

Sabre Resources Ltd

ACN 003 043 570

Notice of Annual General Meeting

Explanatory Statement

and

Proxy Form

**9:00 am (WST) on Friday 27 November 2015
Celtic Club, 48 Ord Street, West Perth, Western Australia**

SABRE RESOURCES LTD

ACN 003 043 570

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Members of Sabre Resources Ltd (SBR or the **Company**) will be held on Friday, 27 November 2015 commencing at 9.00 am (WST) at the Celtic Club, 48 Ord Street, West Perth, Western Australia.

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

AGENDA

BUSINESS OF THE MEETING

A. Accounts and reports

To receive and consider the Financial Statements and the Reports of the Directors and the Auditors for the year ended 30 June 2015.

B. Resolution 1 – Adoption of the Remuneration Report

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

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2015 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors of the Company.

Voting prohibition statement

A vote on this resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- a Closely Related Party of such a member, (collectively referred to as a **Prohibited Voter**).

However, the Company need not disregard a vote if:

- it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- it is not cast on behalf of a Prohibited Voter.

Further, a Prohibited Voter who is appointed as a proxy will not vote on resolution 1 unless:

- the appointment specifies the way the proxy is to vote on resolution 1; or
- the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of resolution 1.

Shareholders may also choose to direct the Chair to vote against resolution 1 or to abstain from voting.

C. Resolution 2 - Re-election of a Director

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

"That Jonathan Downes, who retires by rotation in accordance with the Company's Constitution, be re-elected a Director of the Company."

D. Resolution 3 - Election of a Director

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

"That David Chapman, who was appointed Managing Director in May 2015, be elected a Director of the Company."

E. Resolution 4 - Ratification of placement of shares and options

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

"That, for the purpose of Listing Rule 7.1 and all other purposes, the Company approves the allotment and issue of Equity Securities of 2,352,778 shares at 1.6 cents per share and 12,500,000 free unlisted options exercisable at 2.5 cents at any time up to their expiry on 1 August 2018, on the terms and conditions set out in the Explanatory Statement."

Voting Prohibition Statement

The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed, and associates of those persons. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote 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.

F. Resolution 5 - Approval for a proposed Share issue

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

"That, pursuant to Listing Rule 7.1 of the Listing Rules of the Australian Securities Exchange and for all other purposes, approval is given for the Company to allot and issue up to 50,000,000 ordinary fully paid Shares at a minimum issue price per Share which is at least 80% of the average market price of ordinary Shares in the capital of the Company trading on ASX over the last 5 days on which sales in the securities were recorded before the day on which the issue was made (or if there is a prospectus or offer information statement relating to the issue, over the last 5 days on which sales in the securities were recorded before the date the prospectus or offer information statement is signed), on the terms and conditions set out in the Explanatory Statement accompanying this Notice of General Meeting."

Voting Prohibition Statement:

The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and any associate of those persons or any person who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. Also associates of persons who may obtain a benefit except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, will also be excluded. 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

G. Resolution 6 - Approval for 10% placement facility under Listing Rule 7.1A

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

"That, for the purpose of Listing Rule 7.1A and all other purposes, the Company approves the allotment and issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

Voting Prohibition Statement

The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed, and associates of those persons. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote 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 Annual General Meeting, Shares will be taken to be held by persons who are registered as holding Shares at 8:00 am (WST) on 27 November 2015. 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

Norman Grafton
Company Secretary

27 October 2015

Your annual report is available online, simply visit: www.sabresources.com

EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of members of SABRE RESOURCES LTD ACN 003 043 570 in connection with the business to be conducted at the Annual General Meeting of members to be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia, on 27 November 2015 at 9:00 am (WST).

This Explanatory Statement forms part of, and should be read in conjunction with, the accompanying Notice of Annual General Meeting.

Shareholders should note that all the Directors approved the proposal to put the resolutions to shareholders as outlined in the Notice of Annual General Meeting and to prepare this Explanatory Statement.

FINANCIAL REPORTS

The Corporations Act requires the Company to lay before the Annual General Meeting its annual financial report and reports of the Directors and Auditor for the last financial year. The annual financial report of the Company for the year ended 30 June 2015 is available on its website at www.sabresources.com.

Shareholders are not required to vote on these reports. However, shareholders will be given a reasonable opportunity at the Meeting to comment on, or to ask questions about, the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Auditor questions relevant to the Auditor's report, the conduct of the audit, accounting policies adopted by the Company and the independence of the Auditor.

Written questions to the Company's Auditor about the content of the Auditor's report or the conduct of the audit may be submitted no later than 20 November 2015 to:

Sabre Resources Ltd
PO Box 1618
West Perth WA 6872.

Facsimile: +618 9481 7835
Email: ngrafton@kmm.com.au

Copies of the questions, if any, to the Company's Auditor will be available at the meeting.

RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

Under Section 250R(2) of the Corporations Act, the Company must put to its shareholders at each annual general meeting a resolution adopting the report on remuneration of the Company's Directors, Secretary and senior managers.

The Remuneration Report of the Company for the financial year ended 30 June 2015 is included in the Directors' Report in the Company's 2015 Annual Report. It is also available on the Company's website at www.sabresources.com.

The Remuneration Report includes:

- An explanation of the Company's policy in relation to the nature and amount of remuneration paid to Directors, Secretary and senior executives of the Company;
- A discussion of the link between this policy and the Company's performance;
- Details of any element of the remuneration of Directors and executives of the Company which is dependent upon the satisfaction of a performance condition; and
- Details of the total remuneration of each Director (including a breakdown of components of that remuneration) and the senior executives of the Company who receive the highest remuneration.

The vote on this resolution is advisory only and does not bind the Company

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at the 2015 AGM, and then again at the 2016 Annual General Meeting the Company will be required to put a resolution to the 2016 AGM, to approve calling an extraordinary general meeting (spill resolution). If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene a general meeting (spill meeting) within 90 days of the 2016 AGM. All of the Directors who were in office when the 2015 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the spill meeting.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any share based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters may not vote on this resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair will use any such proxies to vote in favour of the resolution.

Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this resolution.

RESOLUTION 2 - RE-ELECTION OF A DIRECTOR

Pursuant to the Company's Constitution, Jonathan Downes, being a Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as a Director of the Company.

Mr Downes has over fifteen years experience in the minerals industry, and has worked in various geological and corporate capacities. He has experience in nickel, gold and base metals, and has been intimately involved with numerous private and public capital raisings. Mr Downes is currently the Managing Director of Ironbark Zinc Ltd and a non-Executive Director of Corazon Mining Ltd and was formerly a non-Executive Director of Waratah Gold Ltd (until 28 November 2014).

RESOLUTION 3 - ELECTION OF A DIRECTOR

Pursuant to the Company's Constitution, David Chapman, being a Director of the Company, who was appointed as Managing Director in May 2015 and, being eligible, offers himself for election as a Director of the Company.

Mr Chapman is a geologist with over thirty years diverse international geological experience in the mining and minerals industry. His experience covers most aspects of the mining industry, from exploration and operations through to completion of feasibility studies, funding and project construction and business development. He was a founding director of ASX listed Paringa Resources Limited, and remains on the board as a non-executive director.

RESOLUTION 4 - RATIFICATION OF PLACEMENT OF SHARES AND OPTIONS

On 26 October 2015, the Company issued 2,352,778 shares at 1.6 cents and 12,500,000 free unlisted options, exercisable at 2.5 cents at any time up to their expiry on 1 August 2018, as announced to the market on 28 July 2015. The full terms of these options is set out in Annexure A to this Notice.

These issues were made under Listing Rule 7.1

In addition, 22,647,222 shares were issued under Listing Rule 7.1A to sophisticated and professional investor clients of CPS Capital Group Pty Ltd. Approval for the placement under Listing Rule 7.1A was given by shareholders at the Annual General Meeting held on 10 November 2014.

\$400,000, before costs, was raised from these issues.

The following information is provided in accordance with ASX Listing Rule 7.5

- a) 2,352,778 Shares and 12,500,000 options were issued under Listing Rule 7.1 and 22,647,222 Shares and were issued under Listing Rule 7.1A;
- b) the issue price was \$0.016 per Share, and the Options were issued free;
- c) the Shares issued were all fully paid ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- d) the Shares were issued to sophisticated and professional investors. None of these subscribers are related parties of the Company; and
- e) the funds raised from this issue will be used to provide further capital to explore the Company's tenements and to provide additional working capital.

RESOLUTION 5 – APPROVAL FOR A PROPOSED SHARE ISSUE

Subject to shareholder approval, pursuant to Listing Rule 7.1, the Company proposes to issue up to 50,000,000 Shares.

Listing Rule 7.1 broadly provides, subject to certain exceptions, that shareholder approval is required for any issue of securities where the securities proposed to be issued represent more than 15% of the Company's shares then on issue.

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

- a) The maximum number of Shares which may be issued pursuant to this resolution is 25,000,000.
- b) The Shares 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.
- c) The Shares will be issued at a minimum issue price which is at least 80% of the average market price of Shares trading on ASX over the last 5 days on which sales in the securities were recorded before the day on which the issue was made (or if there is a prospectus or offer information statement relating to the issue, over the last 5 days on which sales in the securities were recorded before the date the prospectus or offer information statement 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 terms of the Shares will be the same as the existing ordinary fully paid Shares in the Company.
- f) The purpose of the issue is for ongoing mineral exploration on the Company's Western Australian projects and additional working capital.
- g) It has not yet been decided whether the shares will be issued progressively, or on a fixed date.

