
SULTAN CORPORATION LIMITED

ACN 061 219 985

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2 pm (WST)

DATE: Tuesday 30 October 2007

PLACE: Seminar Room 2, The University Club of Western Australia, Off Hackett Drive, Crawley, Western Australia

Annual Report

The company's annual report can be accessed at www.sultan.net.au. You will only receive a printed version in the mail if you elected to do so.

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9217 3300.

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2. TIME AND PLACE OF MEETING AND HOW TO VOTE

2.1 VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2pm (WST) on Tuesday 30 October 2007 at:

Seminar Room 2, The University Club of Western Australia, Off Hackett Drive, Crawley, Western Australia.

2.2 YOUR VOTE IS IMPORTANT

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

2.3 VOTING IN PERSON

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

2.4 VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) deliver the proxy form:
 - (i) by hand to the Company's registered office at Suite 6, 245 Churchill Avenue, Subiaco, Western Australia 6008; or
 - (ii) by post to PO Box 226, Subiaco Western Australia 6904; or
- (b) fax the proxy form to the Company on facsimile number (61 8) 9388 3006.

so that it is received not later than 2pm (WST) on 28 October 2007.

Proxy Forms received later than this time will be invalid.

3. NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 2pm (WST) on Tuesday 30 October 2007 at Seminar Room 2, The University Club of Western Australia, Off Hackett Drive, Crawley, Western Australia.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 2pm (WST) on 28 October 2007.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2007 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2007.”

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR TREVOR BRUCE BENSON

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

“That, for the purposes of clause 13.4 of the Constitution and for all other purposes, Mr Trevor Bruce Benson, a Director who was appointed on 7 August 2007, retires, and being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR IAN RICHARD HOBSON

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

“That, for the purposes of clause 13.2 of the Constitution and for all other purposes, Mr Ian Richard Hobson, a Director who retires by rotation, and being eligible, is re-elected as a Director.”

4. **RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE – SHARES**

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 61,831,796 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates.

5. **RESOLUTION 5 – PLACEMENT OF SHARES AND OPTIONS - MR KEVIN ALEXANDER**

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue 7,000,000 Shares and 9,000,000 Options to Mr Kevin Alexander, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons.

6. **RESOLUTION 6 – PLACEMENT OF SHARES – MR DEAN GATHERCOLE**

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 1,000,000 Shares to Mr Dean Gathercole, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons.

7. **RESOLUTION 7 – PLACEMENT OF OPTIONS – MR DEREK STEINEPREIS**

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 6,000,000 Options to Mr Derek Steinepreis, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons.

8. RESOLUTION 8 – PLACEMENT OF SHARES – ELEPHANT MINES PTY LTD

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 5,000,000 Shares to Elephant Mines Pty Ltd (or its nominee) in part consideration for the acquisition by the Company of Exploration Licence Application ELA2980 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 this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons.

9. RESOLUTION 9 – PLACEMENT OF SHARES – MR PETER NESVEDA

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue 1,000,000 Shares to Mr Peter Nesveda, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons.

10. RESOLUTION 10 – APPOINTMENT OF AUDITOR

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

“That Ord Partners being qualified to act as auditor of the Company and having consented to act as auditor of the Company be appointed as the auditor of the Company, and that the Directors be authorised to agree their remuneration.”

11. RESOLUTION 11 – ISSUE OF DIRECTOR OPTIONS - MR TREVOR BENSON

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

“That, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 3,000,000 Shares and 3,000,000 Director Options to Mr Trevor Benson (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Benson (or his nominee) or any of his associates.

DATED: 25 SEPTEMBER 2007

BY ORDER OF THE BOARD



IAN HOBSON
COMPANY SECRETARY

Voting Exclusion Note:

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 2pm (WST) on Tuesday 30 October 2007 at Seminar Room 2, The University Club of Western Australia, Off Hackett Drive, Crawley, Western Australia.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2007 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report. The annual report can be accessed at www.sultan.net.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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 Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2007.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR TREVOR BENSON

General

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

Mr Trevor Benson will retire in accordance with clause 13.4 of the Constitution and being eligible seeks re-election.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR IAN RICHARD HOBSON

General

Clause 13.2 of the Constitution requires that at the annual general meeting, one-third of the Directors shall retire from office. The Directors to retire at an annual general meeting other than the first annual general meeting are those who have

been longest in office since their last election. A retiring Director is eligible for re-election.

