



SUN RESOURCES NL

ABN 69 009 196 810
(INCORPORATED IN WESTERN AUSTRALIA)

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24 January 2008

Australian Stock Exchange Limited
Company Announcements
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Dear Sir

NOTICE OF GENERAL MEETING, FORM OF PROXY & EXPLANATORY MEMORANDUM

We advise that the Notice of General Meeting, Explanatory Memorandum and Proxy Form for the General Meeting to be held on 22 February 2008 were dispatched to Shareholders today.

We attach herewith a copy of the Notice of General Meeting, Form of Proxy and Explanatory Memorandum.

Yours faithfully

A P Woods
Director/Company Secretary

COPY: ASX
ASIC
DD
Directors
CB/Xin
Simon Watson
File

SUN RESOURCES NL

ABN 69 009 196 810

NOTICE OF GENERAL MEETING

FORM OF PROXY

AND

EXPLANATORY MEMORANDUM

Date of Meeting

Friday 22 February 2008

Time of Meeting

9:00am

Place of Meeting

BDO Kendalls (WA) Pty Ltd

Level 8

256 St Georges Terrace

Perth, Western Australia

Sun Resources NL

ABN 69 009 196 810

CORPORATE DIRECTORY

Directors	Dr Bradford Lawrence Farrell Mr Matthew Battrick Mr Alan Peter Woods Dr Wolf Gerhard Martinick Dr Philip Linsley
Secretary	Mr Alan Peter Woods
Auditors	BDO Kendalls Audit and Assurance (WA) Pty Ltd 128 Hay Street SUBIACO WA 6008
Legal Advisers	Simon Watson, LL.B., B.Ec. Barrister and Solicitor Level 1, 17 Ord Street WEST PERTH WA 6005
Share Registry	Computershare Registry Services Pty Ltd Level 2, Reserve Bank Building 45 St Georges Terrace PERTH WA 6000 Ph: (08) 9323 2000 Fx: (08) 9323 2033
Technical Office	Unit 16 Subiaco Village 531 Hay Street SUBIACO WA 6008
Registered Office	4 Bendsten Place BALCATTa WA 6021 Ph: (08) 9345 4100 Fx: (08) 9345 4541
ABN	69 009 196 810
Stock Exchange Code	SUR

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Sun Resources NL will be held on Friday 22 February 2008 at 9.00am, at the office of BDO Kendalls (WA) Pty Ltd, Level 8, 256 St Georges Terrace, Perth, Western Australia.

The following resolutions are to be considered at the meeting and Resolutions 1 to 2 inclusive are discussed in the Explanatory Memorandum to Shareholders which forms part of this notice.

1. **RATIFICATION OF ISSUE OF SHARES**

As an ordinary resolution

- 1.1 For the purposes of Rule 7.4 of the Listing Rules and for all other purposes, the issue of twenty five million eight hundred and eight two thousand two hundred and sixty two (25,882,262) fully paid ordinary shares, as set out in the Explanatory Memorandum to this Notice of Meeting be approved and ratified.

1.2 **RATIFICATION OF ISSUE OF OPTIONS**

As an ordinary resolution

For the purposes of Rule 7.4 of the Listing Rules and for all other purposes, the issue of four million (4,000,000) unlisted options, as set out in the Explanatory Memorandum to this Notice of Meeting be approved and ratified.

2. **APPOINTMENT OF AUDITORS**

As an ordinary resolution:

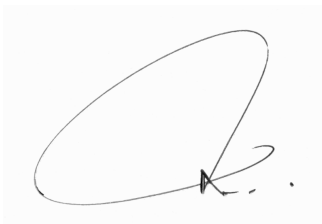
- 2.1 That, for the purposes of section 327B of the Corporations Act 2001 (Cth) and for all other purposes, BDO Kendalls Audit and Assurance (WA) Pty Ltd A.B.N. 79 112 284 787, having been nominated by a shareholder and consented in writing to act in the capacity of auditors, be appointed as auditors of the Company.

3. **OTHER BUSINESS**

To transact any other business that may be brought forward in accordance with the constitution of the Company.

Dated at Perth this 21 January 2008

By order of the Board of Directors



Alan Peter Woods
Company Secretary

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 5.00pm WST on Wednesday 20 February 2008. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

VOTING RESTRICTIONS

Voting restrictions apply to resolution 1.1 and 1.2.

The Company will disregard any votes cast on resolutions by:

- (a) any person who participated in the issue in relation to Resolution 1.1 and 1.2;
- (b) any person who may participate in a proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a security holder;
- (c) a party who is to receive the securities; or
- (d) an associate of any such person.

However the Company need not disregard a vote if:

- (a) 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
- (b) It is cast by the person chairing the meeting as a proxy for the person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

PROXIES

A form of proxy with related information and instructions accompanies this Notice of General Meeting.

EXPLANATORY MEMORANDUM

INTRODUCTION AND BACKGROUND

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of General Meeting of Sun Resources NL.

Shareholders at the General Meeting will be asked to consider resolutions:

- (a) to ratify an issue of shares and options:
- (b) to appoint auditors.

