

SABRE RESOURCES LTD

ABN 68 003 043 570

Notice of General Meeting

and

Explanatory Statement

and

Proxy Form

**DATE AND TIME OF MEETING:
Friday 13 November 2009 at 12:30pm**

**VENUE: The Celtic Club
48 Ord Street, West Perth WA 6005**

These documents should be read in their entirety. If shareholders are in any doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor.

SABRE RESOURCES LTD

ABN 68 003 043 570

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of SABRE RESOURCES LTD ("**SBR**" or the "**Company**") will be held on 13 November 2009 commencing at 12:30pm at The Celtic Club, 48 Ord Street, West Perth, Western Australia.

The Explanatory Statement that accompanies and forms part of this Notice of General Meeting describes in more detail the matters to be considered.

AGENDA

ORDINARY BUSINESS

Resolution 1 – Placement of Shares

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

"That for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue 11,000,000 Shares at an issue price of not less than \$0.10 each to raise \$1.1 million, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of General Meeting"

VOTING EXCLUSION

The Company will disregard any votes cast on Resolution 1 by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed, and any associate of them. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 2 - Ratification and Approval of Previous Share Issue

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

"That pursuant to ASX Listing Rule 7.4 and for all other purposes the Company ratifies the prior issue and allotment of 11,000,000 Shares at an issue price of 10 cents each on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

VOTING EXCLUSION

The Company will disregard any votes cast on Resolution 2 by any party who participated in the issue or any associate of those parties. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 3 – Approval for Grant of 8,750,000 Options

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Directors be authorised to grant 8,750,000 Options at an issue price of 0.1 cents each exercisable at \$0.25 each on or before 30 November 2011, and otherwise granted on the terms and conditions set out in the Explanatory Statement accompanying this Notice of General Meeting.”

The Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed, and any associate of them. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Voting Entitlements

For the purposes of determining voting entitlements at the general meeting, Shares will be taken to be held by persons who are registered as holding Shares at 12:30pm on Wednesday 11 November 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the general meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of General Meeting.

By order of the Board

**Norman Grafton
Company Secretary**

Date: 9 October 2009

EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of members of Sabre Resources Ltd in connection with the business to be conducted at the General Meeting of members to be held at The Celtic Club Inc, 48 Ord Street, West Perth, Western Australia, on 13 November 2009 at 12:30pm.

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

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

Terms used in the Notice of General Meeting and this Explanatory Statement will, unless the context otherwise requires, have the same meaning given to them in the Definitions section as contained in this Explanatory Statement.

Australian Securities Exchange Limited ("ASX") Listing Rule Requirements

ASX Listing Rule 7.1 provides that, subject to certain exceptions, the prior approval of the shareholders of SBR is required for an issue of equity securities if the securities will, when aggregated with the securities issued by SBR during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold set by ASX Listing Rule 7.1. The effect of such a ratification is to restore a company's maximum discretionary power to issue further shares up to 15% of the issued capital of the company without requiring shareholder approval.

2. RESOLUTION 1 - PLACEMENT OF 11 MILLION SHARES

On 25 September 2009, the Company announced it had reached agreement to place 22 million shares at 10 cents each to raise \$2.2 million. The 22 million shares to be issued in two tranches:

- 11 million shares to raise \$1.1 million to be issued pursuant to the Company's 15% placement capacity under the ASX Listing Rules; and
- The remaining 11 million shares to be issued subject to shareholder approval at a General Meeting of the Company.

Resolution 1 is to approve the second tranche of shares.

In compliance with the information requirements of ASX Listing Rule 7.3, members are advised of the following particulars in relation to the placement:

- a) Number of shares to be allotted:
11,000,000 shares are to be allotted.
- b) The date by which the shares will be issued:
The shares will be issued within 3 months of the date of the meeting.
- c) Price at which the shares are to be issued:
The shares are to be issued at \$0.10 each.

- d) Basis upon which the allottees will be determined:
Allottees will be determined at the direction of the Directors and Westar Capital Limited, the holder of an Australian Financial Services Licence but will not be related parties of the Company.
- e) The terms of the securities:
The shares rank equally in all respects with the existing shares on issue.
- f) The intended use of the funds raised:
The funds raised will enable the Company to actively explore the Ongava Poly-Metallic Project in Namibia and provide additional working capital.
- g) The dates of allotment:
Allotment will occur progressively.

Directors and their associates are not entitled to participate in the placement.

3. RESOLUTION 2 – RATIFICATION AND APPROVAL OF PREVIOUS SHARE ISSUE

This resolution is to ratify the first tranche of 11 million shares.

In compliance with the information requirements of ASX Listing Rule 7.5, members are advised of the following particulars in relation to the placement:

- a) 11,000,000 shares have been allotted.
- b) The shares were issued at 10 cents each.
- c) The shares rank equally in all respects with the existing shares on issue.
- d) The allottees were determined at the direction of the Directors and Westar Capital Limited, the holder of an Australian Financial Services Licence but are not related parties of the Company.
- e) The funds are to enable the Company to actively explore the Ongava Poly-Metallic Project in Namibia and provide additional working capital.

4. RESOLUTION 3 – APPROVAL FOR GRANT OF 8,750,000 OPTIONS

Resolution 3 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 8,750,000 Options at an issue price of 0.1 cents per Option, to raise \$8,750.00.

This grant of Options was a condition of the underwriting by Westar Capital Ltd of the \$2.2 million capital raising and was approved at a meeting of Directors on 23 September 2009. During the 2 months prior to that meeting the share price had not exceeded 10 cents.

In compliance with the information requirements of ASX Listing Rule 7.3 members are advised of the following particulars in relation to the proposed grant of Options pursuant to Resolution 3.

