SABRE RESOURCES LTD
ACN 003 043 570

PROSPECTUS

For the issue of 14,000,000 Shares at an issue price of $0.25 each, together with one free attaching Option for every Share issued (each Option exercisable at $0.35 on or before 27 January 2010), to raise $3,500,000.

The offer is conditional on shareholder approval at a General Meeting to be held on 14 September 2007.

IMPORTANT NOTICE

This Prospectus is dated 10 September 2007. This document is important and requires your immediate attention. It should be read in its entirety. If you do not understand its contents or are in doubt as to the course you should follow, you should consult your stockbroker or professional advisor.

IMPORTANT NOTICE

This Prospectus is dated 10 September 2007.

A copy of this Prospectus was lodged with the ASIC on 10 September 2007. The ASIC and ASX take no responsibility for the contents of this Prospectus.

No Securities will be issued on the basis of this Prospectus later than thirteen (13) months after the date of this Prospectus. Application will be made to ASX within seven (7) days after the date of this Prospectus for admission of the Shares offered by this Prospectus to Official Quotation. Options issued pursuant to this Prospectus will be issued on the terms and conditions set out in this Prospectus. Initially the Options will be unlisted, however, if at a later date a spread of Option holders sufficient to satisfy ASX Listing Rule requirements is obtained, the Company may apply for official quotation of the Options on the ASX.

Applicants should read this document in its entirety and, if in any doubt, consult with their professional advisers before deciding whether to apply for Securities. There are risks associated with an investment in the Company and the Securities offered under this Prospectus must be regarded as a speculative investment. The Securities offered under this Prospectus carry no guarantee with respect to return on capital investment or the future value of the Securities.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Prospectus does not constitute an offer of Securities in any place in which, or to any person to whom, it would not be lawful to make the Offer.

The Corporations Act 2001 prohibits any person from passing onto another person the Application Form unless it is attached to or accompanied by the complete and unaltered version of this Prospectus. During the Offer Period, any person may obtain a hard copy of this Prospectus by contacting the Company by email at *sabre@sabresources.com* or by telephone +61 8 9481 7833.

CONTENTS

1. CORPORATE DIRECTORY

DIRECTORS	Alexander CLEMEN Michael SCIVOLO David ZUKERMAN
SECRETARY	Norman GRAFTON
REGISTERED AND PRINCIPAL OFFICE	8 Parliament Place WEST PERTH WA 6005 Telephone: (08) 9481 7833 Facsimile: (08) 9481 7835 Email: sabre@sabresources.com Website: www.sabresources.com
SOLICITORS	Blakiston & Crabb 1202 Hay Street WEST PERTH WA 6005
AUDITORS	Stantons International Level 1, 1 Havelock Street WEST PERTH WA 6005
SHARE REGISTRY	Computershare Investor Services Pty Ltd* Level 2, Reserve Bank Building 45 St George's Terrace PERTH WA 6000 Telephone: (08) 9323 2000 Facsimile: (08) 9323 2033
	ASX code for shares: SBR

* Appears for information purposes only and has not been involved in the preparation of this Prospectus.

2. INVESTMENT OVERVIEW

2.1 Important Notice

This section is not intended to provide full information for investors intending to apply for the Securities offered pursuant to this Prospectus. This Prospectus should be read and considered in its entirety.

2.2 Summary of the Offer

Pursuant to this Prospectus, the Company is offering 14,000,000 Shares at an issue price of $0.25 each, together with one free attaching Option for every Share issued, each Option exercisable at $0.35 on or before 27 January 2010, to raise $3,500,000 before expenses of the Offer.

2.3 Summary of Link National Pty Ltd ("Link") Offer

This Prospectus is also a prospectus for the issue of 32,000,000 Shares to the Vendors of Link under the Link Offer. Refer to Section 7.1 for further details.

2.4 Indicative Timetable

Prospectus lodged with ASIC and Opening Date	10 September 2007
General Meeting	14 September 2007
Closing Date (5:00pm WST)	9 October 2007

The dates are indicative only and may change with time; the Company reserves the right to close the Offer early.

2.5 Purpose of the Offer

The purpose of the Offer is to raise funds to satisfy the condition precedent for the completion purchase of all the issued share capital of Link National Pty Ltd. ("**Acquisition**") (see Section 7.1 for further details).

Funds raised will be used to explore and develop the Ongava Base Metals Project, raise working capital for existing projects and meet expenses associated with the Acquisition (including the cash payment of $240,000 for reimbursement of previous expenditure) and the Offer.

No funds will be raised pursuant to the Link Offer. The Shares the subject of the Link Offer are being issued in consideration for the Acquisition. Refer to Section 7.1 for further details.

2.6 Use of Proceeds from the Offer

It is intended to apply the funds raised from the Offer as follows:

Reimbursement of previous expenditure	$240.000
Ongava Project Exploration Costs	2,500,000
Existing Projects Exploration Costs	250,000
Expenses of the Offer	55,000
Working Capital	455,000
	$3,500,000

2.7 Capital Structure

The capital structure of the Company following completion of the Offer, acquisition of Link (and issue of Shares to the Vendors), and Option issue to Directors, all subject to Shareholder approval at the General Meeting to be held on 14 September 2007, is summarised below:

Shares*

Shares on issue at the date of Prospectus	28,434,851
Shares to be issued to Vendors of Link (see Section 7.1)	32,000,000
Shares to be issued pursuant to this Prospectus	14,000,000
Total Shares on issue at completion of the Offer	74,434,851

(assumes no Options are exercised during the Offer period)

Unlisted Options

Options on issue at the date of Prospectus[1,2]	23,600,000
Directors Option proposed to be issued[3]	900,000
Options to be issued pursuant to this Prospectus[4]	14,000,000
Total Options on issue at completion of the Offer	38,500,000

The unlisted Options are exercisable as follows:

1) *23,000,000 @ 10 cents on or before 31 December 2012*
2) *600,000 @ 15 cents on or before 30 November 2008*
3) *900,000 @ 15 cents on or before 30 November 2008 (subject to Shareholder approval at the General Meeting to be held on 14 September 2007)*
4) *14,000,000 @ 35 cents on or before 27 January 2010*

3. DETAILS OF THE OFFER

By this Prospectus, the Company offers for subscription 14,000,000 Shares at an issue price of $0.25 each, together with one free attaching Option for every Share issue, each Option exercisable at $0.35 on or before 27 January 2010, to raise $3,500,000 before expenses of the offer. Allottees will be determined at the direction of the Directors and Westar Capital Limited (Westar Capital) (further details are outlined in Section 7.8).