Mr Ian Richard Hobson retires by rotation in accordance with clause 13.2 of the Constitution and being eligible seeks re-election.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE – SHARES

5.1 General

On 2 August 2007 and 10 August 2007, the Company made a placement of 61,831,796 ordinary fully paid shares at an issue price of 4.2 cents per share. The Shares were allotted and issued to the parties listed in Schedule 1 to this Explanatory Statement pursuant to a Placement (**Placement**) which fell within the 15% limit permitted by ASX Listing Rule 7.1.

None of the subscribers pursuant to this issue were related parties of the Company.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Share Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

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

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

5.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Share Ratification:

- (a) 57,331,796 Shares were allotted on 2 August 2007 and 4,500,000 Shares were allotted on 10 August 2007;
- (b) the issue price was 4.2 cents per Share;
- (c) 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;
- (d) the Shares were allotted and issued to those parties listed in Schedule 1 to this Explanatory Statement; and
- (e) the funds raised from this issue were used to fund the Company's current drilling program and for working capital.

6. RESOLUTION 5 – PLACEMENT OF SHARES AND OPTIONS – MR KEVIN ALEXANDER

6.1 General

Resolution 5 seeks Shareholder approval for the allotment and issue of 7,000,000 Shares and 9,000,000 Options on the terms set out below (**Placement**).

Mr Alexander is not a related party of the Company.

A summary of ASX Listing Rule 7.1 is set out in Section 5.1 above.

The effect of Resolution 5 will be to allow the Directors to issue the Shares pursuant to the Placement during the period of 3 months after the Annual General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

6.2 Technical information required by ASX Listing Rule 7.1

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

- (a) the maximum number of securities to be issued is 7,000,000 Shares and 9,000,000 Options;
- (b) the Shares and Options will be issued no later than 3 months after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the Shares will have a deemed issue price of 1.5 cents per Share and are issued pursuant to an Employment Agreement dated 24 July 2007;
- (d) the Options will be exercisable at any time prior to 5.00pm WST on 31 December 2010 (**Expiry Date**). Options not exercised on or before the expiry date will automatically lapse;
- (e) the exercise price of the Options is 2 cents per Option;
- (f) the Options will be issued for nil cash consideration;
- (g) the Shares and Options will be allotted and issued to Mr Kevin Alexander;
- (h) 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 and the Options will be issued on the terms set out in Section 6.3;
- (i) no funds will be raised from the issue of the Shares and Options as they are being issued in part consideration for employment services provided by Mr Alexander to the Company; and
- (j) the Shares and Options will be escrowed pending Mr Alexander completing 2 years continuous service with the Company.

6.3 Terms of Options

The following is a summary of the terms of the Options:

- (a) the Options may be exercised wholly or in part by completing an application form for Shares (**Notice of Exercise**) delivered to the Company's Share Registry and received by it any time prior to the Expiry Date;
- (b) upon the exercise of an Option and receipt of all relevant documents and payment, the holder will be allotted and issued a Share ranking pari passu with the then issued Shares. The Company will apply to ASX to have the Shares granted official quotation;
- (c) a summary of the terms and conditions of the Options, including the Notice of Exercise, will be sent to all holders of Options when the initial holding statement is sent;
- (d) the Options will not be listed on ASX but are transferable;
- (e) there will be no participating entitlements inherent in the Options to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. Prior to any new pro rata issue of securities to Shareholders, holders of Options will be notified by the Company and will be afforded 7 Business Days before the record date (to determine entitlements to the issue), to exercise Options;
- (f) in the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to the holders of Shares after the date of issue of the Options, the exercise price of the Options will be adjusted in accordance with the formula set out in ASX Listing Rule 6.22.2;
- (g) in the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the expiry date, all rights of an Optionholder are to be changed in a manner consistent with the ASX Listing Rules; and
- (h) Shares issued pursuant to the exercise of an Option will be issued not more than 14 days after the date of the Notice of Exercise.

