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

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Notice is given that the Meeting will be held at:

**TIME:** 11.00 am (AWST)  
**DATE:** 27 January 2022  
**PLACE:** Level 1, 8 Parliament Place  
WEST PERTH WA 6005

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

***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.***

***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 4.00pm (AWST) on 25 January 2022.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

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#### 2. RESOLUTION 1 – REMUNERATION REPORT

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

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, Shareholders approve and adopt the Remuneration Report as contained in the Company’s annual financial report for the year ended 30 June 2021.”*

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement regarding the consequences of voting on this Resolution.

**A voting prohibition statement applies to this Resolution. Please see page 5.**

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#### 3. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MR BASIL CONTI

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

*“That, for the purpose of clause 14.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Basil Conti, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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#### 4. RESOLUTION 3 – APPOINTMENT OF AUDITOR

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

*“That, for the purposes of section 327B(1) of the Corporations Act and for all other purposes, Moore Australia Audit (WA) having been nominated by a Shareholder and consented in writing to act in the capacity as auditor of the Company, be appointed as auditor of the Company, with effect from the close of the Meeting.”*

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#### 5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

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

*“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule*

7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

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**6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF ACQUISITION SECURITIES**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,250,000 Shares and 6,250,000 Options on the terms and conditions set out in the Explanatory Statement.”*

**A voting exclusion statement applies to this Resolution. Please see page 5.**

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**7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES TO JINDALEE**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,500,000 Shares on the terms and conditions set out in the Explanatory Statement.”*

**A voting exclusion statement applies to this Resolution. Please see page 5.**

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**8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF EXCLUSIVITY SHARES**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 35,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”*

**A voting exclusion statement applies to this Resolution. Please see page 5.**

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**9. RESOLUTION 8 – APPROVAL TO ISSUE CONSIDERATION SHARES**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 432,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”*

**A voting exclusion statement applies to this Resolution. Please see page 5.**

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**10. RESOLUTION 9 – APPROVAL TO ISSUE PLACEMENT SECURITIES**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 500,000,000 Shares and up to 500,000,000 Options to the Placement Participants on the terms and conditions set out in the Explanatory Statement.”*

**A voting exclusion statement applies to this Resolution. Please see page 6.**

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**11. RESOLUTION 10 – APPROVAL TO ISSUE OPTIONS**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 100,000,000 Options with an exercise price of \$0.006 and an expiry date of 30 April 2024 on the terms and conditions set out in the Explanatory Statement.”*

**A voting exclusion statement applies to this Resolution. Please see page 6.**

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**12. RESOLUTION 11 – ADOPTION OF EMPLOYEE SECURITIES INCENTIVE PLAN**

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

*“That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Employee Securities Incentive Plan and for the issue of up to a maximum of 300,000,000 Equity Securities under that Plan, on the terms and conditions set out in the Explanatory Statement.”*

**A voting exclusion statement and voting prohibition statement apply to this Resolution. Please see pages 5 and 6.**

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**Dated: 21 December 2021**

**By order of the Board**



**Michael Muhling  
Company Secretary**

## Voting Prohibition Statements

<b>Resolution 1 – Adoption of Remuneration Report</b>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> <li>(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or</li> <li>(b) a Closely Related Party of such a member.</li> </ul> <p>However, a person (the <b>voter</b>) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> <li>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</li> <li>(b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> <li>(i) does not specify the way the proxy is to vote on this Resolution; and</li> <li>(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</li> </ul> </li> </ul>
<b>Resolution 11 – Adoption of Employee Securities Incentive Plan</b>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</li> </ul>

## Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

<b>Resolution 5 – Ratification of prior issue of Acquisition Shares and Options</b>	<p>The Ningham Vendor or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.</p>
<b>Resolution 6 – Ratification of prior issue of Shares to Jindalee</b>	<p>Jindalee Resources Limited, or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.</p>
<b>Resolution 7 – Ratification of prior issue of Exclusivity Shares</b>	<p>James Del Piano (or his nominee) or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.</p>
<b>Resolution 8 – Approval to issue Consideration Shares.</b>	<p>James Del Piano (or his nominee) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).</p>

<b>Resolution 9 – Approval to issue Placement Securities</b>	The Placement Participants or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>Resolution 10 – Approval to issue Options</b>	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>Resolution 11 – Adoption of Employee Securities Incentive Plan</b>	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Voting in person**

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

### **Voting by proxy**

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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.

**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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## EXPLANATORY STATEMENT

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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.

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### 1. FINANCIAL STATEMENTS AND REPORT

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.sabreresources.com](http://www.sabreresources.com).

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### 2. RESOLUTION 1 – REMUNERATION REPORT

#### 2.1 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 a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 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 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.

### **2.3 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.

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## **3. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MR BASIL CONTI**

### **3.1 General**

Listing Rule 14.4 and clause 14.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three 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.

Mr Basil Conti, who has served as a director since 29 June 2018 and was last re-elected on 30 November 2018, retires by rotation and seeks re-election.

### **3.2 Qualifications and other material directorships**

Mr Conti has extensive experience in the fields of accounting, taxation, secretarial practice, corporate and financial planning, consulting to small and large businesses and has been associated with the mining industry in a professional capacity for over 25 years. Mr Conti was previously a director of the Sheila Foundation Limited.

### **3.3 Independence**

If re-elected, the Board considers Mr Conti will be an independent director.

### **3.4 Board recommendation**

The Board has reviewed Mr Conti's performance since his appointment to the Board and considers that Mr Conti's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Conti and recommends that Shareholders vote in favour of Resolution 2.

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## **4. RESOLUTION 3 – APPOINTMENT OF AUDITOR**

Crowe Perth, the Company's current auditor, has given notice of its intention to resign as auditor of the Company to ASIC in accordance with section 329(5) of the Corporations Act.

