

Sabre Resources Ltd

ACN 003 043 570

Notice of Annual General Meeting

Explanatory Statement

and

Proxy Form

**9:00 am (WST) on Wednesday 30 November 2016
Grant Thornton Office, Level 1, 10 Kings Park Road, 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 Wednesday, 30 November 2016 commencing at 9.00 am (WST) at the Grant Thornton office, Level 1, 10 Kings Park Road, 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

1. 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 2016.

2. 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 2016 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 Chairman of the Meeting and the appointment expressly authorises the Chairman 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 Chairman intends to vote any undirected proxies in favour of resolution 1.

Shareholders may also choose to direct the Chairman to vote against this resolution or to abstain from voting.

3. Resolution 2 - Re-election of a Director

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

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

4. Resolution 3 - 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 100,000,000 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

5. Resolution 4 - Approval for a proposed Option Issue

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

"That, pursuant to Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 100,000,000 options at an issue price of \$0.0001 per option (each Option being exercisable at \$0.025 on or before 1 August 2018 and on the terms and conditions set out in Annexure A to 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 any person associated with those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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

6. Resolution 5 - 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.

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

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 9:00 am (WST) on 28 November 2016. 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

19 October 2016

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

EXPLANATORY STATEMENT

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

1. 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 2016 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 23 November 2016 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.

2. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Company or the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year. 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 Chairman of the meeting will allow a reasonable opportunity for its Shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

Voting consequences

A Company is required to put to its Shareholders a resolution proposing the calling of another meeting of Shareholders to consider the appointment of Directors of the Company (**Spill Resolution**) if, at consecutive Annual General Meetings, at least 25% of the votes cast on a Remuneration Report resolution are voted against adoption of the Remuneration Report and at the first of those Annual General Meetings a Spill

Resolution was not put to the vote. If required, the Spill Resolution must be put to vote at the second of those Annual General Meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the Company must convene a Shareholder meeting (**Spill Meeting**) within 90 days of the second Annual General Meeting.

All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's annual financial report for the most recent financial year) was approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved will be the Directors of the Company.

Previous voting results

At the Company's previous Annual General Meeting the votes cast against the Remuneration Report considered at that Annual General Meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

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 Chairman and expressly authorises the Chairman 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 Chairman 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.

3. RESOLUTION 2 - RE-ELECTION OF A DIRECTOR

ASX Listing Rule 14.4 provides that, other than a Managing Director, a Director of an entity must not hold office (without re-election) past the third AGM following the Director's appointment or 3 years, whichever is the longer. However, where there is more than one Managing Director, only one is entitled not to be subject to re-election.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an Annual General Meeting.

Michael Scivolo, who has served as a Director since 3 October 2006, retires by rotation and seeks re-election.

Mr Scivolo has extensive experience in the fields of accounting and taxation in both corporate and non-corporate entities. He is currently a Non-Executive Director of Power Resources Limited, Metals Australia Ltd and Golden Deeps Limited.

The Board supports the re-election of Mr Scivolo and recommends that Shareholders vote in favour of this resolution.

4. RESOLUTION 3 - APPROVAL FOR A PROPOSED SHARE ISSUE

Subject to Shareholder approval, pursuant to Listing Rule 7.1, the Company proposes to issue up to 100,000,000 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 100,000,000.
- 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 projects and additional working capital.
- g) It has not yet been decided whether the Shares will be issued progressively, or on a fixed date.
- h) The issue of 100,000,000 Shares will have the effect of diluting existing Shareholders by approximately 40 %, with further dilution possible depending on how many of the 112,500,000 Options are exercised.

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

5. RESOLUTION 4 - APPROVAL FOR A PROPOSED OPTION ISSUE

Subject to Shareholder approval, pursuant to Listing Rule 7.1, the Company proposes to issue up to 100,000,000 Options at an issue price of \$0.0001 per Option on the terms and conditions set out in Annexure A to the Explanatory Statement. Each Option will be exercisable at \$0.025 on or before 1 August 2018.

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 Options which may be issued pursuant to this resolution is 100,000,000.
- b) The Options will be issued and allotted no later than 3 months after the date of this meeting or such later date as approved by ASX by waiver to the Listing Rules.
- c) It has not yet been decided whether the Options will be issued progressively, or on a fixed date.
- d) The Options will be issued at a price of \$0.0001 each.
- e) 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.
- f) These Options will be of the same class as the 12,500,000 options already on issue.

The purpose of the issue is to provide further funds for ongoing mineral exploration and additional working capital.

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

6. RESOLUTION 4 - 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 this resolution 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 has Shares and unlisted Options on issue.

As at the date of this Notice, the Company has 251,472,228 Shares and 12,500,000 unlisted Options 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 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 this resolution 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 4 October 2016, being \$0.01, (**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		
		\$0.005 Issue Price at half the current market price	\$0.01 Issue Price at current market price	\$0.02 Issue Price at double the current market price
Current Variable A 251,472,228 Shares	Shares issued	25,147,222	25,147,222	25,147,222
	Funds raised	\$125,736	\$251,472	\$502,944
	Dilution	10%	10%	10%
50% increase in current Variable A 377,208,342 Shares	Shares issued	37,720,834	37,720,834	37,720,834
	Funds raised	\$188,604	\$377,208	\$754,417
	Dilution	10%	10%	10%
100% increase in current variable A 502,944,456 Shares	Shares issued	50,294,446	50,294,446	50,294,446
	Funds raised	\$251,472	\$502,944	\$1,005,889
	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 27 November 2015 and, as required under Listing Rule 7.3A.6 (b) it is advised that no other equity placements have been made since that date.
- (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 Directors unanimously recommend 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.

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"). The 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 Wednesday, 30 November 2016 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 exceptional circumstances, the Chairman may change his voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

OR

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

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1. Adoption of Remuneration Report	☐	☐	☐
2. Re-election of Michael Scivolo as a Director	☐	☐	☐
3. Approval for Proposed Share Issue - Rule 7.1	☐	☐	☐
4. Approval for Proposed Option Issue - Rule 7.1	☐	☐	☐
5. Approval for 10% Placement Facility - Rule 7.1A	☐	☐	☐

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 2016.

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 2016.

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 28 November 2016. 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.