

Sabre Resources Ltd

ACN 003 043 570

Notice of General Meeting

Explanatory Statement

and

Proxy Form

**10.00 am (WST) on Thursday 8 March 2018
Sabre Resources Office, Level 1, 8 Parliament Place,
West Perth, Western Australia**

***The business of the Meeting affects your shareholding and your vote is important.
This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how
they should vote, they should seek advice from their professional advisers prior to voting.***

SABRE RESOURCES LTD

ACN 003 043 570

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that the General Meeting of Members of Sabre Resources Ltd (**SBR** or the **Company**) will be held on Thursday, 8 March 2018 commencing at 10.00 am (WST) at the Sabre Resources office, Level 1, 8 Parliament Place, West Perth, Western Australia.

The Explanatory Statement that accompanies and forms part of this Notice of General Meeting describes in more detail the matters to be considered. Terms used in this Notice of General Meeting have the meaning given to them in the "Definitions" Section contained in the Explanatory Statement.

AGENDA

BUSINESS OF THE MEETING

1. Resolution 1 – Approval for a proposed Share issue

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

"That, pursuant to Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 12,000,000 ordinary fully paid Shares on the terms and conditions set out in the Explanatory Statement accompanying this Notice of General Meeting."

Voting exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue, (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2. Resolution 2 - Approval for a proposed Share issue

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

"That, pursuant to Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 40,000,000 ordinary fully paid Shares at a minimum issue price per Share not less than 80% of the volume weighted average price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the issue is made or, if there is a prospectus, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of General Meeting."

Voting exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue, (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form or if 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.

3. Resolution 3 – Approval for a proposed Option issue

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

"That, pursuant to Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 33,000,000 Options at an issue price of \$0.0001 per Option (each Option being exercisable at \$0.025 on or before 1 August 2018) on the terms and conditions set out in the Explanatory Statement."

Voting exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue, (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form or if 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.

4. Resolution 4 – Ratification of prior issue of Options

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 37,000,000 Options (exercisable at \$0.025 each on or before 1 August 2018) on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Entitlements

For the purposes of determining voting entitlements at the General Meeting, Shares will be taken to be held by persons who are registered as holding Shares at 5:00 pm (WST) on 6 March 2018. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the general meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of General Meeting.

BY ORDER OF THE BOARD

Graham Baldisseri
Company Secretary

31 January 2018

Voting in person

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9481 7833.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTION 1 – APPROVAL FOR PROPOSED SHARE ISSUE

1.1 General

On the 29 January 2018, the Company announced it had entered into an agreement to acquire 100% of the issued capital of Sherlock Operations Pty Ltd (ACN 623 223 852) (**Sherlock**) (**Acquisition Agreement**). Sherlock currently holds a 70% interest in Hammond Park Pty Ltd (ACN 614 718 651) which has an agreement to acquire three mining tenements located in Sherlock Bay. Full details of the agreement and the tenements are contained in the announcement dated 29 January 2018.

The Company intends to issue 12,000,000 Shares to the shareholders of Sherlock as consideration for the acquisition of 100% of the issued capital of Sherlock, in accordance with the Acquisition Agreement.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 1 will be to allow the Company to issue the Shares pursuant to the Acquisition Agreement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

1.2 Technical information required by ASX Listing Rule 7.1

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

- (a) the maximum number of Shares to be issued is 12,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue of the Shares will occur on the same date;
- (c) the Shares will be issued for nil cash consideration in satisfaction of the acquisition of 100% of the issued capital in Sherlock, in accordance with the Acquisition Agreement;
- (d) the 12,000,000 Shares will be issued to the current shareholders of Sherlock, as set out below, none of which are related parties of the Company:
 - (i) Kingmaker Metals Pty Ltd (ACN 622 635 483) – 4,200,000 Shares;
 - (ii) Shah Nominees Pty Ltd (ACN 008 830 886) – 4,200,000 Shares;
 - (iii) Metals Australia Ltd (ACN 008 982 474) – 1,800,000 Shares; and
 - (iv) Taupo Holdings Pty Ltd (ACN 009 281 494) – 1,800,000 Shares.
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) No funds will be raised as the Shares are being issued in satisfaction of the acquisition of 100% of the issued capital in Sherlock, in accordance with the Acquisition Agreement.

The Board of Directors unanimously recommends Shareholders vote in favour of this Resolution.

2. RESOLUTION 2 - APPROVAL FOR PROPOSED SHARE ISSUE

Subject to Shareholder approval, pursuant to Listing Rule 7.1, the Company proposes to issue up to 40,000,000 Shares.

A summary of ASX Listing Rule 7.1 is set out in Section 1.1 above.