On 3 November 2021 the Company's current auditor, Crowe Perth, sought consent from ASIC to resign as auditor of the Company pursuant to section 329(5) of the Corporations Act. Crowe Perth has submitted a notice of resignation to the Company in accordance with section 329(5) of the Corporations Act, such resignation to take effect from the date of the Meeting.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for Moore Australia Audit (WA) to be appointed as the Company's auditor. A copy of this nomination is attached to this Notice as Annexure A.



Moore Australia Audit (WA) has provided the Company its written consent to act subject to shareholder approval being obtained, as the Company's auditor in accordance with section 328A(1) of the Corporations Act

If Resolution 3 is passed, the appointment of Moore Australia Audit (WA) as the Company's auditors will take effect from the close of the Annual General Meeting.

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## **5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE**

### **5.1 General**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under Listing Rule 7.1A an eligible entity may seek shareholder approval by special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An eligible entity is one that, as at the date of the relevant annual general meeting is not included in the S&P/ASX 300 Index and has a maximum market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$8,639,068 (based on the number of Shares on issue and the closing price of Shares on the ASX on 16 December 2021).

Resolution 4 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

### **5.2 Technical information required by Listing Rule 7.1A**

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 4:

(a) **Period for which the 7.1A Mandate is valid**

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and

- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) **Minimum Price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of the Company's Equity Securities and issued for a cash consideration per security which is not less than 75% of the volume weighted average market price for securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 5.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the acquisition of additional natural resource exploration projects (including expenses associated with such an acquisition) and advancement of the Company's Bonanza Gold Project and Beacon Gold Project which are both located in Western Australia, the vanadium and base-metals projects located in Namibia, including ongoing exploration and pre-production costs, for exploration expenditure on any future assets acquired by the Company and for general working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 16 December 2021.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.0025	\$0.0050	\$0.0075
			50% decrease	Issue Price	50% increase
		Funds Raised			
<b>Current</b>	2,534,813,649 Shares	253,481,364 Shares	\$633,703	\$1,267,406	\$1,901,110
<b>50% increase</b>	3,802,220,474 Shares	380,222,047 Shares	\$950,555	\$1,901,110	\$2,851,665
<b>100% increase</b>	5,069,627,298 Shares	506,962,729 Shares	\$1,267,406	\$2,534,813	\$3,802,220

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

**The table above uses the following assumptions:**

- There are currently 2,534,813,649 Shares on issue comprising:
  - 1,727,813,649 existing Shares as at the date of this Notice of Meeting; and
  - 807,000,000 Shares which will be issued if Resolutions 8 and 9 are passed at this Meeting (assuming that 500,000,000 Shares are issued under the Proposed Placement). This does not include the impact of the 125,000,000 Deferred Consideration Shares which may be issued under Resolution 8.
- The issue price set out above is the closing price of the Shares on the ASX on 16 December 2021, being \$0.005.
- The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 21 October 2020 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 27 January 2021, the Company has not issued any Equity Securities pursuant to the Previous Approval.

### 5.3 **Voting Exclusion**

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

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## 6. **RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF ACQUISITION SECURITIES**

### 6.1 **General**

As announced on 4 October 2021, the Company has completed the acquisition of the Ninghan Gold Project (**Ningham Acquisition**).

The Ninghan Gold Project is located in the southern part of a world-class, gold endowed, structural corridor that runs from Mt Gibson to northeast of Meekatharra. Further information in relation to the Ninghan Gold Project is set out in the ASX announcement released on 21 July 2021.

In consideration for the acquisition of the Ninghan Gold Project, the Company agreed to:

- (a) make a cash payment of A\$15,000 to Legend Resources Pty Ltd (the **Ningham Vendor**),
- (b) issue 6,250,000 Shares and 6,250,000 Options exercisable at A\$0.008 and on or before 30 September 2022 to the Ningham Vendor; and
- (c) grant the Ningham Vendor a Net Smelter royalty (**NSR**) of 1% of the net smelter revenue realised from the sale of mineral products mined from the Ninghan Gold Project.

On 29 September 2021, the Company issued 6,250,000 Shares and 6,250,000 Options to the Ningham Vendor in consideration for the Ningham Acquisition (**Acquisition Securities**).

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Acquisition Securities.

## **6.2 Listing Rules 7.1 and 7.1A**

Broadly speaking, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12-month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of Equity Securities following this Meeting is conditional on Resolution 4 being passed at this Meeting.

The issue of the Acquisition Securities does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rules 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue of the Acquisition Securities.

## **6.3 Listing Rule 7.4**

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Acquisition Securities.

#### 6.4 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Acquisition Securities will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Acquisition Securities.

If Resolution 5 is not passed, the Acquisition Securities will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Acquisition Securities.

#### 6.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 5:

- (a) the Acquisition Securities were issued to the Ninghan Vendor, who is not a related party of the Company;
- (b) 6,250,000 Shares and 6,250,000 Options were issued;
- (c) the Acquisition Securities were issued at a nil issue price, in consideration for Ninghan Gold Project. The Company has not and will not receive any other consideration for the issue of the Acquisition Securities (other than in respect of funds received on exercise of the Options);
- (d) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Options were issued on the terms outlined in Schedule 1;
- (f) the purpose of the issue of the Acquisition Securities was to settle the acquisition of the Ninghan Gold Project;
- (g) the Acquisition Securities were issued under an agreement, a summary of the material terms of which is set out in Section 6.1; and
- (h) a voting exclusion statement is included in Resolution 5 of the Notice.

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### 7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES TO JINDALEE

#### 7.1 Overview

As announced on 13 December 2021, the Company has entered into a farm-in and joint venture agreement with Jindalee Resources Limited (ACN 064 121 133) (**Jindalee**) to earn up to an 80% legal and beneficial joint venture interest in E47/4345 (**Joint Venture Agreement**).

