
SABRE RESOURCES LIMITED**ACN 003 043 570****NOTICE OF GENERAL MEETING**

TIME: 11:30 am (WST)**DATE:** 6 July 2018**PLACE:** Level 1, 8 Parliament Place, West Perth WA 6005

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 11:30 am (WST) on 6 July 2018 at:

Level 1, 8 Parliament Place, West Perth WA 6005

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 11:00am (WST) on 4 July 2018.

Voting in person

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

Voting by proxy

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

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

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

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

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

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB (1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 39,520,830 Shares on the terms and conditions set out in the Explanatory Statement."

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

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1A

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 26,347,222 Shares on the terms and conditions set out in the Explanatory Statement."

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

3. RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT OPTIONS TO PLACEMENT PARTICIPANTS

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 105,868,052 Options on the terms and conditions set out in the Explanatory Statement."

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

4. RESOLUTION 4 – APPROVAL FOR PROPOSED SHARE ISSUE

To consider and, if thought fit, to pass, with or without amendment, the following resolution 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 60,000,000 ordinary fully paid Shares on the terms and conditions set out in the Explanatory Statement.”

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

5. RESOLUTION 5 – ISSUE OF CONSIDERATION SECURITIES - ACQUISITION OF KINETIC METALS PTY LTD

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 2,500,000 Shares and 2,500,000 Options to the shareholders of Kinetic Metals Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

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

6. RESOLUTION 6 – ISSUE OF OPTIONS TO BROKER

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 8,000,000 Options to PAC Partners Pty Ltd (or its nominee/s) on the Terms and Conditions set out in the Explanatory Statement.”

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

7. RESOLUTION 7 – APPROVAL TO ISSUE SPP OPTIONS TO SPP PARTICIPANTS

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 33,333,333 SPP Options to Shareholders who successfully apply for SPP Shares under the Company’s Share Purchase Plan, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company has obtained a waiver from ASX of ASX Listing Rule 7.3.8. Accordingly, the Participating Shareholders who will be issued SPP Options are not excluded from voting on this Resolution.

Dated: 5 June 2018

By order of the Board

Graham Baldisseri
Company Secretary

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. BACKGROUND TO THE PLACEMENT AND SPP

On 24 April 2018, the Company announced it had completed a capital raising comprising a placement to professional and sophisticated investors to raise \$1,588,000 (**Placement**).

The funds raised will be applied to fund exploration of the Company's projects, conduct exploration on newly acquired projects, reduce existing debt and other liabilities and for general working capital purposes.

The Company issued the following Shares pursuant to the Placement:

- (a) 39,520,830 Shares on 27 April 2018 at an issue price of \$0.015 out of the Company's annual placement capacity under Listing Rule 7.1;
- (b) 26,347,222 Shares on 27 April 2018 at an issue price of \$0.015 out of the Company's additional 10% capacity under Listing Rule 7.1A; and
- (c) 40,000,000 Shares on 27 April 2018 at an issue price of \$0.015 for which shareholder approval was obtained on 8 March 2018,

being a total of 105,868,052 Shares (**Placement Shares**).

The terms of the Placement provide that one (1) free attaching Option is issued for every one (1) Share subscribed for (**Placement Options**), subject to shareholder approval.

Resolution 1 seeks ratification of the 39,520,830 Shares which were issued out of the Company's annual placement capacity.

Resolution 2 seeks ratification of the 26,347,222 Shares were issued out of the Company's additional 10% capacity.

Resolution 3 seeks Shareholder approval for the issue of the Placement Options.

In conjunction with the Placement, the Company is providing an opportunity for Shareholders in Australia registered as at 23 April 2018 (**Eligible Shareholders**) to participate in raising up to a further \$500,000 under a security purchase plan (**SPP**). A copy of the SPP is enclosed with this Notice of Meeting.

Under the SPP, Eligible Shareholders may each apply for up to \$15,000 of new Shares at an issue price of \$0.015. Successful applicants under the SPP will have the right to subscribe for one (1) free attaching Option for every one (1) Share subscribed for and issued, consistent with the terms of the Placement (**SPP Options**).

Shares not taken up under the SPP will form the shortfall (**Shortfall**). Although the SPP will be made on a 'first in, first accepted' basis, the Directors reserve the right to issue any Shortfall at their discretion.

Resolution 7 seeks shareholder approval for the issue of the SPP Options to unrelated parties who participate in the SPP. The Company will issue the SPP Options under a prospectus.

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULES 7.1 AND 7.1A

2.1 General

As set out above in Section 1, the Company issued a total of 105,868,052 Shares at an issue price of \$0.015 per Share to raise \$1,588,000. Of those Shares, 39,520,830 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1 and 26,347,222 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1A.