The Shares offered under this Prospectus will rank equally with the existing Shares on issue. Please refer to Section 7.5 of this Prospectus for a summary of the rights attaching to the Shares offered pursuant to this Prospectus.

The terms and conditions of the Options attaching to the Shares offered under this Prospectus are contained in Section 7.6 of this Prospectus.

The Offer is conditional on Shareholder approval at the General Meeting on 14 September 2007 and is therefore a conditional offer. If Shareholder approval is not obtained for the issue of the Shares and Options pursuant to the Offer, no Shares and Options will be issued. A copy of the Notice of Meeting dated 3 August 2007 has been sent to Shareholders and lodged with ASX.

3.1 Minimum Subscription

The minimum subscription of the Offer is $3,500,000. No Shares and Options will be allotted or issued by this Prospectus in respect of the Offer until the minimum subscription is reached. If the minimum subscription is not received within 4 months after the date of this Prospectus all application monies will be refunded in accordance with the Corporations Act.

3.2 Oversubscriptions

Oversubscriptions will not be accepted.

3.3 How to Apply for Securities under the Offer

Applications for Securities under the Offer by investors must be made using the Offer Application Form which is attached to or accompanies this Prospectus (**Offer Application Form**).

Only those investors determined at the direction of the Directors and Westar may apply for the Offer. Accordingly, do not complete the Offer Application Form unless requested by the Board or Westar.

Payment for Shares must be made in full at the issue price of $0.25 per Share. Application forms and accompanying cheques must be mailed or delivered to:

By Hand:	**By Post:**
Sabre Resources Ltd	Sabre Resources Ltd
Level 1	PO Box 1618
8 Parliament Place	West Perth WA 6872
West Perth WA 6005	

by no later than the Closing Date.

Cheques and drafts should be made payable to "Sabre Resources Ltd – Trust Account" and crossed "Not Negotiable".

3.4 Underwriting

The Offer is not underwritten.

3.5 Issue of Shares and Options

It is anticipated that the issue of Shares and Options offered pursuant to the Offer will take place in accordance with the timetable set out in Section 2.3 of this Prospectus. The Company will not close the Offer and proceed to issue until it is in a position to complete the Acquisition , a condition of which is the raising of not less than $3,500,000 through the issue of new Shares at a minimum of 25 cents each. Prior to the issue of the Shares and Options under the Offer, all application monies will be held in trust for applicants. The Company will retain any interest earned on the application monies.

The Directors reserve the right to issue Shares and Options under the Offer in full for any application or to issue any lesser number or to decline any application. Where the number of Shares and Options issued under the Offer is less than the number applied for, or where no issue is made, the surplus application monies will be returned by cheque to the applicant within seven (7) days of the issue date.

The Company intends to issue and issue the Securities pursuant to the Link Offer (refer to Section 7.1) on completion of the Acquisition.

No Securities will be issued on the basis of this Prospectus later than thirteen (13) months after the date of this Prospectus.

3.6 ASX Quotation

Application to ASX for admission of the Shares offered pursuant to this Prospectus to Official Quotation will be made by the Company within seven (7) days of the date of this Prospectus. If the Shares are not admitted to Official Quotation on ASX within three (3) months after the date of this Prospectus, or such longer period as is permitted by the Corporations Act, none of the Shares offered under the Offer will be issued. In either of those circumstances, all applications will be dealt with in accordance with Section 724 of the Corporations Act.

Initially, the Options will be unlisted; however, if at a later date a spread of Option holders sufficient to satisfy ASX Listing Rule requirements is obtained, the Company may apply for Official Quotation of the Options.

3.7 CHESS

The Company participates in the Clearing House Electronic Subregister System (CHESS). CHESS is operated by ASX Settlement and Transfer Corporation Pty Ltd (ASTC), a wholly owned subsidiary of ASX, in accordance with the Listing Rules and the ASTC Settlement Rules.

Under CHESS, the Company will not issue certificates to investors. Instead, subscribers will receive a statement of their holdings in the Company. If an investor is broker sponsored, ASTC will send a CHESS statement to the investor.

3.8 Financial Forecasts

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

4. ACQUISITION OF LINK NATIONAL PTY LTD

Background

On 2 August 2007 SBR announced that it had entered into a Share Sale Agreement to acquire all of the issued share capital of Link ("Acquisition Agreement").

Link holds an 80% interest in Gazania Investments Three (Pty) Ltd ("Gazania"), a company incorporated in Namibia, the holder of an 87.5% beneficial interest in Mining Tenement EPL 3542 ("the Project"). The remaining 20% interest in Gazania and 12.5% beneficial interest in the Project are held by Coniston Pty Ltd (Coniston). Link and Coniston are parties to a shareholders agreement under which amongst other matters the management of Gazania is regulated and Link is obligated to free carry Coniston's 20% shareholding in Gazania such that Coniston shall not be required at any time to provide any funding for any purpose whatsoever to Gazania and Link shall ensure that all funding is obtained by way of project finance or loan funds from Link to meet all project costs and other obligations of Gazania.