A summary of the material terms and conditions of the Joint Venture Agreement is set out below:

##### Initial Consideration

The Company has agreed to make an upfront cash payment of \$7,500 and issue Jindalee (or its nominee) 3,500,000 Shares (**Jindalee Shares**) within five business days of execution of the Joint Venture Agreement. The Jindalee Shares were issued on 15 December 2021.

<b>Farm-In Interest</b>	<p>(a) The Company has the exclusive right to earn an 80% interest in E47/4345 (the <b>Tenement</b>) by:</p> <p>(i) sole funding \$40,000 on expenditure prior to 22 July 2022 (<b>Initial Amount</b>); and</p> <p>(ii) sole funding a minimum of \$250,000 of expenditure on or before the date that is five years after 10 December 2021 (which includes the Initial Amount),</p> <p>(the <b>Farm-in Commitment</b>).</p> <p>(b) On satisfaction of the Farm-In Commitment, the Company will, on giving notice to Jindalee, earn the right to be transferred the 80% legal and beneficial interest in the joint venture property (<b>Farm-in Interest</b>) and the Company and Jindalee will enter into an unincorporated joint venture.</p>
<b>Free Carry</b>	The Company will sole fund expenditure on the Tenement until completion of a Bankable Feasibility Study, or equivalent. Thereafter the Company and Jindalee will contribute pro-rata or dilute in accordance with standard industry provisions.
<b>NSR</b>	<p>If Jindalee's interest in the joint venture dilutes to 5%, the Joint Venture Agreement will terminate, and the Company will grant Jindalee a net smelter royalty on the following basis:</p> <p>(c) 2% net smelter royalty (<b>NSR</b>) on nickel ore mined from the Tenement (or succeeding tenements) and processed, with a head-grade of greater than 0.6% nickel (<b>Ni</b>);</p> <p>(d) 1% NSR on Ni ore mined from the Tenement (or succeeding tenements) and processed, with a head-grade of greater than 0.4% Ni but less than 0.6% Ni; and</p> <p>(e) 0.5% NSR on Ni ore mined from the Tenement (or succeeding tenements) and processed, with a head grade of 0.4% Ni or less.</p>

## 7.2 Overview

On 15 December 2021, the Company issued 3,500,000 Shares in accordance with the terms of the Joint Venture Agreement (**Jindalee Shares**). Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Jindalee Shares.

## 7.3 Listing Rules 7.1, 7.1A and 7.4

A summary of Listing Rules 7.1, 7.1A and 7.4 is set out in Sections 6.2 and 6.3 above.

The issue of the Jindalee Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Jindalee Shares.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Jindalee Shares.

## 7.4 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Jindalee Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing

the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Jindalee Shares.

If Resolution 6 is not passed, the Jindalee Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of Equity Securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Jindalee Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of Equity Securities following this Meeting remains conditional on Resolution 4 being passed at this Meeting.

## **7.5 Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 6:

- (a) the Jindalee Shares were issued to Jindalee Resources Limited;
- (b) 3,500,000 Jindalee Shares were issued and the Jindalee Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Jindalee Shares were issued on 15 December 2021;
- (d) the Jindalee Shares were issued at a nil issue price, in accordance with the terms of the Joint Venture Agreement. The Company has not and will not receive any other consideration for the issue of the Jindalee Shares;
- (e) the purpose of the issue of the Jindalee Shares was to satisfy the Company's obligations under the Joint Venture Agreement; and
- (f) the Jindalee Shares were issued to Jindalee under the Joint Venture Agreement. a summary of the material terms of which is set out in Section 7.1.

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## **8. BACKGROUND TO RESOLUTIONS 7 AND 8**

### **8.1 Overview**

As announced on 13 December 2021, the Company has entered into a binding agreement with Chalco Resources Pty Ltd (ACN 648 662 346) (**Chalco**) and James Del Piano, the sole shareholder of Chalco (**Chalco Vendor**) under which the Company has conditionally agreed to acquire 80% of the issued capital of Chalco from the Chalco Vendor (**Acquisition**).

Chalco is an Australian exploration company which holds:

- (a) the Cave Hill Project, comprising three exploration licence applications located in Western Australia, which is prospective for nickel and lithium;
- (b) the Carrara Project, comprising one exploration licence located in the Northern Territory, which is prospective for Iron Oxide Copper Gold (**IOCG**) and Zinc-Lead-Silver (**SEDEX**); and



- (c) the Ngalia Uranium Project, comprising two exploration licence applications located in the Northern Territory, which is prospective for uranium,

(together, the **Chalco Projects**).

## 8.2 Chalco Agreement

A summary of the material terms and conditions of the agreement entered into between the Company, Chalco and the Chalco Vendor (**Chalco Agreement**) is set out below.

<b>Exclusivity</b>	<p>(a) Chalco and the Vendor have granted the exclusive right to the Company to conduct due diligence during the period from the date of execution of the Chalco Agreement (<b>Execution Date</b>) until the earlier of Settlement (defined below) or termination of the Chalco Agreement.</p> <p>(b) In consideration for the grant of exclusivity, the Company agrees to issue the Vendor (or its nominee/s) 35,000,000 Exclusivity Shares as a non-refundable payment within five business days of the Execution Date. The Exclusivity Shares were issued on 15 December 2021.</p>
<b>Conditions Precedent</b>	<p>Settlement of the Acquisition is conditional upon the satisfaction (or waiver) of the following conditions precedent:</p> <p>(a) the Company confirming in writing to the Chalco Vendor that it is satisfied in its sole discretion with its legal due diligence review of Chalco and the Chalco Projects;</p> <p>(b) the Company obtaining all necessary Shareholder approvals to allow the Company to lawfully complete the matters set out in the Chalco Agreement, including (without limitation) the Company obtaining shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Initial Consideration Shares and the Deferred Consideration Shares (each defined below);</p> <p>(c) Chalco obtaining, in a form satisfactory to the Company, all necessary third-party approvals, consents and regulatory approvals,</p> <p>(together, the <b>Conditions</b>).</p> <p>The Conditions are for the benefit of the Company and may only be waived by the Company.</p> <p>If the Conditions are not satisfied (or waived) on or before 5.00pm (WST) on 31 January 2022, or such other date as agreed in writing between the Parties (<b>End Date</b>), then any party may terminate the Chalco Agreement by giving notice, in which case the agreement will be at an end and the parties will be released from their obligations under the Chalco Agreement, other than any pre-existing liabilities for breach of the Chalco Agreement, which shall survive termination of the Chalco Agreement.</p>
<b>Consideration</b>	<p>Subject to the satisfaction (or waiver) of the Conditions, in consideration for the Acquisition, the Company agrees to issue the Chalco Vendor (or its nominee/s):</p> <p>(a) 307,000,000 Shares on settlement of the Acquisition (<b>Initial Consideration Shares</b>);</p> <p>(b) 125,000,000 Shares (<b>Deferred Consideration Shares</b>) upon completion of any one of the following performance milestones within three years from settlement of the Acquisition:</p> <p>(i) the successful granting of the three exploration licence applications that relate to the Cave Hill Project, located in Western Australia;</p> <p>(ii) the Company generating not less than three EM anomalies at any of the tenements that comprise the Cave Hill Project; or</p>

