Level 14, 31 Queen Street, Melbourne, Victoria, 3000; or

(b) by facsimile on (03) 8610 8666,

by 10.00am on 8 December 2010, being not less than 48 hours before the time for holding the meeting or adjourned meeting as the case may be.

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A member who is entitled to vote at a meeting may appoint:

- (a) one proxy if the member is only entitled to one vote; and
- (b) one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged at the registered office of the Company or sent by facsimile transmission to the Company's registered office on (03) 8610 8666 not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the

Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice.

Corporate Representatives

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 10:00am on 9 December 2010 (Melbourne, Victoria time) are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.