Gazania is party to a joint venture agreement with Coniston in respect of the Project. Coniston holds a 12.5% beneficial interest in EPL 3542. The joint venture agreement provides that Gazania is the manager of the joint venture. The joint venture parties will form an operating committee and each party shall have voting power in proportion to its respective interests in the joint venture. Gazania is obliged to solely fund the joint venture until the completion of a bankable feasibility study and a decision to mine is made. Until the time that a decision to mine is made in respect of an area of EPL 3542, Coniston's 12.5% beneficial interest is free carried by Gazania. Gazania is obliged to continue sole funding of the balance of EPL 3542 which is not subject to a decision to mine. If a decision to mine is made in respect of an area on EPL 3542, Gazania is to use it best endeavours to procure project finance for that portion of EPL 3542 which is subject to the decision to mine.

A summary of the Acquisition Agreement is contained in Section 7.1.

5. FINANCIAL INFORMATION

5.1 Pro Forma Balance Sheet

Set out below, for the purposes of illustration only, is a pro forma Balance Sheet of the Company after taking account of the Offer. It is based on the audited Balance Sheet of the Company as at 30 June 2007. The pro forma Balance Sheet illustrates the effect of the Offer as if the issue of Securities under this Prospectus had occurred on 30 June 2007 (based on the assumptions set out below).

5.2 Key Assumptions to the Pro forma Balance Sheet

Included in the pro forma balance sheet as at 30 June 2007 are the following adjustments:

(i) The issue of 32,000,000 shares at a deemed value of 35 cents each for the acquisition of the Ongava Base Metals project.

(ii) The payment of $240,000 in reimbursement of previous expenditure on the project.

(iii) The issue of 14,000,000 Shares at 25 cents each to raise $3,500,000 less estimated expenses of the issue and Notice of General Meeting of $55,000 and the issue of 14,000,000 Options at a deemed value of $2,339,000.

(iv) The grant of 900,000 Options to the Directors at a total deemed value of $187,650.

The option values were determined using the Black Scholes and Binomial Valuation methodologies

SABRE RESOURCES LTD
CONSOLIDATED BALANCE SHEET
AS AT 30 JUNE 2007

	ACTUAL (AUDITED) $	ADJUSTMENT $	PROFORMA $
CURRENT ASSETS			
Cash and cash equivalents	60,488	3,205,000	3,265,488
Trade and other receivables	7,723	-	7,723
TOTAL CURRENT ASSETS	68,211	3,205,000	3,273,211
NON-CURRENT ASSETS			
Plant and Equipment	2,056	-	2,056
Exploration	-	240,000	240,000
Investment – Link	-	11,200,000	11,200,000
TOTAL NON-CURRENT ASSETS	70,267	11,440,000	11,442,056
TOTAL ASSETS	**70,267**	**14,645,000**	**14,715,267**
CURRENT LIABILITIES			
Trade and other payables	62,843	-	62,843
TOTAL CURRENT LIABILITIES	62,843	-	62,843
TOTAL LIABILITIES	**62,843**	**-**	**62,843**
NET ASSETS	**$7,424**	**$14,645,000**	**$14,652,424**
EQUITY			
Issued capital	16,203,957	14,645,000	30,848,957
Share option reserve	406,716	2,527,000	2,933,716
Accumulated losses	(16,603,249)	(2,527,000)	(19,130,249)
TOTAL EQUITY	**$7,424**	**$14,645,000**	**$14,652,424**

6. RISK FACTORS

6.1 Introduction

This Section identifies the areas the Directors regard as the major risks associated with an investment in the Company. Investors should be aware that an investment in the Company involves many risks, which may be higher than the risks associated with an investment in other companies. Intending investors should read the whole of this Prospectus in order to fully appreciate such matters and the manner in which the Company intends to operate before any decision is made to apply for Securities.

6.2 Sovereign Risk

The Company has entered into the acquisition Agreement in respect of the Ongava Base Metals Project in Namibia. It also has a Prospecting Licence in Tanzania. As such, the Company's operations are exposed to various levels of political, economic and other risks associated with operating in foreign jurisdictions.

The political conditions in Namibia and Tanzania are generally stable however, changes may occur in the countries' political, fiscal and legal systems potentially affecting the ownership or operations of the Company. As a consequence, there may be changes in exchange rates, control or regulations, expropriation of mining rights, changes in government and in legislative, fiscal and regulatory regimes, violence and lack of law enforcement, political insurrection or labour unrest, inflation or economic recession.

6.3 Future Funding Requirements

The Company may need to raise additional funds in the future to explore the Ongava Base Metals Project and its existing projects. No assurance can be given that such funding will be available on satisfactory terms or at all. Any additional equity raising may dilute the interests of Shareholders and any debt financing, if available, may involve financial covenants which limit the Company's operations and future activities.

6.4 Shareholder Approval Risk

The issue of Securities pursuant to the Offer and completion of the Acquisition is subject to Shareholder approval at a General Meeting to be held on 14 September 2007. No assurances can be given that Shareholders will approve these resolutions in which case the Offer will not proceed and the conditions precedent to the Acquisition Agreement will not be satisfied (and the Acquisition will not complete).

6.5 Foreign Exchange Risk

Both the Madaba Uranium Project in Tanzania and the Ongava Base Metals Project in Namibia will incur the majority of their exploration and development costs in their local currencies whilst the funds raised through the Offer to finance part of their activities are in Australian dollars.

As the Company's financial reports will be presented in Australian dollars, the Company will be exposed to the volatility and fluctuations of the exchange rate between the United States dollar, the Namibian dollar, the Tanzanian shilling and the Australian dollar. An appreciation of the Namibian dollar or Tanzanian shilling against the Australian dollar would increase exploration costs (as well as any future production costs) which may adversely impact on the Company's operating results.

Global currencies are affected by a number of factors that are beyond the control of the Company. These factors include economic conditions in the relevant country and elsewhere and the outlook for interest rates, inflation and other economic factors.