	<p>(iii) the Company announcing no less than three drill holes each intersecting a minimum nickel percent times metre interval of 4 percent x metres on any one or more of the tenements that comprise the Cave Hill Project; and</p> <p>(c) to pay the Vendor \$85,000 as a cash payment <b>(Reimbursement Payment)</b>.</p>
<p><b>Free Carried Period</b></p>	<p>(a) On and from the Settlement Date, the Company agrees to sole fund all costs incurred in connection with the activities of Chalco including exploration on and development of the Chalco Projects, and outgoings required to maintain the Chalco Projects in good standing <b>(Expenditure)</b> until such time as the Company has completed a Definitive Feasibility Study on any of the Chalco Projects and decides (in its absolute discretion) to proceed with mining operations on a Chalco Project <b>(Decision to Mine)</b> (the <b>Free Carried Period</b>) or the Chalco Agreement is otherwise terminated in accordance with its terms.</p> <p>(b) All funding by the Company during the Free Carried Period will be made by way of a loan in immediately available funds, without demand.</p> <p>(c) It is agreed that on completion of the Free Carried Period, if applicable, any intercompany loan incurred between Chalco and the Company (or any of Sabre's related bodies corporate) will be extinguished or satisfied through conversion to Shares to be apportioned between the Shareholders in accordance with their respective interests in Chalco and otherwise on terms agreed to by the Shareholders.</p> <p>(d) During the Free Carried Period:</p> <p>(i) the board of directors of Chalco <b>(Chalco Board)</b> will comprise of one nominee of the Company. The Vendor will not be entitled to appoint any nominees to the Chalco Board; and</p> <p>(ii) the Company will have sole control over all exploration programs, budgets and accounting procedures.</p> <p>(e) The Chalco Agreement also contains certain restrictions on the transfer of Chalco Shares during the Free-Carried Period.</p>
<p><b>Post Free-Carried Period</b></p>	<p>(a) After the completion of the Free-Carried Period, the number of directors that may be appointed to the Chalco Board by a shareholder <b>(Chalco Shareholder)</b> will be determined by their shareholder interest, with no appointment right if a Chalco Shareholder has a equity interest of less than 21%, the right to appoint one director if a Chalco Shareholder holds between 21% and 80% and the right to appoint two directors if a Chalco shareholder holds more than 80%.</p> <p>(b) After the completion of the Free-Carried Period, where the Chalco Board determines that Chalco requires further funds for operations in accordance with an approved program, the funding may be obtained by way of equity or loans or both, unless the Chalco Shareholders agree otherwise.</p> <p>(c) If the Chalco Board elects to obtain equity funding, each Chalco Shareholder must contribute in accordance with their respective shareholder interest or elect to dilute in accordance with an industry standard formula.</p> <p>(d) The Chalco Agreement also contains certain restrictions on the transfer of Chalco Shares after the Free-Carried Period.</p>

### 8.3 Summary of Resolutions

Pursuant to this Notice of Meeting, the Company is seeking:

- (a) Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Exclusivity Shares under Resolution 7; and

- (b) Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Initial Consideration Shares and the Deferred Consideration Shares under Resolution 8.

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## **9. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF EXCLUSIVITY SHARES**

### **9.1 General**

On 15 December 2021, the Company issued 35,000,000 Exclusivity Shares in consideration for the grant of exclusivity under the Chalco Agreement. Further information in relation to the issue of the Exclusivity Shares and the Acquisition is set out in Section 8.1 above.

Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Exclusivity Shares.

### **9.2 Listing Rules 7.1, 7.1A and 7.4**

A summary of Listing Rules 7.1, 7.1A and 7.4 is set out in Sections 6.2 and 6.3 above.

The issue of the Exclusivity Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Exclusivity Shares.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Exclusivity Shares.

### **9.3 Technical information required by Listing Rule 14.1A**

If Resolution 7 is passed, the Exclusivity Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Exclusivity Shares.

If Resolution 7 is not passed, the Exclusivity Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of Equity Securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Exclusivity Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of Equity Securities following this Meeting remains conditional on Resolution 4 being passed at this Meeting.

### **9.4 Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 7:

- (a) the Exclusivity Shares were issued to James Del Piano, the sole shareholder of Chalco;

- (b) 35,000,000 Exclusivity Shares were issued and the Exclusivity Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Exclusivity Shares were issued on 15 December 2021;
- (d) the Exclusivity Shares were issued at a nil issue price, in consideration for the grant of exclusivity in respect of the Acquisition. The Company has not and will not receive any other consideration for the issue of the Exclusivity Shares;
- (e) the purpose of the issue of the Exclusivity Shares was to satisfy certain obligations of the Company under the Chalco Agreement; and
- (f) the Exclusivity Shares were issued to James Del Piano under the Chalco Agreement. A summary of the material terms of the Chalco Agreement is set out in Section 8.2.