The effect of Resolution 2 will be to allow the Company to issue the Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

2.1 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed Share issue:

- (a) The maximum number of Shares which may be issued pursuant to this Resolution is 40,000,000.
- (b) The Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur progressively.
- (c) the issue price will be not less than 80% of the volume weighted average price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the issue is made or, if there is a prospectus, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed;
- (d) The proposed allottees are unknown at the date of the Notice of Meeting but will not be related parties of the Company and will be selected at the Directors' discretion.
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (f) The Company intends to use the funds raised from the issue towards:
 - (i) ongoing mineral exploration on the Company's projects;
 - (ii) conducting exploration on the newly acquired projects the subject of Resolution 1;
 - (iii) additional capacity to acquire new projects;
 - (iv) the reduction of existing debt and other liabilities;
 - (v) additional working capital;
 - (vi) to pay for legal fees, stamp duty, outstanding mines department rent and shire rates and other costs associated with the acquisition of Sherlock.
- (g) The Directors wish to have additional flexibility to take advantage of market conditions and take advantage of opportunities as they arise. As such, it has not yet been decided whether the Shares will be issued progressively, or on a fixed date.

Assuming no Options are exercised and only the 40,000,000 Shares are issued, the number of Shares on issue would increase from 251,472,228 (being the number of Shares on issue as at the date of this Notice) to 291,472,228 and the shareholding of existing Shareholders would be diluted by 13.72%.

The Directors unanimously recommend Shareholders vote in favour of this Resolution.

3. RESOLUTION 3 - APPROVAL FOR PROPOSED OPTION ISSUE

Resolution 3 seeks Shareholder approval for the issue of up to 33,000,000 unlisted options (**New Options**) at an issue price of \$0.0001 per New Option to raise up to \$3,300.

A summary of ASX Listing Rule 7.1 is set out in Section 1.1 above.

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

3.1 Technical information required by ASX Listing Rule 7.1

For the purposes of Listing Rule 7.3, the following information is provided to Shareholders:

- (a) The maximum number of New Options which may be issued pursuant to this Resolution is 33,000,000.
- (b) The New Options will be issued and allotted no later than 3 months after the date of this Meeting or such later date as approved by ASX by waiver to the Listing Rules and it is intended that issue of the Options will occur progressively.
- (c) The New Options will be issued at a price of \$0.0001 each.
- (d) The proposed allottees are unknown at the date of the Notice of Meeting but will not be related parties of the Company and will be selected at the Directors' discretion.

- (e) The New Options will be issued on the terms and conditions set out in Annexure A.
- (f) The purpose of the issue is to assist the Company in raising capital following the Meeting, and the proposed use of the funds from both the issue price and any funds received from the exercise of the New Options is:
 - (i) ongoing mineral exploration on the Company's projects;
 - (ii) exploration on the newly acquired projects the subject of Resolution 1;
 - (iii) additional capacity to acquire new projects;
 - (iv) to enable reduction of existing debt and other liabilities;
 - (v) to provide additional working capital; and
 - (vi) To pay for legal fees, stamp duty, outstanding mines department rent and shire rates and other costs associated with the acquisition of Sherlock.
- (g) The Directors wish to have additional flexibility to take advantage of market conditions and take advantage of opportunities as they arise. As such, it has not yet been decided whether the Options will be issued progressively, or on a fixed date.

The Directors unanimously recommend Shareholders vote in favour of this Resolution.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF OPTIONS

4.1 General

On 24 January 2018 the Company issued 37,000,000 unquoted options (**Ratification Options**) at an issue price of \$0.0001 per Ratification Option to raise \$3,700.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Ratification Options (**Ratification**).

A summary of ASX Listing Rule 7.1 is set out in Section 1.1 above.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.4 Technical information required by ASX Listing Rule 7.4

For the purposes of ASX Listing Rule 7.5, the following information is provided to Shareholders in relation to the Ratification:

- (a) 37,000,000 Ratification Options were issued;
- (b) the Ratification Options were issued at a price of \$0.0001 each, to raise \$3,700;
- (c) the Ratification Options issued were in the same class as the Company's existing Options. The terms of the Ratification Options are outlined in Annexure "A".
- (d) the Ratification Options were issued to Corridor Nominees Pty Ltd (ACN 096 814 096), which is not a related party of the Company.
- (e) The funds raised from the issue were, or will be, used for:
 - (i) ongoing mineral exploration on the Company's projects;
 - (ii) exploration on the newly acquired projects the subject of Resolution 1;
 - (iii) additional capacity to acquire new projects;
 - (iv) to enable reduction of existing debt and other liabilities; and
 - (v) to provide additional working capital.

The Directors unanimously recommends Shareholders vote in favour of this Resolution.