6.6 Exploration and Production Risks

The investment of capital by the Company in exploration does not provide any certainty that the capital expended will result in a discovery of reserves of minerals. If minerals are discovered within the Company's properties there is no certainty that such discoveries may be economically recoverable.

If the Company is successful in the discovery of economic reserves, development and production from the reserves will be subject to the technical, financial, legislative and other factors prevailing at the time, which will affect the decision to proceed to production and the profitability of recovery.

6.7 General Commercial Risks

Factors such as inflation, commodity price volatility, currency fluctuation, interest rates, supply and demand and industrial disruption have an impact on operating costs and stock market prices. Future possible revenues and share price can be affected by these factors which are beyond the control of the Company.

6.8 Changes in Government Policies

The Company's business could be significantly affected by changes to federal, state and local government policies and tax regimes. Any increases in such taxes that cannot be passed on to the consumer, may have the effect of reducing future profits.

6.9 Environmental

Mineral exploration involves the risk of environmental contamination and the corresponding operational costs of environmental protection planning, impact analysis, damage control procedures and where accidental leakage or other contamination occurs, the costs of undertaking rehabilitation operations and the risk of legislative penalties.

6.10 General Investment Risks

There is a risk that the price of Shares and returns to shareholders may be affected by changes in:

(a) local and world economic conditions;

(b) interest rates;

(c) levels of tax, taxation law and accounting practice;

(d) government legislation or intervention;

(e) inflation or inflationary expectations; and

(a) natural disasters, social upheaval or war in Australia or overseas.

6.11 Investment Speculative

The list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The risk factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the securities offered under this Prospectus.

Therefore, the securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for securities.

7. ADDITIONAL INFORMATION

7.1 The Link Offer and Summary of the Acquisition Agreement

By this Prospectus, the Company makes a separate offer to the shareholders of Link (or their nominees) for the issue of 32,000,000 shares in consideration for the acquisition of all the issued share capital of Link pursuant to the terms of the Acquisition Agreement.

Pursuant to the Acquisition Agreement, the Vendors agreed to sell 100% of the issued capital in Link to the Company.

Conditions precedent

The Acquisition Agreement is subject to a number of conditions, inter alia:

1. the shares in Link being transferred free of all encumbrances;

2. the Company raising an amount of not less than $3,500,000 through the issue of new ordinary fully paid shares; and

3. the obtaining of all necessary shareholder and regulatory approvals for the proposed transaction.

Other Material Terms

The agreement contains a number of acknowledgements and covenants by the Company; inter alia:

1. That Link is a party to a shareholders agreement ("Gazania Shareholders Agreement") under which amongst other matters the management of Gazania is regulated and Link is obligated to free carry Coniston's 20% shareholding in Gazania such that Coniston shall not be required at any time to provide any funding for any purpose whatsoever to Gazania and Link shall ensure that all funding is obtained by way of project finance or loan funds from Link to meet all project costs and other obligations of Gazania.

2. That Gazania is party to a joint venture agreement with Coniston in respect of the Project. Coniston holds a 12.5% beneficial interest in EPL 3542. The joint venture agreement provides that Gazania is the manager of the joint venture. The joint venture parties will form an operating committee and each party shall have voting power in proportion to its respective interests in the joint venture. Gazania is obliged to solely fund the joint venture until the completion of a bankable feasibility study and a decision to mine is made. Until the time that a decision to mine is made in respect of an area of EPL 3542, Coniston's 12.5% beneficial interest is free carried by Gazania. Gazania is obliged to continue sole funding of the balance of EPL 3542 which is not subject to a decision to mine. If a decision to mine is made in

respect of an area on EPL 3542, Gazania is to use it best endeavours to procure project finance for that portion of EPL 3542 which is subject to the decision to mine.

3. The Company reimbursing Coniston the amount of $240,000 for past expenditure.

Guarantee

Under the Acquisition Agreement, the Company irrevocably and unconditionally guarantees and indemnifies to Coniston the performance by the Company of the Company's obligations (monetary or otherwise) under the Gazania Shareholders Agreement.

Consideration

The consideration for the acquisition is the issue to the Vendors of 32,000,000 ordinary fully paid shares (**"Consideration Shares"**) in the capital of the Company, to be issued to as follows:

	Consideration Shares
Coniston	23,200,000
Langoni Investments Pty Ltd	3,520,000
Comprehensive Investments Pty Ltd	3,360,000
Cangu Pty Ltd	1,920,000

Following completion of the Offer and the issue of the 32,000,000 shares pursuant to the Link Offer the Vendors will have the following interests in the Company:-

	Consideration Shares	Relevant Interest	Interest %
Coniston	23,200,000	*27,036,020	36.32
Langoni Investments Pty Ltd	3,520,000	3,520,000	4.73
Comprehensive Investments Pty Ltd	3,360,000	3,360,000	4.51
Cangu Pty Ltd	1,920,000	1,920,000	2.58
	32,000,000		

** Coniston currently directly holds 1,500,000 shares in the Company. Kalgoorlie Mine Management Pty Ltd and Mr del Piano, associates of Coniston currently directly hold 1,430,000 shares and 906,020 shares respectively.*

The Company has been advised by the Vendors that they are not related other than being parties to the Share Sale Agreement and are therefore not considered associates. Furthermore, they are not related parties of the Company.

The Link Offer is only available to the Vendors or their nominees. Accordingly, only the Vendors should complete the Link Offer Application Form.

The Link Offer is conditional on shareholder approval at a General Meeting to be held on 14 September 2007. A copy of the Notice of Meeting dated 3 August 2007 has been lodged with ASX and sent to shareholders

7.2 Legal Framework of this Prospectus

The Company is a "disclosing entity" under the Corporations Act and is subject to the regime of continuous disclosure and periodic reporting requirements. Specifically as a listed company, the Company is subject to the Listing Rules which require continuous disclosure to the market of any information possessed by the Company which a reasonable person would expect to have a material effect on the price or value of its Shares.