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## 10. RESOLUTION 8 – APPROVAL TO ISSUE CONSIDERATION SHARES

### 10.1 General

As set out in Section 8.2, the Company has agreed to issue the Chalco Vendor an aggregate of 432,000,000 Shares, comprising:

- (a) 307,000,000 Initial Consideration Shares which will be issued on completion of the Acquisition; and
- (b) 125,000,000 Deferred Consideration Shares (**Deferred Consideration Shares**) upon completion of any one of the following performance milestones within three years from Completion:
  - (i) the successful granting of the three ELA's that relate to the Cave Hill Project, located in Western Australia;
  - (ii) the Company generating not less than three EM anomalies at any of the tenements that comprise the Cave Hill Project; or
  - (iii) the Company announcing no less than three drill holes each intersecting a minimum nickel percent per metre interval of 4 percent/metre on any of the tenements that comprise the Cave Hill Project,

(together, the **Consideration Shares**).

Resolution 8 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Consideration Shares.

### 10.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

The proposed issue of the Consideration Shares does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to

Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

### **10.3 Technical information required by Listing Rule 14.1A**

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Consideration Shares. In addition, the issue of the Consideration Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Consideration Shares and the Company may be in breach of the Chalco Agreement with Chalco.

### **10.4 Waiver of Listing Rule 7.3.4**

Pursuant to Listing Rule 7.3.4, if Shareholder approval is received pursuant to Resolution 8, the approval will only remain valid for Consideration Shares that are issued within three months of the Meeting.

However, the Company has applied for and been granted a waiver from Listing Rule 7.3.4, to permit the Company to issue the Deferred Consideration Shares after the date which is three months from the Meeting (**Waiver**).

The Waiver has been granted on the basis of the following conditions:

- (a) the Deferred Consideration Shares are to be issued immediately upon satisfaction of any one of the relevant milestones and in any event no later than:
  - (i) three years from the date of settlement of the Chalco Agreement; and
  - (ii) 30 June 2025,whichever occurs first;
- (b) the milestones in relation to the Deferred Consideration Shares must not be varied;
- (c) the maximum number of Deferred Consideration Shares to be issued is capped at 125,000,000 Shares;
- (d) the Notice contain adequate details regarding the dilutionary effect of the Deferred Consideration Shares on the Company's capital structure;
- (e) for any annual reporting period during which any of the Deferred Consideration Shares have been issued or any of them remain to be issued, the Company's annual report sets out the number of Deferred Consideration Shares issued in that annual reporting period, the number of Deferred Consideration Shares that remain to be issued and the basis on which the Deferred Consideration Shares may be issued;
- (f) on any half year or quarterly report for a period during which any of the Deferred Consideration Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Deferred Consideration Shares issued during the reporting period, the

number of Deferred Consideration Shares that remain to be issued and the basis on which the Deferred Consideration Shares may be issued; and

- (g) the Notice contains the full terms and conditions of the agreement pursuant to which the Deferred Consideration Shares as well as the conditions of this waiver (please refer to Section 8.1).

## **10.5 Technical information required by Listing Rule 7.1**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 8:

- (a) the Consideration Shares will be issued to the Chalco Vendor;
- (b) the maximum number of Consideration Shares to be issued is 432,000,000 Share, comprising:
  - (i) 307,000,000 Initial Consideration Shares; and
  - (ii) 125,000,000 Deferred Consideration Shares;
- (c) 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;
- (d) the Initial Consideration Shares will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Initial Consideration Shares will occur on the same date;
- (e) in accordance with the terms of the Waiver, the Deferred Consideration Shares will be issued immediately upon satisfaction of any one of the relevant milestones and in any event no later than:
  - (i) three years from the date of settlement of the Chalco Agreement; and
  - (ii) 30 June 2025,whichever occurs first;
- (f) the Consideration Shares will be issued at a nil issue price, in consideration for Acquisition. The Company will not receive any other consideration for the issue of the Exclusivity Shares;
- (g) the purpose of the issue of the Consideration Shares is to satisfy the Company's obligations under the Chalco Agreement; and
- (h) the Consideration Shares will be issued to James Del Piano under the Chalco Agreement. A summary of the material terms of the Chalco Agreement is set out in Section 8.2.

## **10.6 Dilution**

A summary of the dilutionary impact of the Securities to be issued under Resolution 8 and all other Securities proposed to be issued pursuant to this Notice is set out Section 14.

## 11. RESOLUTION 9 – APPROVAL TO ISSUE PLACEMENT SECURITIES

### 11.1 General

Resolution 9 seeks Shareholder approval for the issue of up to 500,000,000 Shares and up to 500,000,000 Options (together, the **Placement Securities**) pursuant to a placement (**Proposed Placement**).

The Shares will be issued under the Proposed Placement at an issue price which is not less than 80% of the volume weighted average price for Shares calculated over the five trading days on which trades in Shares were recorded immediately before the date on which the issue price is agreed by the Company and the recipients of the relevant Placement Securities (**Issue Price**). The free-attaching Options will have an exercise price of \$0.006, expire on 30 April 2024 and the Company intends to apply for quotation of the Options subject to compliance with all ASX requirements. Please refer to Schedule 2 for the full terms and conditions of the Options.

#### Lead Manager

The Company does not currently have a lead manager mandate in place with respect to the Proposed Placement and is not currently in negotiations with any lead managers in this regard. The Company will consider engaging a lead manager at the time the funds are to be raised. The Company anticipates that any fees payable to a lead broker will be on standard market rates of approximately 5% to 6% of the total funds raised.

#### Use of Funds

To calculate the potential funds that could be raised by the issue of the Placement Securities, the table below uses values of \$0.0025, \$0.0050 and \$0.0075 being the closing price for Shares on 16 December 2021, and the volume weighted prices which are 50% higher and 50% lower than that price. To calculate the potential funds that could be raised under the Proposed Placement, discounted figures of \$0.0020, \$0.0040 and \$0.0060 have been used, being an issue price, which is not less than 80% of the volume weighted average prices (i.e., maximum discount) set out below.