DEFINITIONS

Accounting Standards	has the meaning given to that term in the Corporations Act.
Acquisition Agreement	means the agreement between the Company and Sherlock dated 25 January 2018.
ASX	means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires
Board	means the Board of Directors.
Chair	means the chair of the Meeting.
Closely Related Party	has the meaning given to that term in the Corporations Act.
Company	means Sabre Resources Ltd ACN 003 043 570.'
Constitution	means the Company's constitution.
Corporations Act	means Corporations Act 2001 (Cth).
Director	means a Director of the Company.
Equity Securities	has the meaning given to that term in the Listing Rules.
Explanatory Statement	means the explanatory statement accompanying the Notice.
General Meeting or Meeting	means the meeting convened by the Notice.
Notice or Notice of Meeting	means this notice of meeting including the Explanatory Statement and the Proxy Form.
Listing Rules	means the official listing rules of ASX.
Notice	means the Notice of General Meeting accompanying this Explanatory Statement.
New Option	means an Option to acquire a Share on the terms and conditions as outlined in Annexure "A".
Option	means an Option to acquire a Share on the terms and conditions as outlined in Annexure "A".
Proxy Form	means the proxy form accompanying the Notice.
Ratification Option	means an Option to acquire a Share on the terms and conditions as outlined in Annexure "A".
Resolutions	means the resolutions set out in the Notice, or any one of them, as the context requires.
Section	means a section of the Explanatory Statement.
Share	means a fully paid ordinary Share in the issued capital of the Company.
Shareholder	means a holder of Shares.
Sherlock	means Sherlock Operations Pty Ltd (ACN 623 223 852).
Trading Day	means a day determined by ASX to be a trading day in accordance with the Listing Rules.
WST	means Australian Western Standard Time. as observed in Perth, Western Australia.

ANNEXURE "A"

Terms and Conditions of Options

The terms and conditions of the Options are as follows:

- (a) Each Option shall entitle the Option holder, when exercised, to one fully paid ordinary Share in the Company ("Share").
- (b) The Options are exercisable wholly or in part at any time prior to 5.00 pm (WST) on 1 August 2018 ("Expiry Date"). Options not exercised by 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 before the Expiry Date. Any notice of exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.
- (d) The Option exercise price is 2.5 cents per Option.
- (e) 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.
- (f) 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.
- (g) The Options are not to be quoted on ASX and the Company is under no obligation to apply for quotation of the Options on ASX. The Company may apply for quotation on ASX of the Options.
- (h) The Company 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 new issues of securities offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 10 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 to a reorganisation of capital at the time of the reorganisation.

SABRE RESOURCES LTD
ACN 003 043 570
FORM OF PROXY

The Secretary
Sabre Resources Ltd
PO Box 1618
West Perth, WA, 6872

Facsimile: (08) 9481 7835

I/We.....
of.....

being a Shareholder of Sabre Resources Ltd hereby appoint as my/our proxy

<input type="checkbox"/> the Chairman Of the Meeting	<u>OR</u>	<input style="width: 600px; height: 20px;" type="text"/>
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or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at a General Meeting of the Company to be held on Thursday, 8 March 2018 at 10.00 am (WST) and at any adjournment thereof.

CHAIRMAN'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chairman intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chairman may change his voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

OR

Should you desire to direct the proxy how to vote, then please tick the appropriate box below:

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1. Approval for Proposed Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval for Proposed Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval for Proposed Option Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of a Prior Issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given, the proxy may vote as he thinks fit, or may abstain

If the member is an individual or joint holder:

.....
Usual Signature
Dated this day of 2018.

.....
Usual Signature

If the member is a Company:

Signed in accordance with the Constitution of the company in the presence of:

.....
Director/Sole Director/Secretary
Dated this day of 2018.

.....
Director/Secretary

SABRE RESOURCES LTD
ACN 003 043 570

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy. A member that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
2. Where more than one proxy is appointed and that appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. A proxy is not entitled to vote unless the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed is either mailed to the Company's mailing address (PO Box 1618, West Perth, Western Australia, 6872) deposited at the registered office of the Company (1st Floor, 8 Parliament Place, West Perth, Western Australia, 6005) or sent by facsimile to that office on Fax: (08) 94817835 to be received not less than 48 hours prior to the time of the meeting.
5. The proxy form must be signed personally by the member or his/her attorney duly authorised in writing. If the member is a company it must execute under its Common Seal or otherwise in accordance with its Constitution and section 127 of the Corporations Act, or its duly authorised attorney. In the case of joint members, the proxy must be signed by at least one of the joint members, personally or by a duly authorised attorney.
6. The Chairman intends to vote all undirected proxies in favour of the resolutions.
7. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolutions, the proxy must not vote on a show of hands; and
 - (c) if the proxy is Chairman, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a Shareholder, the proxy can cast any votes the proxy holds as a Shareholder in any way that the proxy sees fit.

Attendance and Voting Eligibility

For the purposes of the meeting, securities will be taken to be held by the persons who are registered holders at 5:00 pm on 6 March 2018. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

A member of the Company entitled to attend and vote at the meeting shall be entitled to appoint not more than two other persons (whether members of the company or not) as the member's proxy or proxies, to attend and vote on the member's behalf. Where two proxies are appointed the appointments shall be of no effect unless each proxy is appointed to represent a specified proportion of the member's voting rights. Forms of proxy must be deposited at the registered office of the company in West Perth not less than forty-eight (48) hours before the time appointed for the holding of the meeting.