7.3 Applicability of Corporations Act

As a "disclosing entity", the Company has issued this Prospectus in accordance with section 713 of the Corporations Act applicable to prospectuses for an offer of Shares and Options to acquire securities which are quoted enhanced disclosure ("**ED**") securities and the securities are in a class of securities that were quoted ED securities at all times in the 12 months (as the Company has been listed for more than 12 months) before the issue of this Prospectus.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the provisions of the Listing Rules as in force from time to time which apply to disclosing entities, and which require the Company to notify ASIC of information available to the stock market conducted by ASX, throughout the 12 months before the issue of this Prospectus.

The ASX maintains files containing publicly disclosed information about all listed companies. The Company's file is available for inspection at ASX in Perth during normal working hours. In addition, copies of documents lodged by, or in relation to, the Company with ASIC may be obtained from, or inspected at, any regional office of ASIC.

The Shares underlying the Options to be issued under this Prospectus are in a class of Shares that were quoted on the stock market of ASX at all times in the 12 months before the issue of this Prospectus.

7.4 Information Available to Shareholders

The Company will provide a copy of each of the following documents, free of charge, to any investor who so requests during the application period under this Prospectus:

(a) the Annual Financial Report for the Company for the year ended 30 June 2007; and

(b) the following documents used to notify ASX of information relating to the Company during the period after lodgement of the Annual Financial Report of the Company for the year ended 30 June 2007 and before the issue of this Prospectus:

Date	Description of ASX Announcement
10 September 2007	Full Year Statutory Accounts

7.5 Rights Attaching to Shares

Full details of the rights attaching to the Company's Shares are set out in its Constitution, a copy of which may be inspected at the Company's registered office.

The following is a summary of the rights which attach to the Shares to be issued pursuant to this Prospectus and to the Shares which may be issued if the Options to be issued pursuant to this Prospectus are exercised.

Voting

Every holder of Shares present in person or by proxy, attorney or representative at a meeting of shareholders has one vote on a vote taken by a show of hands, and, on a poll every holder of Shares who is present in person or by proxy, attorney or representative has one vote for every fully paid share held by him or her, and a proportionate vote for every partly paid share, registered in such shareholder's name on the Company's share register.

A poll may be demanded by the chairperson of the meeting, by any 5 shareholders present in person or by proxy, attorney or representative, or by any one or more shareholders who are together entitled to not less than 5% of the total voting rights of, or paid up value of, the Shares of all those shareholders having the right to vote at that meeting.

Dividends

Dividends are payable out of the Company's profits and are declared by the Directors. Dividends declared will be payable on the Shares in accordance with the Corporations Act.

Transfer of Shares

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by the ASX or the Corporations Act for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by the ASX or in any other usual form or in any form approved by the Directors.

The Directors of the Company may refuse to register any transfer of Shares, other than a proper SCH transfer (superseded by ASTC transfer) (as defined in the Corporations Act), where permitted by the Listing Rules. The Company must not refuse to register or give effect to or delay or in any way interfere with a proper SCH transfer (superseded by ASTC transfer) of Shares or other securities.

Meetings and Notice

Each shareholder is entitled to receive notice of and to attend general meetings for the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution of the Company, the Corporations Act or the Listing Rules.

Liquidation Rights

The Company has only issued one class of Shares, which all rank equally in the event of liquidation. Once all the liabilities of the Company are satisfied, a liquidator may, with the authority of a special resolution of shareholders divide the whole or any part of the remaining assets of the Company. The liquidator can with the sanction of a special resolution of the Company's shareholders vest the whole or any part of the assets in trust for the benefit of shareholders as the liquidator thinks fit, but no shareholder of the Company can be compelled to accept any Shares or other securities in respect of which there is any liability.

Shareholder Liability

As the Shares issued will be fully paid Shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of shareholders present and voting at the general meeting. At least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

Listing Rules

Despite anything in the Constitution of the Company, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision or not to contain a provision the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

7.6 Terms and Conditions of Options

The following are the rights attaching to the Options offered under this Prospectus:

(a) a holding statement will be issued for the Options;

(b) the Options shall expire on 27 January 2010 ("**Expiry Date**");

(c) subject to paragraph (m), the Option is a right in favour of the Option holder to subscribe for one Share of the Company;

(d) Shares allotted to Option holders on exercise of Options shall be issued at a price of 35 cents each ("**Exercisable Price**");

(e) the Exercisable Price of Shares the subject of the Options shall be payable in full on exercise of the Options;

(f) Options shall be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the option holder to:

  (i) exercise all or a specified number of Options; and

  (ii) pay the subscription monies in full for the exercise of each Option.

  The notice must be accompanied by an Option holding statement and a cheque made payable to the Company for the subscription monies for the Shares. An exercise of only some Options shall not affect the rights of the Option holder to the balance of the Options held by him;

(g) the Company shall allot the resultant Shares and deliver the share certificate or holding statement within five Business Days of the exercise of the Option;

(h) Options may, if the Company so decides (in its sole discretion), be listed for Official Quotation on ASX;

(i) the Options shall be freely transferable;

(j) Shares allotted pursuant to an exercise of Options shall rank, from the date of the allotment, equally with existing ordinary fully paid Shares of the Company in all respects;

(k) the Company shall in accordance with the Listing Rules make application to have Shares allotted pursuant to an exercise of Options listed for Official Quotation;

(l) in case of any entitlements issue (other than bonus issue) the Exercise Price of the Option may be reduced according to the following formula:

$$O' = O - \frac{E[P - (S + D)]}{N + 1}$$

O' = the new Exercise Price of the Option;

O = the old Exercise Price of the Option;

E = the number of underlying securities into which one Option is exercisable;

P = the average market price per share (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex rights date or ex entitlement date;

S = the subscription price for a security under the pro rata issue;

D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue); and

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

In the case of a bonus issue the number of Shares over which the Option is exercisable may be increased by the number of Shares which the option holder would have received if the Option had been exercised before the record date for the bonus issue. The Company shall notify the ASX of the adjustments in accordance with the Listing Rules;

(m) in the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, the number of the Options or the exercise price of the Options or both shall be reconstructed (as appropriate) in accordance with the ASX Listing Rules;

(n) the Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options; and

(o) the Options do not give any right to participate in new issues unless the Option holder exercises the Option.