7. RESOLUTION 6 – PLACEMENT OF SHARES – MR DEAN GATHERCOLE

7.1 General

Resolution 6 seeks Shareholder approval for the allotment and issue of 1,000,000 Shares at an issue price of 1.5 cents per Share (**Share Placement**).

Mr Gathercole is not a related party of the Company.

A summary of ASX Listing Rule 7.1 is set out in Section 5.1 above.

The effect of Resolution 6 will be to allow the Directors to issue the Shares pursuant to the Share Placement during the period of 3 months after the Annual General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

7.2 Technical information required by ASX Listing Rule 7.1

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

- (a) the maximum number of Shares to be issued is 1,000,000;

- (b) the Shares will be issued no later than 3 months after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the Shares will have a deemed issue price of 1.5 cents per Share and are issued pursuant to an Employment Agreement dated 10 June 2007;
- (d) the Shares will be allotted and issued to Mr Dean Gathercole;
- (e) 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;
- (f) no funds will be raised from the issue of the Shares as they are being issued in part consideration for employment services provided by Mr Gathercole to the Company; and
- (g) the Shares will be escrowed pending Mr Gathercole completing 1 year of continuous service with the Company.

8. RESOLUTION 7 – PLACEMENT OF OPTIONS – MR DEREK STEINEPREIS

8.1 General

Resolution 7 seeks Shareholder approval for the allotment and issue of 6,000,000 Options (**Option Placement**).

None of the subscribers pursuant to this issue will be related parties of the Company.

A summary of ASX Listing Rule 7.1 is set out in Section 5.1 above.

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

8.2 Technical information required by ASX Listing Rule 7.1

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

- (a) the maximum number of Options to be granted is 6,000,000;
- (b) the Options will be issued no later than 3 months after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the Options will be issued for nil cash consideration;
- (d) the Options will be allotted and issued to Mr Derek Steinepreis;
- (e) the Options will be exercisable at any time prior to 5.00pm WST on 30 June 2009 (**Expiry Date**). Options not exercised on or before the expiry date will automatically lapse;
- (f) the exercise prices of the Options are:

- (i) 3,000,000 exercisable at 5 cents per Option; and
- (ii) 3,000,000 exercisable at 10 cents per Option.
- (g) the Options will be issued on the terms and conditions set out in Section 6.3; and
- (h) no funds will be raised from the Option Placement as the Options are being issued in part consideration for professional corporate advisory services provided by Mr Steinepreis.

9. RESOLUTION 8 – PLACEMENT OF SHARES – ELEPHANT MINES PTY LTD

9.1 General

Resolution 8 seeks Shareholder approval for the allotment and issue of 5,000,000 Shares at an issue price of 5 cents per Share (**Share Placement**).

Elephant Mines Pty Ltd is not a related party of the Company.

9.2 Overview of the Transaction

The Company has entered into an agreement with Elephant Mines Pty Ltd (**Elephant**), pursuant to which the Company has agreed to acquire and Elephant has agreed to sell, the Mining Tenements (**Acquisition Agreement**).

The material terms of the Acquisition Agreement are as follows:

- (a) settlement of the acquisition is conditional on the satisfaction or waiver of the following conditions precedent:
 - (i) completion of due diligence by the Company on the Mining Tenements to the absolute and sole satisfaction of the Company;
 - (ii) the offer of grant of ELA2980 by the New South Wales Department of Primary Industries (DPI) to the Company;
 - (iii) DPI granting the exploration licence in satisfaction of ELA2980 to the Company;
 - (iv) ASX providing confirmation to the Company that it will not require the Company to re-comply with Chapters 1 and 2 of the ASX Listing Rules to complete the acquisition; and
 - (v) the Company obtaining all necessary regulatory and Shareholder approvals to give effect to the matters contained in the Acquisition Agreement,

(together, the **Conditions**).