The Board of Directors unanimously recommends Shareholders vote in favour of the resolution.

RESOLUTION 6 - APPROVAL FOR 10% PLACEMENT FACILITY

6.1 Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued share capital over a 12 month period after the annual general meeting at which a resolution for the purposes of Listing Rule 7.1A is passed by special resolution (**Additional 10% Placement Capacity**). The Additional 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An entity will be eligible to seek approval under Listing Rule 7.1A if: (a) the entity has a market capitalisation of \$300 million or less; and (b) the entity that is not included in the S&P ASX 300 Index. The Company is an eligible entity for the purposes of Listing Rule 7.1A.

The number of Equity Securities to be issued under the Additional 10% Placement Capacity will be determined in accordance with the formula set out in Listing Rule 7.1A.2.

The Company is putting Resolution 5 to Shareholders to seek approval to issue additional Equity Securities under the Additional 10% Placement Capacity. It is anticipated that funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity would be applied towards the Company's

exploration activities, the acquisition of new assets (should suitable assets be found), administration costs and general working capital.

6.2 Listing Rule 7.1A

The effect of this Resolution will be to permit the Company to issue the Equity Securities under Listing Rule 7.1A during the Additional Placement Period (as defined below) without using the Company's 15% placement capacity under Listing Rule 7.1.

Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice the Company only has Shares on issue.

As at the date of this Notice, the Company has 251,472,228 Shares on issue and therefore, subject to Shareholder approval being sought under this Resolution, 25,147,222 Equity Securities will be permitted to be issued in accordance with Listing Rule 7.1A. Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the Additional 10% Placement Capacity is a moving calculation and will be based on the formula set out in Listing Rule 7.1A.2. This formula is set out below (A x D) - E

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement after adjusting for the 250:1 consolidation:
 - I. plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - II. plus the number of partly paid shares that became fully paid in the previous 12 months;
 - III. plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
 - IV. less the number of Shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

This is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in order to be passed.

6.3 Specific information required by Listing Rule 7.3A.1

The following information in relation to the Shares to be issued is provided to Shareholders for the purposes of Listing Rule 7.3A.1:

- (a) the Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

- (b) If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Capacity, the existing Shareholders' economic and voting interests in the Company will be diluted. There is also a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
 - (ii) the Equity Securities may be issued: (1) at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities; or (2) as consideration (or part thereof) for the acquisition of a new asset, both of which may have an effect on the amount of funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity.

The table below shows the dilution of existing Shareholders of the issue of the **maximum** number of Equity Securities under the Additional 10% Placement Capacity using different variables for the number of ordinary securities for variable "A" (as defined in Listing Rule 7.1A) and the market price of Shares. It is noted that variable "A" is based on the number of ordinary securities the Company has on issue at the time of the proposed issue of Equity Securities.

The table shows:

- (i) examples of where variable "A" is at its current level, and where variable "A" has increased by 50% and by 100%;
- (ii) examples of where the issue price of ordinary securities is the current market price as at close of trade on 5 October 2015, being \$0.02, (**current market price**), where the issue price is halved, and where it is doubled; and
- (iii) the dilutionary effect will always be 10% if the maximum number of Equity Securities that may be issued under the Additional 10% Placement Capacity are issued.

Variable 'A'	Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect	Dilution		
		\$0.01 Issue Price at half the current market price	\$0.02 Issue Price at current market price	\$0.04 Issue Price at double the current market price
Current Variable A 226,472,228 Shares	Shares issued	22,647,222	22,647,222	22,647,222
	Funds raised	\$226,472	\$452,944	\$905,889
	Dilution	10%	10%	10%
50% increase in current Variable A 339,708,342 Shares	Shares issued	33,970,834	33,970,834	33,970,834
	Funds raised	\$339,708	\$679,417	\$1,358,833
	Dilution	10%	10%	10%
100% increase in current variable A 452,944,456 Shares	Shares issued	45,294,445	45,294,445	45,294,445
	Funds raised	\$452,944	\$905,889	\$1,811,778
	Dilution	10%	10%	10%

Note: this table assumes:

- No Options are exercised before the date of the issue of the Equity Securities;
- The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes quoted Options, for the purposes of the above table, it is assumed that those quoted Options are exercised into Shares for the purposes of calculating the voting dilution effect on existing Shareholders;
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting; and
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

- (c) Approval of the Additional 10% Placement Capacity will be valid from the date of the Annual General Meeting and will expire on the earlier of:
- (i) the date that is 12 months after the date of the Annual General Meeting; and

- (ii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(d) The Company may seek to issue the Equity Securities for the following purposes:

- (i) cash consideration. If Equity Securities are issued for cash consideration, the Company intends to use the funds for the Company's exploration activities at the Company's projects in Namibia, administration costs and general working capital; or
- (ii) non-cash consideration for the acquisition of the acquisition of new assets (should suitable assets be found). If Equity Securities are issued for non-cash consideration, the Company will comply with the minimum issue price limitation under Listing Rule 7.1A.3 in relation to such issue and will release the valuation of the non-cash consideration to the market.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.3 and 3.10.5A upon issue of any Equity Securities.