Resolutions 1 and 2 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

2.2 Resolution 1 – ASX Listing Rule 7.1

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

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

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

2.3 Resolution 2 – ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issue the subject of Resolutions 1 and 2, the base figure (ie variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

2.4 Technical information required by ASX Listing Rule 7.4

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

- (a) 65,868,052 Shares were issued on the following basis:
 - (i) 39,520,830 Shares issued pursuant to ASX Listing Rule 7.1; and
 - (ii) 26,347,222 Shares issued pursuant to ASX Listing Rule 7.1A;
- (b) the Shares were issued at an issue price of \$0.015 per Share;
- (c) the Shares issued were in the same class of the Company's existing quoted fully paid ordinary shares;
- (d) the Shares were issued to professional and sophisticated investors who are unrelated parties of the Company; and
- (e) the funds raised from this issue will be used, together with its existing cash at bank of approximately \$105,000, in the manner set out as follows:

Item	\$'000
Estimated cost of Acquisition and Capital Raising, including fees payable and duty payable	\$5
Brokerage (6.0% of gross proceeds)	\$95
Expenditure on Existing Projects – Australia	\$300
Expenditure on New Projects – Australia	\$300
Expenditure on Existing Projects – Namibia	\$200
Evaluation of additional complementary projects	\$100
Working capital and corporate administration	\$693
TOTAL	\$1,693

3. RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT OPTIONS TO PLACEMENT PARTICIPANTS

3.1 General

Resolution 3 seeks Shareholder approval for the issue of up to 105,868,052 Options for nil cash consideration to subscribers in the Placement on the basis of one Option for every one Share subscribed for and issued (exercisable at \$0.03 on or before 31 October 2019) (**Option Placement**).

A summary of ASX Listing Rule 7.1 is set out in section 2.2 above.

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

3.2 Technical information required by ASX Listing Rule 7.1

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

- (a) the maximum number of Options to be issued is 105,868,052;
- (b) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (c) the issue price of the Options will be nil as they will be issued attaching with the Shares issued pursuant to the Placement on a 1:1 basis;
- (d) the Options will be issued to subscribers in the Placement on the basis of one (1) Option for every (1) Share subscribed for and issued. None of the subscribers will be related parties of the Company;
- (e) the terms and conditions of the Options are set out in Schedule 1; and
- (f) no funds will be raised from the Option Placement as the Options are being issued for nil cash consideration.

4. RESOLUTION 4 – APPROVAL FOR PROPOSED SHARE ISSUE

Subject to Shareholder approval, pursuant to Listing Rule 7.1, the Company proposes to issue up to 60,000,000 Shares.

A summary of ASX Listing Rule 7.1 is set out in Section 2.2 above.

The effect of Resolution 4 will be to allow the Company to issue the Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

4.1 Technical information required by ASX Listing Rule 7.1

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

- (a) the maximum number of Shares which may be issued pursuant to this Resolution is 60,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (c) the Directors wish to have additional flexibility to take advantage of market conditions and take advantage of opportunities as they arise. As such, the Shares will be issued progressively;
- (d) the issue price will be not less than 80% of the volume weighted average price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the issue is made or, if there is a prospectus, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed;
- (e) the proposed recipients 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) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (g) The Company intends to use the funds raised from the issue towards:
 - (i) ongoing mineral exploration on the Company's projects;
 - (ii) conducting exploration on the newly acquired projects;
 - (iii) the reduction of existing debt and other liabilities; and
 - (iv) additional working capital.

Assuming no Options are exercised and only the 60,000,000 Shares are issued, the number of Shares on issue would increase from 369,340,280 (being the number of Shares on issue as at the date of this Notice) to 429,340,280 and the shareholding of existing Shareholders would be diluted by 13.97%.

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

5. RESOLUTION 5 - ISSUE OF CONSIDERATION SECURITIES - ACQUISITION OF KINETIC METALS PTY LTD

5.1 General

As announced on 24 April 2018, the Company has entered into a binding share sale agreement with Kinetic Metals Pty Ltd, the holder of 100% interest in each to the Speewah Vanadium Project, the Unaly and Balla Vanadium Project and the Balla Vanadium Project, all located in Western Australia (the **Acquisitions**). As consideration for the acquisition of these tenements the Company has agreed to issue 2,500,000 Shares (**Consideration Shares**) and 2,500,000 Options (**Consideration Options**) to Kinetic Metals Pty Ltd (or their nominee/s).

A summary of ASX Listing Rule 7.1 is set out in Section 2.2 above.

This Resolution seeks Shareholder approval for the issue of the Consideration Shares and Consideration Options.

5.2 Technical information required by ASX Listing Rule 7.1

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

- (a) the maximum number of Consideration Shares to be issued is 2,500,000 and the maximum number of Consideration Options to be issued is 2,500,000;
- (b) the Consideration Shares and Consideration Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Consideration Securities will occur on the same day;
- (c) the Consideration Shares and Consideration Options will be issued for nil consideration as they are being issued in consideration for the Acquisitions;
- (d) the Consideration Shares and Consideration Options will be issued to Kinetic Metals Pty Ltd (or their nominee/s), none of whom are related parties of the Company;
- (e) the Consideration Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the terms and conditions of the Consideration Options are set out in schedule 1; and
- (g) no funds will be raised from the issue of the Consideration Shares and Consideration Options as they are being issued in consideration for the Acquisitions.