ASSUMED VWAP	VWAP Discount (80% of VWAP)	Maximum funds raised
\$0.0025	\$0.0020	\$1,000,000
\$0.0050	\$0.0040	\$2,000,000
\$0.0075	\$0.0060	\$3,000,000

The table below sets out the Company's intended use of funds raised by the issue of the Placement Securities assuming that the Company raises \$2,000,000.

Item	Amount
Exploration programs and Scoping Study at the Sherlock Bay Nickel Project	\$540,000
Sherlock Pool JV nickel exploration	\$70,000
Nepean South JV nickel exploration	\$40,000

Item	Amount
Exploration programs at the Western Australian Gold Projects	\$150,000
Exploration programs at the Otavi Mountain Lands Projects	\$50,000
Exploration work on the Cave Hill Project, Western Australia	\$40,000
Exploration work on the Carrara Project, Northern Territory	\$50,000
Exploration work on the Ngalia Uranium Project, Northern Territory	\$40,000
Follow up exploration	\$500,000
Lead Manager Fees	\$120,000
Working capital and corporate administration	\$400,000
<b>TOTAL</b>	<b>\$2,000,000</b>

The above table is a statement of current intentions as of the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

## 11.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

The proposed issue of the Placement Securities does not fall within any of these exceptions. Whilst the number of the Placement Securities may not exceed the 15% limit in Listing Rule 7.1 at the time the Proposed Placement is undertaken, the Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of the Placement Securities under Listing Rule 7.1 so that it does not use up any of the 15% limit on issue Equity Securities without shareholder approval set out in Listing Rule 7.1.

## 11.3 Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Placement Securities. In addition, the issue of the Placement Securities will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 9 is not passed, the Company may still proceed with the issue of the Placement Securities, but it will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

## 11.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 9:

- (a) if a lead manager is appointed by the Company, the Placement Securities will be issued to professional and sophisticated investors who are clients of the lead manager (**Placement Participants**). The Placement



Participants will likely be identified through a bookbuild process, which will involve the lead manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company. If a lead manager is not appointed by the Company, the Placement Securities will be issued to professional and sophisticated investors who will be identified by the Directors. The Placement Participants will be identified through the Directors seeking expressions of interest to participate in the Proposed Placement from non-related parties of the Company;

- (b) the maximum number of Shares to be issued is 500,000,000 and the maximum number of Options to be issued is 500,000,000;
- (c) the Placement Securities will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Placement Securities will occur on the same date;
- (d) the issue price of the Shares will be not less than 80% of the volume weighted average price for Shares calculated over the five trading days on which trades in Shares were recorded immediately before the date on which the issue price is agreed by the Company and the recipients of the relevant Placement Securities. The Company will not receive any other consideration for the issue of the Shares;
- (e) the issue price of the Options will be nil as they will be issued free-attaching to the Shares at a maximum of a one-for-one basis. The Company will not receive any other consideration for the issue of the Options (other than in respect of funds received on exercise of the Options);
- (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 Options will be issued on the terms and conditions set out in Schedule 2 and the Company will apply for quotation of the Options subject to compliance with all ASX requirements;
- (h) the Company intends to use the funds raised by the Proposed Placement as set out in Section 11.1;
- (i) the Placement Securities are not being issued under an agreement; and
- (j) the Placement Securities are not being issued under, or to fund, a reverse takeover.

## **11.5 Dilution**

A summary of the dilutionary impact of the Securities to be issued under Resolution 9 and all other Securities proposed to be issued pursuant to this Notice is set out Section 14.

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## **12. RESOLUTION 10 – APPROVAL TO ISSUE OPTIONS**

### **12.1 General**

Resolution 10 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the Company to issue up to 100,000,000 Options to employees, consultants and service providers (or their nominee/s) of the Company.

### **12.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

The proposed issue of the Options does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

### **12.3 Technical information required by Listing Rule 14.1A**

If Resolution 10 is passed, the Company will be able to proceed with the issue of the Options. In addition, the issue of the Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 10 is not passed, the issue of the Options can still proceed but it will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

### **12.4 Technical information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 10:

- (a) the Options will be issued to employees, consultants and service providers of the Company;
- (b) the maximum number of Options to be issued is 100,000,000;
- (c) the Options will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of the Options will occur on the same date;
- (d) the issue price will be 0.002 cents per Option. The Company will not receive any other consideration for the issue of the Options (other than in respect of funds received on exercise of the Options);
- (e) the purpose of the issue of the Options is to enable employees, consultants and service providers to participate in the equity of the Company whilst also linking the services provided to the future growth of the Company's Equity Securities;
- (f) the Options will be issued on the terms and conditions set out in Schedule 2 and the Company intends to apply for quotation of the Options subject to compliance with all ASX requirements;

- (g) the Options are not being issued under an agreement; and
- (h) the Options are not being issued under, or to fund, a reverse takeover.

## **12.5 Dilution**

A summary of the dilutionary impact of the Securities to be issued under Resolution 10 and all other Securities proposed to be issued pursuant to this Notice is set out Section 14.

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## **13. RESOLUTION 11 – ADOPTION OF EMPLOYEE SECURITIES INCENTIVE PLAN**

### **13.1 General**

Resolution 11 seeks Shareholder approval for the adoption of the employee incentive scheme titled “Employee Securities Incentive Plan” (**Plan**) and for the issue of securities under the Plan in accordance with Listing Rule 7.2 (Exception 13(b)).

The objective of the Plan is to attract, motivate and retain key employees and the Company considers that the adoption of the Plan and the future issue of securities under the Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

### **13.2 Listing Rule 7.1 and Listing Rule 7.2 Exception 13(b)**

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 11 is passed, the Company will be able to issue securities under the Plan to eligible participants over a period of 3 years from the date of the Meeting. The issue of any securities to eligible participants under the Plan (up to the maximum number of securities stated in Section 13.3(b) below) will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 11 is not passed, the Company will be able to proceed with the issue of securities under the Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of those securities.