7.7 Terms and conditions of Directors Options

The terms and conditions of the Options are as follows:

(a) A holding statement will be issued for the Options.

(b) The Options shall expire on 30 November 2008 ("**Expiry Date**").

(c) Subject to paragraph (n), the Option is a right in favour of the option holder to subscribe for one fully paid ordinary share in the capital of the Company ("**Share**").

(d) Shares allotted to option holders on exercise of the Options shall be issued at a price of 15 cents each ("**Exercise Price**").

(e) The Exercise Price of Shares the subject of the Options shall be payable in full on exercise of the Options.

(f) Options shall be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the option holder to:

(i) exercise all or a specified number of the Options; and
(ii) pay the subscription monies in full for the exercise of each Option.

The notice must be accompanied by an Option certificate and a cheque payable to the Company for the subscription monies for the Shares. An exercise of only some Options shall not affect the rights of the option holder to the balance of the Options held by him.

(g) The Company shall allot the resultant Shares and deliver the share certificate or holding statement within five business days of the exercise of the Option.

(h) Options may, if the Company so decides (in its sole discretion), be listed for official quotation on ASX.

(i) The Options shall be freely transferable.

(j) Shares allotted pursuant to an exercise of Options shall rank, from the date of allotment, equally with existing ordinary fully paid Shares of the Company in all respects.

(k) The Company shall in accordance with the Listing Rules make application to have Shares allotted pursuant to an exercise of Options listed for official quotation.

(l) In case of any pro rata entitlements issue (other than bonus issue) the Exercise Price of the Option may be reduced according to the following formula:

$$O' = O - \frac{E[P - (S + D)]}{N + 1}$$

O'	=	the new Exercise Price of the Option;
O	=	the old Exercise Price of the Option;
E	=	the number of underlying securities into which one Option is exercisable;
P	=	the average market price per share (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex rights date or ex entitlement date;
S	=	the subscription price for a security under the pro rata issue;
D	=	the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue); and
N	=	the number of securities with rights or entitlements that must be held to receive a right to one new security.

In the case of a bonus issue the number of Shares over which the Option is exercisable may be increased by the number of Shares which the option holder would have received if the Option has been exercised before the record date for the bonus issue. The Company shall notify the ASX of the adjustments in accordance with the Listing Rules.

(m) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, the number of the Options or the exercise price of the Options or both shall be reconstructed (as appropriate) in accordance with the Listing Rules.

(n) The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.

(o) The Options do not give any right to participate in new issues unless the option holder exercises the Option.

7.8 Agreement with Westar Capital

The Company and Westar Capital have entered into a letter agreement whereby Westar Capital has agreed to place the Securities pursuant to the Offer on a best endeavours basis.

Westar Capital will not receive any fees for placing the Securities pursuant to the Offer. Westar Capital is entitled to be reimbursed for reasonable out of pocket expenses incurred in carrying out its role.

Westar Capital may terminate the letter agreement if any of the following occur:

(a) any meeting being called to consider the winding up of the Company or any of its subsidiaries or any proceedings being commenced or threatened against the Company or its subsidiaries for their winding up including (without limitation) the Company being served with a demand which in the reasonable opinion of Westar Capital will have an adverse effect on the Offer;

(b) the Company enters into a scheme of arrangement for the benefit of or with creditors or the Company being placed under official management or an inspector being appointed with respect to it or a receiver and manager of any of its assets being appointed pursuant to any law;

(c) if, in the reasonable opinion of Westar Capital, any of the content of this Prospectus becomes false, misleading or incomplete in an material respect; and

(d) if the Company fails to obtain all necessary regulatory approvals.

7.9 Interests of Directors

Directors' Holdings

At the date of this Prospectus the relevant interest of each of the Directors in the securities of the Company are as follows:

Directors	Direct Holdings and those of Associates	Shares	Options
Alexander Clemen	Held Directly	10	Nil
Michael Scivolo	Nil	Nil	Nil
David Zukerman	Held Directly	10	Nil

Remuneration of Directors

The Constitution of the Company provides that Directors shall be paid remuneration for their services, a sum which may from time to time be determined by the Company in general meeting (the aggregate is currently $50,000 per annum). Fees payable to non-executive Directors shall be by a fixed sum and not by a commission or on percentage of profits or operating revenue.

A Director may be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

Details of remuneration provided to Directors and their associated entities during the past two financial years are as follows:

Financial year up to 30 June 2007

Directors	Director's Fees/Salaries $	Super-annuation $	Consulting Fees $	Total $
Alexander Clemen	12,000	-	500	12,500
David Zukerman	-	-	15,002	15,002
Michael Scivolo	9,000	-	-	9,000

Financial year up to 30 June 2006

Directors	Director's Fees/Salaries $	Super-annuation $	Consulting Fees $	Total $
Alexander Clemen	12,000	-	-	12,000
David Zukerman	-	-	7,510	7,510

Since 1 July 2007, Alexander Clemen has not received any Director's fees. David Zukerman has received $2,885 in consulting fees.

Michael Scivolo joined the Company's Board as a non-executive Director on 3 October 2006. Mr Scivolo receives an annual Director's fee of $12,000 for his services.

Except as disclosed in this Prospectus, no Director (whether individually or in consequence of a Director's association with any company or firm or in any material contract entered into by the Company) has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company; or
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer or the Link Offer; or
- the Offer or the Link Offer.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, options or otherwise) have been paid or agreed to be paid to any Director or to any company or firm with which a Director is associated to induce him to become, or to qualify as, a Director, or otherwise for services rendered by him or his company or firm with which the Director is associated in connection with the formation or promotion of the Company or the Offer or the Link Offer.