The Conditions are for the benefit of the Company and must be satisfied or waived by the Company on or before 30 September 2007;

- (b) the consideration payable by the Company for the acquisition is:
 - (i) the payment of \$22,000; and
 - (ii) the issue of 5,000,000 Shares,

to Elephant or its nominee;

- (c) the Acquisition Agreement contains standard representations and warranties given by Elephant in respect of the status of the Mining Tenements and also covenants by Elephant in respect of the maintenance of the Mining Tenements between the date of the Acquisition Agreement and settlement of the acquisition; and
- (d) Elephant agrees to indemnify the Company against all damage and loss suffered as a result of any breach of the representations and warranties set out in the Acquisition Agreement.

9.3 ASX Listing Rule 7.1

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

- (a) the maximum number of Shares to be issued is 5,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the issue price will be 5 cents per Share;
- (d) the Shares will be allotted and issued to Elephant (or its Nominee/s);
- (e) 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; and
- (f) no funds will be raised from the issue of the Shares as they are being issued in part consideration for the acquisition of the Mining Tenements by the Company from Elephant.

10. RESOLUTION 9 – PLACEMENT OF SHARES – MR PETER NESVEDA

10.1 General

Resolution 9 seeks Shareholder approval for the allotment and issue of 1,000,000 Shares at an issue price of 1.5 cents per Share (**Share Placement**).

Mr Nesveda is not a related party of the Company.

A summary of ASX Listing Rule 7.1 is set out in Section 5.1 above.

The effect of Resolution 9 will be to allow the Directors to issue the Shares pursuant to the Share Placement during the period of 3 months after the Annual General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

10.2 Technical information required by ASX Listing Rule 7.1

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

- (a) the maximum number of Shares to be issued is 1,000,000;

- (b) the Shares will be issued no later than 3 months after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the Shares will have a deemed issue price of 1.5 cents per Share and are issued pursuant to a letter agreement dated 6 July 2007;
- (d) the Shares will be allotted and issued to Mr Peter Nesveda;
- (e) 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; and
- (f) no funds will be raised from the issue of the Shares as they are being issued in part consideration for corporate advisory services provided by Mr Nesveda to the Company.

11. RESOLUTION 10 – APPOINTMENT OF AUDITOR

Under section 327B of the Corporations Act, the Company in annual general meeting may appoint an auditor to fill a vacancy. The Directors propose that Ord Partners be appointed as the Company's auditor. Pursuant to section 328B of the Corporations Act, the notice of nomination of Ord Partners as auditor of the Company is provided to shareholders with this Notice of Annual General Meeting.

If approval is received, Ord Partners will commence as auditor of the Company from the date of this Meeting.

Ord Partners has consented to act as auditor of the Company, subject to the consent of the Australian Securities and Investments Commission to the resignation of the current auditor, Nexia Court & Co.

12. RESOLUTION 11 – ISSUE OF DIRECTOR OPTIONS – MR TREVOR BENSON

12.1 General

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue a total of 3,000,000 Shares and 3,000,000 Options (Director Options) to Mr Trevor Benson on the terms and conditions set out below.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

The grant of the Shares and Director Options to Mr Benson requires the Company to obtain Shareholder approval because the grant of the securities constitutes giving a financial benefit and as a Director, Mr Benson is a related party of the Company.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of the Shares and Director Options to Mr Benson.

12.2 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

Pursuant to and in accordance with the requirements of Sections 217 to 227 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of the Shares and the Director Options:

- (a) the related party is Mr Benson and he is a related party by virtue of being a Director;
- (b) the maximum number of securities (being the nature of the financial benefit being provided) to be granted to Mr Benson is:
 - (i) 3,000,000 Shares; and
 - (ii) 3,000,000 Director Options;
- (c) the Shares and Director Options will be granted to Mr Benson no later than 1 month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Director Options will be issued on one date;
- (d) the Shares will be escrowed for 12 months from the date of allotment;
- (e) the Shares and Director Options will be granted for nil cash consideration, accordingly no funds will be raised;
- (f) the Shares to be issued are fully paid ordinary shares in the Company and shall rank pari passu with existing Shares;
- (g) the terms and conditions of the Director Options are set out in Schedule 2;
- (h) the value of the Shares to be granted cannot be determined with certainty as this will depend on the market price of Shares at the time of issue. However based on the average market price of Shares calculated over the 5 trading days prior to the date of this Notice, the Shares have a value of \$0.039 per Share;
- (i) the value of the Director Options and the pricing methodology is set out in Schedule 3;
- (j) the relevant interests currently held by Mr Benson in the Company are set out below;