### 13.3 Technical information required by Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 11:

- (a) a summary of the key terms and conditions of the Plan is set out in Schedule 3;
- (b) the Company has not issued any securities under the Plan as this is the first time that Shareholder approval is being sought for the adoption of the Plan; and
- (c) the maximum number of Equity Securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13(b)), is 300,000,000 Equity Securities. It is not envisaged that the maximum number of securities for which approval is sought will be issued immediately.

### 14. DILUTIONARY EFFECT OF PROPOSED ISSUES TO CURRENT SHAREHOLDERS

Pursuant to this Notice, the Company is seeking approval to issue a number of Securities as noted in the table below.

	Shares	Deferred Consideration Shares	Options
Resolution 8	307,000,000	125,000,000	-
Resolution 9	500,000,000	-	500,000,000
Resolution 10	-	-	100,000,000
<b>TOTAL</b>	<b>807,000,000</b>	<b>125,000,000</b>	<b>600,000,000</b>

The maximum impact on current Shareholders assuming that the maximum number of Securities are issued under each of the Resolutions set out in this Notice (other than the Deferred Consideration Shares) and no convertible securities (including Options) are exercised or converted is set out below. As demonstrated, in such circumstances the percentage Shareholding of current Shareholders will be diluted to 68.16%.

	Shares	%
Current Shares <sup>1</sup>	1,727,813,649	68.16%
Resolution 8	307,000,000	12.11%
Resolution 9	500,000,000	19.73%
Resolution 10	-	-
<b>TOTAL</b>	<b>2,534,813,649</b>	<b>100.00%</b>

**Notes:**

1. There are currently 1,727,813,649 Shares on issue as at the date of this Notice and this table assumes no Securities are exercised or converted and no additional Shares are issued, other than as set out in the table above.

Additionally, if the Deferred Consideration Shares are issued and the 600,000,000 Options noted in the table above are exercised, and no other convertible securities are exercised or converted, the percentage Shareholding of current Shareholders will be diluted to 53.00%.

	Shares	%
Current Shares <sup>1</sup>	1,727,813,649	53.00%
Resolution 8	432,000,000	13.25%
Resolution 9	1,000,000,000	30.68%
Resolution 10	100,000,000	3.07%
<b>TOTAL</b>	<b>3,259,813,649</b>	<b>100.00%</b>

**Notes:**

1. There are currently 1,727,813,649 Shares on issue as at the date of this Notice and this table assumes no Securities are exercised or converted and no additional Shares are issued, other than as set out in the table above.

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15. **GLOSSARY**

**\$** means Australian dollars.

**7.1A Mandate** has the meaning given in Section 5.1.

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

**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.

**AWST** means Western Standard Time as observed in Perth, Western Australia.

**Board** means the current board of directors of the Company.

**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 Ltd (ACN 003 043 570).

**Constitution** means the company's constitution in place at the date of this Notice.

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

**Directors** means the current directors of the Company.

**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.

**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.

**Listing Rules** means the Listing Rules of ASX.

**Market Value** means the volume weighted average market price (as that term is defined in the Listing Rules) per Share during the previous five trading days.

**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.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2021.

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

**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.

**ANNEXURE "A"**

Coniston Pty Ltd  
PO Box 1618  
West Perth WA 6872

1 December 2021

Sabre Resources Limited  
Level 1, 8 Parliament Place  
West Perth WA 6005

To whom it may concern

We, Coniston Pty Ltd, being a shareholder of Sabre Resources Limited ('the Company'), hereby give written notice pursuant to Section 328B(1) of the Corporations Act of the nomination of Moore Australia Audit (WA) of Level 15, Exchange Tower, 2 The Esplanade, Perth, WA, 6000, for appointment as Auditor of the Company at the next Annual General Meeting.

Yours faithfully

A handwritten signature in black ink, appearing to read 'James del Piano', written over the 'Yours faithfully' text.

James del Piano  
Sole Director  
CONISTON PTY LTD



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**SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS**

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(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 \$0.008 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AWST) on 30 September 2022 (**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 (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 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.

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## SCHEDULE 2 – TERMS AND CONDITIONS OF OPTIONS

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(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 \$0.006 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AWST) on 30 April 2024 (**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 (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 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.

## SCHEDULE 3 – TERMS AND CONDITIONS OF EMPLOYEE SECURITIES INCENTIVE PLAN

The material terms and conditions of the Employee Securities Incentive Plan (**Plan**) are as follows:

<p><b>Eligibility</b></p>	<p>Participants in the Plan may be:</p> <p>(a) any non-employee director or any full or part-time employee of the Company and its related bodies corporate (the <b>Group</b>); or</p> <p>(b) any other person providing services to the Group,</p> <p>who is declared by the Board in its sole and absolute discretion to be eligible to receive grants of Options, Performance Rights and Shares (<b>Awards</b>) under the Plan (<b>Eligible Participant</b>).</p>
<p><b>Offer</b></p>	<p>The Company may, at the sole and absolute discretion of the Board, offer and issue to an Eligible Participant any (or any combination) of the different types of Awards provided under the Plan.</p> <p>The terms and conditions of Awards offered or granted under the Plan to each Eligible Participant will be determined by the Board in its sole and absolute discretion.</p>
<p><b>Convertible Security</b></p>	<p>Each Option and/or Performance Right (<b>Convertible Security</b>) represents a right to acquire one or more Shares, subject to the terms and conditions of the Plan. Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them unless otherwise determined by the Board. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p>
<p><b>Vesting of a Convertible Security</b></p>	<p>Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied by the due date and/or otherwise waived by the Board, that Convertible Security will lapse.</p>
<p><b>Exercise of Convertible Securities and cashless exercise</b></p>	<p>To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Options (see below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Security (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>The Board may determine in its sole and absolute discretion that a Participant will not be required to provide payment of the exercise price of Options, but that on exercise of the Options, the Company will only allot and issue or transfer that number of Plan Shares to the Participant that are equal in value to the difference between the exercise price otherwise payable in relation to the Options and the then Market Value of the Plan Shares as at the time of the exercise (with the number of Plan Shares rounded down).</p> <p>A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
<p><b>Shares</b></p>	<p>The Board may from time to time make an invitation to an Eligible Participant to acquire Shares under the Plan. The Board will determine in its sole and absolute discretion the acquisition price (if any) for each Share which may be nil. The Shares may be subject to performance hurdles and/or vesting conditions as determined by the Board.</p>

