

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Sabre Resources Ltd

ABN

68 003 043 570

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | (a) Fully Paid Ordinary
(b) Quoted Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 1,799,992 Shares
(b) 118,168,044 Options |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | (a) Fully Paid Ordinary
(b) Quoted Options exercisable at \$0.03 each on or before 31/10/2019 |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- | | |
|---|--|
| <p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | <p>(a) Yes, the Shares rank equally in all respects from the date of issue with the existing quoted fully paid ordinary shares of the Company</p> <p>(b) No – new class of Quoted Options. On exercise of the options, fully paid ordinary shares issued will rank equally with existing quoted fully paid ordinary shares currently on issue.</p> |
| <p>5 Issue price or consideration</p> | <p>(a) \$0.015 cents</p> <p>(b) Nil</p> |

+ See chapter 19 for defined terms.

<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) Issued under the Share Purchase Plan announced on 16 August 2018. With funds raised being used towards ongoing mineral exploration on the Company's projects, conducting exploration on the newly acquired projects, the reduction of existing debt and other liabilities and for general working capital purposes</p> <p>(b) Issue of free-attaching Options as approved at the Company's General Meeting of Shareholders held on 6/7/2018.</p> <p>Resolution 3 – Issue options to placement participants.</p> <p>Resolution 5 – Issue options to as part consideration of acquisition of Kinetic Metals Pty Ltd.</p> <p>Resolution 6 – Issue of options to broker.</p> <p>Resolution 7 – Issue of options to SPP participants.</p>
<p>6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the ⁺securities the subject of this Appendix 3B, and comply with section 6i</p>	<p style="text-align: center;">Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p style="text-align: center;">16 November 2017</p>
<p>6c Number of ⁺securities issued without security holder approval under rule 7.1</p>	<p style="text-align: center;">Nil</p>
<p>6d Number of ⁺securities issued with security holder approval under rule 7.1A</p>	<p style="text-align: center;">Nil</p>

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<p>118,168,044 Options exercisable at \$0.03 each on or before 31/10/2019 approved at a meeting of shareholders held on the 6/7/2018.</p> <p>(Being, 105,868,052 issued pursuant to Resolution 3. 2,500,000 issued pursuant to Resolution 5. 8,000,000 issued pursuant to Resolution 6. 1,799,992 issued pursuant to Resolution 7.)</p>
6f Number of +securities issued under an exception in rule 7.2	<p>1,799,992 Shares under share purchase plan (Exception 15)</p>
<p>6g If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3?</p> <p>Include the +issue date and both values. Include the source of the VWAP calculation.</p>	<p>N/A</p>
6h If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	<p>N/A</p>
6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	<p>Rule 7.1 – 56,046,040 Rule 7.1A – 11,016,805</p>
<p>7 +Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>20 September 2018</p>

+ See chapter 19 for defined terms.

	Number	+Class
8	373,640,272	Fully paid ordinary shares (SBR)
	118,168,044	Quoted Options exercisable at \$0.03 each on or before 31/10/2019
	Number	+Class
9	125,000,000	Options exercisable at 1.5 cents each on or before 1/12/2021 (SBRAB)
10	Dividend policy not yet determined	

Part 2 - Pro rata issue – N/A

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in</i>	

+ See chapter 19 for defined terms.

- full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

⁺ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities (tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a) – N/A – to be confirmed following issue of the securities upon completion of security purchase plan

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☒ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

1	MCNEIL NOMINEES PTY LIMITED	21,833,334
2	MR BIN LIU	9,184,000
3	MS CHUNYAN NIU	9,184,000
4	SJ CAPITAL PTY LTD	8,566,400
5	MAPD NOMINEES PTY LTD	5,051,200
6	MR GABRIEL HEWITT	4,132,800
7	QUID CAPITAL PTY LTD	4,100,000
8	VOLTA INVESTMENTS PTY LTD <VOLTA A/C>	3,673,600
9	MARDI BENGAL INVESTMENTS PTY LTD	3,214,400
10	MR SUFIAN AHMAD	3,214,400
11	BUCKINGHAM INVESTMENT FINANCIAL SERVICES PTY LTD <LENNOX HEAD PROPERTY A/C>	3,000,000
12	MR COLIN WEEKES	2,500,000
13	GTT GLOBAL OPPORTUNITIES PTY LTD	2,300,000
14	AYERS PTY LTD <HITA INVESTMENT A/C>	2,296,000
15	XCEL CAPITAL PTY LTD	2,296,000
16	PROFESSIONAL & SOPHISTICATED INVESTORS PTY LTD <PROF & SOPH INVEST A/C>	2,133,334
17	CHELMSLEY PROPRIETARY LIMITED	2,000,000
18	MR JOSHUA GOLDBIRSCH	2,000,000
19	IRONSIDE PTY LTD <THE IRONSIDE SUPER FUND A/C>	2,000,000
20	BEIRNE TRADING PTY LTD	1,866,668

+ See chapter 19 for defined terms.

- 36 ☒ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories.
- | | |
|------------------|-------------|
| 1 - 1,000 | - |
| 1,001 - 5,000 | - |
| 5,001 - 10,000 | - |
| 10,001 - 100,000 | 425,170 |
| 100,001 and over | 117,742,874 |
- 37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A				
39	+Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 					
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 40px;"></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
- Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: <Lodged electronically>

Date: 23 August 2018

Print name: **Graham Baldisseri**
 (Company Secretary)

== == ==

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	251,472,228
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	Nil 12,000,000 issued 22/3/18 (ratified 8/3/18) 40,000,000 issued 27/4/18 (ratified 8/3/18) 39,520,830 issued 27/4/18 (ratified 6/7/18) 26,347,222 issued 27/4/18 (ratified 6/7/18) 2,500,000 issued 15/8/18 (approved on 6/7/18) 1,799,992 subject of this Appendix 3B (approved on 6/7/2018) Nil
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	373,640,272

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	56,046,040
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“C”	-
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	56,046,040
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.15] – “C”	56,046,040 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	373,640,272
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	37,364,027
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of ⁺ equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	26,347,222 issued on 27/4/18 (ratified 6/7/18)
“E”	26,347,222

⁺ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	37,364,027
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	26,347,222
Total [“A” x 0.10] – “E”	11,016,805 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.