Shares	Options
Nil	Nil

- (k) the remuneration and emoluments from the Company to Mr Benson for both the current financial year and previous financial year are set out below:

Current Financial Year	Previous Financial Year
\$30,000	Nil

- (l) if the Director Options granted to Mr Benson are exercised, a total of 3,000,000 Shares would be allotted and issued. This will increase the number of Shares on issue from 481,693,775 to 484,693,775 (assuming that no other Options are exercised and prior to any Shares issued pursuant to the Resolutions contained in this Notice of Meeting) with the effect that the shareholding of existing Shareholders would be diluted as follows:

Issued Shares as at the date of this Notice of Meeting	Director Options to be issued	Issued Shares upon exercise of all Director Options	Dilutionary effect upon exercise of Director Options
481,693,775	3,000,000	484,693,775	0.6%

The market price for Shares during the term of the Director Options would normally determine whether or not the Director Options are exercised. If, at any time any of the Director Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Director Options, there may be a perceived cost to the Company;

- (m) the trading history of the Shares on ASX in the 12 months before the date of this Notice of General Meeting is set out below:

	Price	Date
Highest	5.3 cents	27 June 2007
Lowest	1.6 cents	29 December 2006
Last	4.0 cents	24 September 2007

- (n) the primary purpose of the grant of the Shares and Director Options to Mr Benson is to provide cost effective consideration to Mr Benson for his ongoing commitment and contribution to the Company in his roles as Director. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares and Director Options upon the terms proposed;
- (o) the Board acknowledges the grant of the Shares and Director Options to Mr Benson is contrary to Recommendation 9.3 of the ASX Good Corporate Governance and Best Practice Recommendations. However, the Board considers the grant of the Shares and Director Options to Mr Benson reasonable in the circumstances, given the necessity to attract the highest calibre of professionals to the Company, whilst maintaining the Company's cash reserves;

- (p) Mr Benson declines to make a recommendation to Shareholders in relation to Resolution 11 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 11, recommend that Shareholders vote in favour of Resolution 11. The Board (other than Mr Benson) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution;

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares and Director Options to Mr Benson as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Shares and Director Options to Mr Benson will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

13. ANNUAL REPORT

The Australian Government recently introduced legislation changing the default option for receiving annual reports to be via a company's website. The Company's annual report can be accessed at www.sultan.net.au. You will not receive a printed version of the annual report unless you elected to do so.

14. ENQUIRIES

Shareholders are required to contact the Mr Ian Hobson, Company Secretary on (+61 8) 9217 3300 if they have any queries in respect of the matters set out in these documents.

5. GLOSSARY

\$ means Australian dollars.

Annual General Meeting means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Days means any day other than a Saturday, Sunday or public holiday in the State of Western Australia.

Company means Sultan Corporation Limited (ACN 061 219 985).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Director Option means an Option granted pursuant to Resolution 11 with the terms and conditions set out in Schedule 2.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Mining Tenement means Exploration Licence Application 2980.

Option means an option to acquire a Share on the terms and conditions set out in the relevant Resolution.

Optionholder means a holder of an Option as the context requires.

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

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

Shareholder means a holder of a Share.