	<p>Where Shares granted to a Participant are subject to performance hurdles and/or vesting conditions, the Participant's Shares will be subject to certain restrictions until the applicable performance hurdles and/or vesting conditions (if any) have been satisfied, waived by the Board or are deemed to have been satisfied under these Rules.</p> <p>When the Company makes an invitation to an Eligible Participant to acquire Shares, the Company may also offer the Eligible Participant a loan on terms and conditions to be determined by the Board, for the amount of the acquisition price of the Shares, for the purposes of acquiring all or part of the Shares the subject of the invitation. The loan amount may accrue interest as determined by the Board.</p> <p>A Participant may repay all or part of a loan at any time before the expiration of the loan term, and at the expiration of the loan term the Participant must immediately repay all of the loan.</p>
<b>Forfeiture</b>	<p>In respect of each offer of Awards, the Board may determine, criteria, requirements or conditions which if met (notwithstanding the satisfaction or waiver of any performance hurdles and vesting conditions) will result in the lapsing of Convertible Securities or a Participant surrendering Shares (<b>Forfeiture Conditions</b>).</p> <p>Where such Forfeiture Conditions are met, unless the Board in its sole discretion determines otherwise, all unvested and vested Convertible Securities will automatically lapse and all unvested and vested Shares will automatically be surrendered.</p> <p>In addition, where the Board determines that a Participant has acted fraudulently or dishonestly, or willfully breaches his or her duties to the Group, the Board may in its discretion deem all Awards to be forfeited.</p>
<b>Rights attaching to Shares</b>	<p>Any Shares allotted, issued or transferred by the Company to a Participant under the Plan (including on exercise or conversion of Convertible Securities) will rank equally with all existing Shares on and from the date of allotment, issue or transfer, including in respect of all rights and bonus issues.</p>
<b>Disposal Restrictions</b>	<p>If the invitation provides that any Shares held by any Participants are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>For so long as Shares held by any Participants are subject to any disposal restrictions under the Plan, the Participant must not transfer, encumber or otherwise dispose of, or have a security interest granted over that Share or take any action if to do so would contravene applicable laws.</p>
<b>Buy-Back</b>	<p>Subject to applicable law, the Company may at any time buy-back Awards in accordance with the terms of the Plan.</p>
<b>Change of Control</b>	<p>If a change of control event occurs in relation to the Company, and unless the Board determines otherwise in its sole and absolute discretion, Awards granted will vest where vesting conditions and performance hurdles have been satisfied on a pro rata basis based on the period which has elapsed from the grant date to the date of the change of control event.</p>
<b>Employee Share Trust</b>	<p>The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Awards for Participants under the Plan and delivering Shares on behalf of Participants upon exercise of Options and/or Performance Rights (as the case may be).</p>
<b>Participation Rights</b>	<p>During the currency of any Convertible Securities and prior to their vesting, Participants are not entitled to participate in any new issue of Securities of the Company as a result of their holding Convertible Securities.</p>
<b>Reorganisation</b>	<p>Subject to all applicable laws, following any variation to the issued capital of the Company arising from:</p> <p>(a) a reduction, subdivision or consolidation of the issued capital of the Company;</p>

	<ul style="list-style-type: none"> <li>(b) a reorganisation of the issued capital of the Company;</li> <li>(c) a distribution of assets in specie;</li> <li>(d) the payment of a dividend, otherwise than in the ordinary course, of an amount substantially in excess of the Company's normal distribution policy; or</li> <li>(e) any issue of Shares or other equity securities or instruments which convert into Shares by way of capitalisation of profits or reserves,</li> </ul> <p>the number of Awards to which each Participant holds under the Plan, and the exercise price of Options (if any) held by each Participant, will be adjusted in accordance with the Listing Rules.</p>
<b>Amendment of Plan</b>	<p>Subject to the following paragraph, the Listing Rules and the Company's constitution, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Awards that have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by the relevant Participant.</p>

PROXY FORM

SABRE RESOURCES LTD  
ACN 003 043 570

ANNUAL 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 11.00am (AWST), on 27 January 2022 at Level 1, 8 Parliament Place, West Perth WA 6005, and at any adjournment thereof.

**AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS**

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 11 except where I/we have indicated a different voting intention below) even though Resolutions 1 and 11 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

**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 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-Election of a Director – Mr Basil Conti	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of 7.1A Mandate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ratification of prior issue of Acquisition Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Ratification of prior issue of Jindalee Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Ratification of prior issue of Exclusivity Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Approval to issue Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Approval to issue Placement Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Approval to issue Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 Adoption of Employee Securities Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**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. **(Compliance with Listing Rule 14.11):** In accordance to Listing Rule 14.11, if you hold Shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the Shares, you are required to ensure that the person(s) or entity/entities for which you hold the Shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided. By lodging your proxy votes, you confirm to the Company that you are in compliance with Listing Rule 14.11.
4. **(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.
5. **(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.
6. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to Sabre Resources Ltd, PO Box 1618, West Perth, Western Australia 6872; or
  - (b) facsimile to the Company on facsimile number +61 8 9481 7835; or
  - (c) email to the Company at mmuhling@corporateresource.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.**