7.10 Interests of Named Persons

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer or the Link Offer; or
- the Offer or the Link Offer.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, options or otherwise) have been paid or agreed to be paid to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offer or the Link Offer.

- Stantons International are the auditors to the Company. They have provided audit services to the Company during the last two years totalling approximately $34,000.
- Blakiston & Crabb have acted as solicitors to the Company in relation to this Prospectus. In respect of their work on this Prospectus, the Company will pay approximately $3,500 or these professional services. Blakiston & Crabb have provided other professional services to the Company during the last two years totalling approximately $16,500.
- No commission is payable under the Offer or the Link Offer.

The amounts disclosed above are exclusive of any amount of goods and services tax payable by the Company in respect of those amounts.

7.11 Market Prices of Shares on ASX

The highest and lowest closing market sale prices of Shares on ASX during the 3 months immediately preceding the date of this Prospectus and the respective dates of those sales were 45 cents on 27 July 2007 and 25 cents on 6 September 2007. The latest available market sale price of Shares on ASX immediately before the date of issue of this Prospectus was 25 cents on 7 September 2007.

There are currently no listed Options on issue.

7.12 Expenses of the Offer

The approximate expenses of the Offer including legal fees, ASIC and ASX fees, printing and distribution costs and other miscellaneous expenses, is $27,000 which has been paid or is payable by the Company. An additional

$28,000 was paid for expenses relating to the Notice of General Meeting to be held on 14 September 2007.

7.13 Consents

Computershare Investor Services Pty Limited has given, and at the date hereof, has not withdrawn, its written consent to be named a share registrar in the form and context in which it is named. Computershare Investor Services Pty Limited has had no involvement in the preparation of any part of this Prospectus other than being named as the share registrar to the Company. Computershare Investor Services Pty Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this Prospectus.

Each of the parties referred to in this Section:

(a) does not make, or purport to make, any statement in this Prospectus or on which a statement made in this Prospectus is based, other than as specified in this Section 7.13; and

(b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section 7.13.

Each of the following has consented to being named in this Prospectus in the capacity as noted below and has not withdrawn such consent prior to the lodgement of this Prospectus with the ASIC:

(a) Blakiston & Crabb as the solicitors to the Company;

(b) Stantons International as the Auditors of the Company; and

(c) Computershare Investor Services Pty Limited as the Company's share registry.

Stantons International has given its written consent to being named as the Company's auditor in this Prospectus and to the use of the audited statement of financial position as at 30 June 2007 for the purposes of preparing the pro forma balance sheet in the form and context in which that statement of financial position is included and has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

7.14 Directors Options

This Prospectus is also a prospectus for the issue of the Directors Options (the issue of such Directors Options is subject to Shareholder approval at the General Meeting on 14 September 2007. The terms and conditions of the Directors Options are outlined in Section 7.7.

7.15 Privacy Disclosure Statement

The Company collects information about each Applicant from an Application Form for the purposes of processing the application and, if the application is successful, to administer the Applicant's security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information in the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers, (including mailing houses), the ASX, ASIC and other regulatory authorities.

If an Applicant becomes a security holder of the Company, the Corporations Act requires the Company to include information about the security holder (name, address and details of the securities held) in its public register. This information must remain in the register even if that person ceases to be a security holder of the Company. Information contained in the Company's registers is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application.

DIRECTORS' RESPONSIBILITY STATEMENT & CONSENT

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in the Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Directors' knowledge, before any issue of Shares and Options pursuant to this Prospectus.

The Prospectus is prepared on the basis that certain matters may be reasonably expected to be known to likely investors or their professional advisers.

Each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

Dated: 10 September 2007

David Zukerman
Director

DEFINED TERMS

"Acquisition" means the purchase of all the issued share capital of Link National Pty Ltd.

"Acquisition Agreement" means the share sale agreement dated 2 August 2007 between Coniston Pty Ltd, Langoni Investments Pty Ltd, Comprehensive Investments Ltd, Cangu Pty Ltd and Sabre Resources Ltd.

"**Applicant**" means a person who submits an Application Form pursuant to this Prospectus;

"**Application Form**" means the application form accompanying this Prospectus;

"**ASIC**" means the Australian Securities & Investments Commission;

"**ASX**" means ASX Limited (ACN 008624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited;

"**Business Day**" means every day other than a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is a business day;

"**Closing Date**" means at 5.00pm WST on 9 October 2007;

"**Company**" or **"SBR"** means Sabre Resources Ltd (ACN 003 043 570);

"**Corporations Act**" means the Corporations Act 2001 (Cth);

"**Directors**" means the directors of the Company;

"Gazania" means Gazania Investments Three (Pty) Ltd a Company incorporated in Namibia and having registration number 2006/636.

"**Listing Rules**" means the official Listing Rules of ASX as amended from time to time;

"Link Offer" means the offer pursuant to this Prospectus of 32,000,000 Shares in consideration for the acquisition of all the issued capital of Link;.

"Link" means Link National Pty Ltd (ACN 126 322 941);

"**Prospectus**" means this prospectus dated 10 September 2007;

"**Offer**" means the offer pursuant to this Prospectus of 14,000,000 Shares at an issue price of $0.25 each, together with one free attaching Option for every Share issue, each exercisable at $0.35 on or before 27 January 2010, to raise $3,500,000;

"**Official Quotation**" has the meaning ascribed to it in the Listing Rules;

"**Option**" means an option to acquire one Share;

"**Section**" means a section of this Prospectus;

"Securities" means Shares and Options;

"**Share**" means an ordinary fully paid share in the capital of the Company;

"Vendor" means the shareholders of Link who are proposed to be issued shares pursuant to the Acquisition Agreement;

"Westar Capital" means Westar Capital Limited ACN 009 372 838; and

"**WST**" means Australian Western Standard Time.