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

SCHEDULE 1 – PLACEMENT OF SHARES

The Shares referred to in Resolution 4 of this Notice of Meeting were allotted as follows:

Shareholder	Number of Shares	Date of Allotment
MR JASON BARRY ADAMS	500,000	2 August 2007
ALLUNDY PTY LTD	6,750,000	2 August 2007
AMK INVESTMENTS (WA) PTY LTD	1,150,000	2 August 2007
ASSET ADMINISTRATION GROUP PTY	1,000,000	2 August 2007
MR BRUCE DARRYL BEDFORD & MRS HELEN DAPHNE BEDFORD	100,000	2 August 2007
MS KIM LEE-ANNE BEDFORD	400,000	2 August 2007
MR MICHAEL FOSTER BLACK & MRS LYNETTE ROBIN BLACK	1,200,000	2 August 2007
MR JOHN DELLA BOSCA	1,190,476	2 August 2007
BRIGHT DRAGON PTY LTD	1,452,380	2 August 2007
BT PORTFOLIO SERVICES LIMITED	635,000	2 August 2007
CELTIC CAPITAL PTY LTD	2,368,571	2 August 2007
CORBART PTY LTD	450,000	2 August 2007
MR BRADLEY JAMES COUCH	50,000	2 August 2007
D H SLATYER PTY LTD	1,203,810	2 August 2007
D J & C NOMINEES PTY LTD	500,000	2 August 2007
MISS RACHAEL PETA DELAMARE	500,000	2 August 2007
FFT PTY LTD	445,000	2 August 2007
FLEXIPLAN MANAGEMENT PTY LTD	2,400,000	2 August 2007
GEOLYN HOLDINGS PTY LTD	1,000,000	2 August 2007
MR GORDON GODWIN &	480,000	2 August 2007
MR DAVID RICHARD HAINSWORTH	500,000	2 August 2007
MR DAVID RICHARD HAINSWORTH & MRS EMILY ELIZABETH HAINSWORTH	500,000	2 August 2007
HAWAIIAN INVESTMENTS PTY LTD	6,000,000	2 August 2007
MRS MICHELLE HUNTER	476,190	2 August 2007

JINRON PASTORAL CO PTY LTD	250,000	2 August 2007
JK NOMINEES PTY LTD	1,922,858	2 August 2007
KATANA CAPITAL LIMITED	2,450,000	2 August 2007
LOXWOOD HOLDINGS PTY LTD	1,190,476	2 August 2007
MS SARAH JESSICA MANN	200,000	2 August 2007
MINMAI PTY LTD	635,000	2 August 2007
MR DAVID MOALA	200,000	2 August 2007
MR SIMON MOORE	1,025,607	2 August 2007
PLANMOOR INVESTMENTS PTY LTD	1,190,476	2 August 2007
STAPLEDON PTY LTD	635,000	2 August 2007
BERNARD OWEN STEPHENS & ERIN JOSEPHINE STEPHENS	8,750,000	2 August 2007
MR PETER STEVENS &	700,000	2 August 2007
SUNROCK PTY LTD	1,000,000	2 August 2007
TURNQUEST INVESTMENTS PTY LTD	1,190,476	2 August 2007
UURO PTY LTD	3,550,000	2 August 2007
MR CRAIG VAN HEURCK	1,190,476	2 August 2007
BRIGHT DRAGON PTY LTD	928,572	10 August 2007
Milena Bosnjakovic <MB Point Family A/C>	3,571,428	10 August 2007
Total Shares Issued	61,831,796	

SCHEDULE 2 – TERMS AND CONDITIONS OF DIRECTOR OPTIONS

The Director Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Director Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Director Option, the Optionholder must exercise the Director Options in accordance with the terms and conditions of the Director Options.
 - (b) The Director Options will expire at 5:00 pm (WST) on 31 December 2009 (**Expiry Date**). Any Director Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
 - (c) The amount payable upon exercise of each Director Option will be 5 cents (**Exercise Price**).
 - (d) The Director Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
 - (e) An Optionholder may exercise their Director Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Director Options specifying the number of Director Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Director Options being exercised;
- (Exercise Notice).**
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
 - (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Director Options specified in the Exercise Notice.
 - (h) The Director Options are not transferable.
 - (i) All Shares allotted upon the exercise of Director Options will upon allotment rank pari passu in all respects with other Shares.
 - (j) The Company will not apply for quotation of the Director Options on ASX. However, The Company will apply for quotation of all Shares allotted pursuant to the exercise of Director Options on ASX within 10 Business Days after the date of allotment of those Shares.
 - (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
 - (l) There are no participating rights or entitlements inherent in the Director Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Director Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give

Optionholders the opportunity to exercise their Director Options prior to the date for determining entitlements to participate in any such issue.