6. RESOLUTION 6 – ISSUE OF OPTIONS TO BROKER

6.1 General

This Resolution seeks Shareholder approval for the Company to issue 8,000,000 Options to PAC Partners Pty Ltd (or its nominee/s) (**Broker Options**) as part consideration for acting as lead manager to the Placement.

A summary of ASX Listing Rule 7.1 is set out in section 2.2 above.

The effect of this Resolution will be to allow the Company to issue the Broker Options to PAC Partners Pty Ltd (or its nominee/s) during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

6.2 Technical information required by ASX Listing Rule 7.1

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

- (a) the maximum number of Broker Options to be issued is 8,000,000;
- (b) the Broker Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue of the Broker Options will occur on the same date;
- (c) the Broker Options will be issued for nil cash consideration as part consideration for acting as lead manager to the Placement;
- (d) the Broker Options will be issued to PAC Partners Pty Ltd (or its nominee/s), who is not a related party of the Company;
- (e) the Broker Options will be issued on the terms and conditions set out in Schedule 1; and
- (f) no funds will be raised from the issue as the Broker Options are being issued in consideration for PAC Partners Pty Ltd acting as lead manager to the Placement.

7. RESOLUTION 7 – APPROVAL TO ISSUE SPP OPTIONS TO SPP PARTICIPANTS

7.1 General

As set out in Section 1, successful applicants under the SPP will have the right to subscribe for one (1) free attaching SPP Option for every one (1) Share subscribed for and issued under the SPP.

Resolution 7 seeks Shareholder approval for the issue of SPP Options the subject of the SPP.

No Related Party will participate in the SPP.

The SPP Options will be issued on the same terms as the Placement. The terms of the SPP Options are set out in Schedule 1.

The Company has obtained a waiver from ASX of ASX Listing Rule 7.3.8. Accordingly, the Participating Shareholders who will be issued SPP Options are not excluded from voting on this Resolution.

A summary of ASX Listing Rule 7.1 is set out in Section 2.2 above.

The effect of Resolution 7 will be to allow the Company to issue the SPP Options pursuant to the SPP during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

7.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 7:

- (i) the maximum number of SPP Options to be issued is 33,333,333;
- (ii) the SPP Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the SPP Shares and SPP Options will occur progressively;
- (iii) the issue price will be nil per SPP Option as the Options will be issued free attaching with the SPP Shares on a 1:1 basis;
- (iv) the SPP Options will be issued to successful applicants under the SPP. None of these applicants will be related parties of the Company;
- (v) the SPP Options will be issued on the terms and conditions set out in Schedule 1; and
- (vi) no funds will be raised from the issue as the SPP Options are being issued for nil cash consideration.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Broker Options has the meaning given in Section 6.1.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Sabre Resources Limited (ACN 003 043 570).

Consideration Shares has the meaning given in section 5.1.

Consideration Options has the meaning given in section 5.1.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Eligible Shareholders has the meaning given in section 1.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Placement has the meaning given in section 1.

Placement Options has the meaning given in section 1.

Placement Shares has the meaning given in section 1.

Proxy Form means the proxy form accompanying the Notice.

Related Party has the meaning given in section 9 of the *Corporations Act 2001*.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Settlement means settlement under the Agreement.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

SPP has the meaning given in section 1.

SPP Options has the meaning given in section 1.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF CONSIDERATION OPTIONS / PLACEMENT OPTIONS / BROKER OPTIONS/ SPP OPTIONS

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.03 (**Exercise Price**)

(c) Expiry Date

Each Option will expire at 5:00 pm (WST) on 31 October 2019 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

PROXY FORM

SABRE RESOURCES LIMITED
ACN 003 043 570

GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: ☐ the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 11:30 am (WST), on 6 July 2018 at Level 1, 8 Parliament Place, West Perth, WA 6005 and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

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

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Ratification of Prior Issue of Placement Shares under Listing Rule 7.1	☐	☐	☐
Resolution 2	Ratification of Prior Issue of Placement Shares under Listing Rule 7.1A	☐	☐	☐
Resolution 3	Approval to Issue Placement Options to Placement Participants	☐	☐	☐
Resolution 4	Approval for Proposed Share Issue	☐	☐	☐
Resolution 5	Issue of Consideration Securities – Acquisition of Kinetic Metals Pty Ltd	☐	☐	☐
Resolution 6	Issue of Options to Broker	☐	☐	☐
Resolution 7	Approval to Issue SPP Options to SPP Participants	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph. (daytime): _____

E-mail address: _____

Consent for contact by e-mail in
relation to this Proxy Form:

YES ☐

NO ☐

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Sabre Resources Limited, Level 1, 8 Parliament Place, West Perth, WA 6005 or PO Box 1618, West Perth, WA 6872; or
 - (b) facsimile to the Company on facsimile number +61 8 9481 7835; or
 - (c) email to the Company at gbaldisseri@kmm.com.au,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.