(e) The identity of the allottees will be determined on a case by case basis having regard to market conditions at the time of the proposed issue of Equity Securities, including consideration of matters including, but not limited to:

- (i) the ability of the Company to raise funds at the time of the proposed issue of Equity Securities and whether the raising of any funds under such placement could be carried out by means of an entitlements offer, or a placement and an entitlements offer;
- (ii) the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of proposed issued of Equity Securities;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from its professional advisers, including corporate, financial and broking advisers (if applicable).

The allottees under the Additional 10% Placement Capacity will not include related parties (or their associates) of the Company. As required under Listing Rule 7.3A.5, the Company's allocation policy will be to issue securities to sophisticated and professional investors.

(f) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting on 10 November 2014 and, as required under Listing Rule 7.3A.6 (b) it is advised that no other equity placements have been made since that date other than as follows:

Date	Quantity	Class	Issue price and discount to Market Price (if applicable) ¹	Recipients	Form of consideration
26 October 2015	2,352,778	Shares ²	\$0.016 (5.88%)	Sophisticated and professional investors	Form of Consideration: Cash Amount raised: \$37,644 Amount spent: \$Nil Planned use of funds and other operational expenses of the Company Amount remaining:\$37,644
26 October 2015	22,647,222	Shares ²	\$0.016 (5.88%)	Sophisticated and professional investors	Form of Consideration: Cash Amount raised: \$362,356

					Amount spent: \$Nil Use of funds Ongoing operational expenses of the Company Amount remaining: \$362,356
26 October 2015	12,500,000	Options ₃	Free	Sophisticated and professional investors	Form of Consideration: N/A Free options Not Applicable

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
 2. Fully paid ordinary shares in the capital of the Company, ASX Code: SBR (terms are set out in the Constitution).
 3. Option terms are as set out in Annexure A to the Notice of Meeting.
 4. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
 5. A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not determined its allocation policy for the issue of Equity Securities under the Additional 10% Placement Capacity. The Company has not approached, and has not yet determined to approach, any particular existing security holders or an identifiable class of existing security holders to participate in an offer under the Additional 10% Placement Capacity therefore no existing security holders votes would be excluded under the voting exclusion statement included in this Notice.
- (g) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not determined its allocation policy for the issue of Equity Securities under the Additional 10% Placement Capacity. The Company has not approached, and has not yet determined to approach, any particular existing security holders or an identifiable class of existing security holders to participate in an offer under the Additional 10% Placement Capacity therefore no existing security holders votes would be excluded under the voting exclusion statement included in this Notice.

6.4 Directors' Recommendation

The Board recommends Shareholders vote in favour of this resolution.

DEFINITIONS

Accounting Standards	has the meaning given to that term in the Corporations Act.
Additional 10% Placement Capacity	has the meaning set out on page 7.
ASX	means ASX Limited and where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	means the Board of Directors.
Closely Related Party	has the meaning given to that term in the Corporations Act.
Company	means Sabre Resources Ltd ACN 003 043 570.
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.
Key Management Personnel	has the meaning given to that term in the Accounting Standards.
Listing Rules	means the official listing rules of ASX.
Notice	means the Notice of Annual General Meeting accompanying this Explanatory Statement.
Option	means an Option to acquire a Share on the terms and conditions as outlined in Annexure "A".
Share	means a fully paid ordinary Share in the issued capital of the Company.
Shareholder	means a holder of Shares.
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.

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

☐ **the Chairman
Of the Meeting** OR

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 the Annual General Meeting of the Company to be held on Friday, 27 November 2015 at 9:00am (WST) and at any adjournment thereof.

AUTHORITY FOR CHAIRMAN TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chairman as my/our proxy (or where the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chairman.

CHAIRMAN'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chairman intends to vote undirected proxies in favour of all Resolutions in which the Chairman is entitled to vote.

OR

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

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Jonathan Downes as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of David Chapman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of Placement of Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval for Proposed Share Issue - Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval for 10% Placement Facility - Rule 7.1A	<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

.....
 Usual Signature

Dated this day of 2015.

If the member is a Company:

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

.....
 Director/Sole Director/Secretary

.....
 Director/Secretary

Dated this day of 2015.

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 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 s.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 9:00 am on 25 November 2015. 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.