SABRE RESOURCES LTD
ACN 003 043 570

APPLICATION FORM

Please read all instructions on reverse of this form

Share Registrars use only	
Broker reference – stamp only	
Broker code	Adviser Code

A Number of Shares and free attaching Options applied for: Each Option exercisable at 35 cents on or before 27 January 2010

B Total amount payable cheque(s) to equal this amount

[ ] at $0.25 each = A$

you may be allocated all of the Shares (and free attaching Options) above or a lesser number.

C Full name details title, given name(s) (no initials) and surname or company name

Name of applicant 1

Name of joint applicant 2 or <account name>

Name of joint applicant 3 or <account name>

D Tax file number(s)/ABN
Or exemption category

Applicant 1/company

Joint applicant 2/ trust

Joint applicant 3/exemption

E Full postal address

Number/street

Suburb/town State/postcode

F Contact details

Contact name

Contact daytime telephone number
( )

Contact email address

G **CHESS HIN** (if applicable)

H Cheque payment details please fill out your cheque details and make your cheque payable to "Sabre Resources Ltd".

Drawer	Cheque number	BSB number	Account number	Total amount of cheque

I Return of the Application Form with your cheque for the Application monies will constitute your offer to subscribe for Shares and Options in the Company. I/We declare that:

(a) this Application is completed according to the declaration/appropriate statements on the reverse of this form and agree to be bound by the Constitution of the Company;

(b) I/we have received personally a copy of this Prospectus accompanied by or attached to the Application Form or a copy of the Application Form or a direct derivative of the Application Form, before applying for Shares and Options; and

(c) I/we acknowledge and consent to the privacy disclosure statement set out in Section of the Prospectus.

No signature is required.

You should read the Prospectus dated 10 September 2007 carefully before completing this Application Form. The Corporations Act 2001 (Cth) prohibits any person from passing on this Application Form unless it is attached to or accompanies a complete and unaltered copy of the Prospectus and any relevant supplementary prospectus.

Guide to the Sabre Resources Ltd Application Form

This Application Form relates to the offer of 14,000,000 Shares and free attaching Options in Sabre Resources Ltd at $0.25 per Share each

Option to acquire one Share and exercisable at $0.35 on or before 27 January 2010, pursuant to the Prospectus dated 10 September 2007. The expiry date of the Prospectus is the date that is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the Company and it is advisable to read this document before applying for Shares and Options. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus, and any supplementary prospectus (if applicable). While the Prospectus is current, the Company will send paper copies of the Prospectus, and any supplementary prospectus (if applicable), and an Application Form, on request and without charge.

Please complete all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross referenced to each section of the Application Form. Further particulars and the correct forms of registrable titles to use on the Application Form are contained below.

A Insert the number of Shares and Options you wish to apply for.

B Insert the relevant amount of Application monies. To calculate your Application monies, multiply the number of Shares and Options applied for by the sum of $0.25.

C Write the full name you wish to appear on the statement of holdings. This must be either your own name or the name of your company. Up to three joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHESS) participants should complete their name and address in the same format as that are presently registered in the CHESS system.

D Enter your Tax File Number (TFN) or exemption category. Where applicable, please enter the TFN for each joint Applicant. Collection of TFN(s) is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application.

E Please enter your postal address for all correspondence. All communications to you from the share registry will be mailed to the person(s) and address as shown. For Joint Applicants, only one address can be entered.

F Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your Application.

G The Company will apply to ASX to participate in CHESS, operated by ASX Settlement and Transfer Corporation Pty Ltd, a wholly owned subsidiary of Australian Stock Exchange Limited. If you are a CHESS participant (or are sponsored by a CHESS participant) and you wish to hold securities allotted to you under this Application in uncertificated form on the CHESS subregister, complete Section G or forward your Application Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave Section G blank and on allotment, you will be sponsored by the Company and an SRN will be allocated to you. For further information refer to the Prospectus.

H Please complete cheque details as requested:
Make your cheque payable to "Sabre Resources Ltd" in Australian currency and cross it "Not Negotiable". Your cheque must be drawn on an Australian Bank. The amount should agree with the amount shown in Section B. Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected.

I Before completing the Application Form the Applicant(s) should read the Prospectus to which the Application relates. By lodging the Application Form, the Applicant(s) agrees that this Application is for Shares and Options in the Company upon and subject to the terms of this Prospectus, agrees to take any number of Shares and Options equal to or less than the number of Shares and Options indicated in Section A that may be allotted to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Correct form of Registrable Title

Note that only legal entities are allowed to hold securities. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of investor	**Correct form of Registrable Title**	**Incorrect form of Registrable Title**
Individual Use names in full, no initials	**Mr John Alfred Smith**	**JA Smith**
Minor (a person under the age of 18) Use the name of a responsible adult, do not use the name of a minor.	**John Alfred Smith <Peter Smith>**	**Peter Smith**
Company Use company title, not abbreviations	**ABC Pty Ltd**	**ABC P/L ABC Co**
Trusts Use trustee(s) personal name(s), do not use the name of the trust	**Mrs Sue Smith <Sue Smith Family A/C>**	**Sue Smith Family Trust**
Deceased Estates Use executor(s) personal name(s), do not use the name of the deceased	**Ms Jane Smith <Est John Smith A/C>**	**Estate of late John Smith**
Partnerships Use partners personal names, do not use the name of the partnership	**Mr John Smith and Mr Michael Smith <John Smith and Son A/C>**	**John Smith and Son**

Lodgement of Applications

Return your completed Application Form with cheque(s) attached to:

BY DELIVERY:

Sabre Resources Ltd
1st Floor, Sterling House
8 Parliament Place
WEST PERTH WA 6005

BY POST:

Sabre Resources Ltd
PO Box 1618
WEST PERTH WA 6872

Application Forms must be received no later than 5.00 pm WST time on 9 October 2007.