- (m) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Director Options, the exercise price of the Director Options will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
- (n) In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of issue of the Director Options, the number of securities over which a Director Option is exercisable may be increased by the number of securities which the Optionholder would have received if the Director Option had been exercised before the record date for the bonus issue.

SCHEDULE 3 – VALUATION OF DIRECTOR OPTIONS

The Director Options to be issued to Mr Benson pursuant to Resolution 11 has been valued by internal management.

Using the theoretical Black & Scholes option model and based on the assumptions set out below, the Director Options were ascribed a value range, as follows:

Assumptions:			
Valuation date	30 October 2007		
Market price of Shares	4 cents		
Exercise price	5 cents		
Expiry date	31 December 2009		
Risk free interest rate	6.5%		
Volatility	100%	50%	20%
Indicative value per Director Option	2.08 cents	1.04 cents	0.34 cents
Total Value of Director Options	\$62,400	\$31,200	\$10,200

Note: The valuation ranges noted above are not necessarily the market prices that the Director Options could be traded at and they are not automatically the market prices for taxation purposes.

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PROXY FORM

**APPOINTMENT OF PROXY
SULTAN CORPORATION LIMITED
ACN 061 219 985**

ANNUAL GENERAL MEETING

I/We
being a member of Sultan Corporation Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint
Name of proxy

OR

Mark this box if you wish to appoint the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Annual General Meeting to be held at 2pm (WST), on Tuesday 30 October 2007 at Seminar Room 2, The University Club of Western Australia, Off Hackett Drive, Crawley, Western Australia, and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Director – Mr Trevor Benson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Re-election of Director – Mr Ian Hobson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Ratification of Prior Issue – Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Placement of Shares and Options – Mr Kevin Alexander	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Placement of Shares – Mr Dean Gathercole	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Placement of Options – Mr Derek Steinepreis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 – Placement of Shares – Elephant Mines Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 – Placement of Shares – Mr Peter Nesveda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 – Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 – Issue of Director Options – Mr Trevor Benson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

If the Chair of the Annual General 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 of Resolutions 4 to 9 please place a mark in this box.

By marking this box, you acknowledge that the Chair of the Annual General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 1 to 11 and that votes cast by the Chair of the Annual General Meeting for Resolutions 1 to 10 other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on Resolutions 1 to 11 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 to 11.

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 to 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 _____%

Signed this _____ day of _____ 2007

By:

Individuals and joint holders

Signature
Signature
Signature

Companies (affix common seal if appropriate)

Director
Director/Company Secretary
Sole Director and Sole Company Secretary

SULTAN CORPORATION LIMITED
ACN 061 219 985

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. Where a member's holding is in one name the holder must sign. Where the holding is in more than one name, all members should sign.
3. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under a power of attorney, the power of attorney must be lodged in like manner as this Proxy Form.
4. Corporate members should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

5. Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
6. To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Sultan Corporation Limited, PO Box 226, Subiaco, Western Australia, 6904; or
 - (b) by hand to Sultan Corporation Limited, Suite 6, 245 Churchill Avenue, Subiaco, Western Australia, 6008; or
 - (c) facsimile to the Company on facsimile number +61 8 9388 3006,so that it is received not later than 2pm (WST) on 28 October 2007.

Proxy forms received later than this time will be invalid.

Mr I Hobson
Sultan Corporation Limited
6/245 Churchill Avenue
SUBIACO WA 6008

20 September 2007

Dear Sir

NOMINATION OF AUDITOR

For the purposes of section 328B(1) of the Corporations Act (Cth) 2001, I, Dean Gathercole, being a member of Sultan Corporation Limited, hereby nominate Ord Partners of Level 2, 47 Colin Street, West Perth, Western Australia, for appointment as auditor of Sultan Corporation Limited at the company's next Annual General Meeting.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'D Gathercole', with a long horizontal flourish extending to the right.

Dean Gathercole