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's General Meeting to be held at the offices of BDO Kendalls (WA) Pty Ltd, Level 8, 256 St Georges Terrace, Perth, Western Australia on Friday, 22 February, 2008 commencing at 9.00am.

The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

The Directors recommend that Shareholders read this Explanatory Statement before determining whether to support the resolution or otherwise.

1. RESOLUTION 1.1 – RATIFICATION OF ISSUE OF SHARES

Resolution 1.1 seeks approval to the issue of twenty five million eight hundred and eight two thousand two hundred and sixty two (25,882,262) shares tabulated below which were issued by the Company before this Notice of Meeting.

FULLY PAID ORDINARY SHARES				
Date of issue	Allottee	Number of shares issued	Price (¢/share)	Purpose of issue
11/12/2007	Clients of Hartleys Limited and various sophisticated investors	25,882,262	0.095	Working capital
All shares issued rank equally in all respects with the existing issued shares of the Company.				

No Director or associate of a Director participated in any of the issues. As referred to in the Annual Report for the year ended 30 June 2007 and the information sent to shareholders with the November 2007 Entitlement Issue, the Company is following and delivering a strategy of building up significant cash flow in the US onshore Gulf Coast and then applying these funds to participate in larger scale projects, especially in South East Asia. Further details were included in the letter to shareholders with the Entitlement Issue papers. The purpose of the issues referred to above were to raise funds for these purposes.

2. RESOLUTION 1.2 – RATIFICATION OF ISSUE OF OPTIONS

Resolution 1.2 seeks approval to the issue of four million (4,000,000) unlisted options set out below which were issued by the Company on 5 October 2007 before this Notice of General Meeting. Terms and Conditions for these unlisted options are attached to this Explanatory Statement as Annexure A.

OPTIONS				
Date of issue	Allottee	Number of options issued	Price (¢/option)	Purpose of issue
05/10/2007	Hartleys Limited	4,000,000 exercisable at \$0.10 no later than 30 June 2010	See purpose of issue	As per an agreement in consideration for Hartleys Limited providing the company with corporate advisory services
All shares issued rank equally in all respects with the existing issued shares of the Company.				

No Director or associate of a Director participated in the issue.

3. RESOLUTION 2 – APPOINTMENT OF AUDITORS

BDO have given notice of their intention to resign as auditor of the Company (under section 329 (5) of the Corporations Act); this is subject to receipt of the consent of the Australian Securities and Investments Commission (ASIC), received on 24 October 2007 and shareholder approval of this Resolution for the re-appointment of BDO Kendalls Audit and Assurance (WA) Pty Ltd as auditor.

In accordance with section 328B (1) of the Corporations Act, the Company has sought and obtained a nomination from a shareholder for BDO Kendalls Audit and Assurance (WA) Pty Ltd to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Statement as Annexure B.

Notice from BDO and receipt of consent from the ASIC was received after despatch of the Notice of Meeting for the 2007 Annual General Meeting. Shareholders are therefore asked to approve the appointment of Auditors at this General Meeting

BDO Kendalls Audit and Assurance (WA) Pty Ltd has given its written consent to act as the Company's auditor subject to shareholder approval of this Resolution.

If this Resolution is passed, the appointment of BDO Kendalls Audit and Assurance (WA) Pty Ltd as the Company's auditor will take effect at the close of this General Meeting.

4. RECOMMENDATION AND CONCLUSION

Other than those resolutions where a Director is personally interested and must abstain from voting or making a recommendation, each of the Directors of the Company is of the opinion that the resolutions to be considered at the meeting are in the best interests of Shareholders of the Company and recommends that Shareholders of the Company vote in favour of all resolutions.

5. ACTION TO BE TAKEN BY SHAREHOLDERS

Attached to the Notice of General Meeting is a Proxy form for use by Shareholders. All Shareholders are encouraged to attend the meeting, or alternatively, to complete, sign and return the attached Proxy form.

If any Shareholder requires copies of the Notice and Explanatory Memorandum, they should contact the Company at its registered office:

4 Bendsten Place
BALCATTWA WA 6021
Telephone No. (08) 9345 4100
Facsimile No. (08) 9345 4541

6. GLOSSARY

In the Notice of Meeting and this Explanatory Memorandum:-

- (a) "ASIC" means Australian Securities and Investments Commission.
- (b) "ASX" means Australian Stock Exchange Limited.
- (c) "Corporations Act" means the Corporations Act 2001 (Cth).
- (d) "Listing Rules" means the Listing Rules of the ASX.
- (e) "Sun" and "Company" means Sun Resources NL (ABN 69 009 196 810).

How to complete this Proxy Form

1 Your Name and Address

Please print your name and address as it appears on your holding statement and the Company's share register. If shares are jointly held, please ensure the name and address of each joint Shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a Shareholder of the Company.

3 Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company on (08) 9345 4100 or you may photocopy this form. To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
Joint Holding: where the holding is in more than one name, all of the shareholders should sign.
Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

6 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting. i.e. no later than 9:00am WST on Wednesday 20 February 2008. Any Proxy Form received after that time will not be valid for the scheduled meeting.

This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to the Company's registered office at 4 Bendsten Place, Balcatta, WA, 6021 or sent by facsimile to the registered office on (08) 9345 4541.