- a) A maximum of 8,750,000 Options are to be issued.
- b) The Options will be issued no later than 3 months after the date of the meeting.
- c) The Options will be issued at 0.1 cents per Option.
- d) The allottees will be at the direction of Westar Capital Ltd, the holder of an Australian Financial Services Licence but will not be related parties of the Company.

e) The terms of the issue:

The Options will have an exercise price of \$0.25 each and an expiry date of 30 November 2011 on the terms and conditions as outlined in Appendix "A" to this Explanatory Statement.

f) The funds raised will be to augment working capital.

g) Dates of allotment.

Allotment will occur progressively.

Directors and their associates are not entitled to participate in the grant of Options.

5. DEFINITIONS

In this Explanatory Statement:

"ASX" means ASX Limited (CAN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.

"Company" or "SBR" means Sabre Resources Ltd (CAN 003 043 570).

"Director" means a Director of Sabre Resources Ltd.

"Listing Rules" means the Official Listing Rules of ASX as amended from time to time.

"Meeting" means the General Meeting of SBR to be held on 13 November 2009.

"Resolution" means a resolution in the Notice of Meeting.

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

"Shareholder" means the registered holder of a Share in the Company.

ANNEXURE 'A'

**SABRE RESOURCES LTD
TERMS AND CONDITIONS OF OPTIONS**

RESOLUTION 3

The terms and conditions of the Options are as follows:

- (a) A certificate will be issued for the Options.
- (b) The Options shall expire on 30 November 2011 ("**Expiry Date**").
- (c) Subject to paragraph (f), the Option is a right in favour of the option holder to subscribe for one fully paid ordinary share in the capital of the Company ("**Share**").
- (d) Shares allotted to option holders on exercise of the Options shall be issued at a price of 25 cents each ("**Exercise Price**").
- (e) The Exercise Price of Shares the subject of the Options shall be payable in full on exercise of the Options.
- (f) Options shall be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the option holder to:
 - (i) exercise all or a specified number of the Options; and
 - (ii) pay the subscription monies in full for the exercise of each Option.
- (g) The notice must be accompanied by an Option certificate and a cheque payable to the Company for the subscription monies for the Shares. An exercise of only some Options shall not affect the rights of the option holder to the balance of the Options held by him.
- (h) The Company shall allot the resultant Shares and deliver the share certificate or holding statement within five business days of the exercise of the Option.
- (i) Options may, if the Company so decides (in its sole discretion), be listed for official quotation on ASX.
- (j) The Options shall be freely transferable.
- (k) Shares allotted pursuant to an exercise of Options shall rank, from the date of allotment, equally with existing ordinary fully paid Shares of the Company in all respects.
- (l) The Company shall in accordance with the Listing Rules make application to have Shares allotted pursuant to an exercise of Options listed for official quotation.
- (m) In case of any entitlements issue (other than bonus issue) the Exercise price of the Option may be reduced according to the following formula:

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

- O' = the new Exercise Price of the Option.
- O = the old Exercise Price of the Option.
- E = the number of underlying securities into which one Option is exercisable.

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

- (n) In the case of a bonus issue the number of Shares over which the Option is exercisable may be increased by the number of Shares which the option holder would have received if the Option has been exercised before the record date for the bonus issue. The Company shall notify the ASX of the adjustments in accordance with the Listing Rules.
- (o) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, the number of the Options or the exercise price of the Options or both shall be reconstructed (as appropriate) in accordance with the Listing Rules.
- (p) The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.
- (q) The Options do not give any right to participate in new issues unless the option holder exercises the Option.

PROXY FORM

The Secretary
SABRE RESOURCES LTD
1st Floor
8 Parliament Place
West Perth WA 6872

Facsimile: (08) 9481 7835

I/We (full name) _____

Of (address) _____

being a member(s) of SABRE RESOURCES LTD, hereby appoint as my/our proxy

Of (address) _____

or, failing him/her the Chairperson of the Meeting to attend and vote for me/us at the general meeting of the Company to be held at 12:30pm on 13 November 2009 and at an adjournment thereof in respect of _____% of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

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

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1. Placement of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification and Approval of Previous Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval for Grant of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given the proxy may vote as the proxy thinks fit or may abstain subject to the below.

INSTRUCTIONS AS TO VOTING ON THE RESOLUTIONS

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect to resolutions 1 to 3, please place a mark in the box.

If you do not mark the box, and you have not directed your proxy how to vote, the Chair will not cast your votes on resolutions 1 to 3 and your votes will not be counted in calculating the required majority if a poll is called on the resolutions.

If the member is an individual or joint holder:

Usual Signature

Dated this day of 2009.

Usual Signature

If the member is a Company:

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

Director/Sole Director/Secretary

Dated this day of 2009.

Director/Secretary

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy. A member that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
2. Where more than one proxy is appointed and that appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. A proxy is not entitled to vote unless the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed is either deposited at the registered office of the Company (1st Floor, 8 Parliament Place, West Perth, Western Australia, 6872) or sent by facsimile to that office on Fax: 08 94817835 to be received not less than 48 hours prior to the time of the meeting.
5. The proxy form must be signed personally by the member or his attorney duly authorised in writing. If the member is a company it must execute under its Common Seal or otherwise in accordance with its Constitution and s.127 of the Corporations Act, or its duly authorised attorney. In the case of joint members, the proxy must be signed by at least one of the joint members, personally or by a duly authorised attorney.
6. The Chairman intends to vote all undirected proxies in favour of the resolutions.
7. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolutions, the proxy must not vote on a show of hands; and
 - (c) if the proxy is Chairperson, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in anyway that the proxy sees fit.