



26 October 2008

Dear Shareholder

I enclose a Notice of Meeting for the Annual General Meeting of Soil Sub Technologies Limited (the 'Company') which is to be held at 2.30 pm on 27 November 2008 at Function Room QV1, Conference Centre, 2nd Floor, QV1 Building, 250 St Georges Terrace, Perth Western Australia.

Please refer to the attached Notice of Annual General Meeting for a full listing of the items of business.

Further details of the resolutions are set out in the Explanatory Statement, which accompanies and forms part of this Notice of the Annual General Meeting. Shareholders should consider this material before determining how they will vote at the Annual General Meeting.

For your convenience, a Form of Proxy is attached for use if you are unable to attend the Annual General Meeting.

If any shareholders are unable to attend the Annual General Meeting, they are strongly urged to complete the attached proxy and return it, together with the original or a certified copy of the power of attorney or other authority, if any, under which a proxy is signed (to be received no later than 48 hours before the time set for the meeting), to:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001
Australia

or alternatively you can fax your form to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Yours sincerely

Graeme Scott
Executive Chairman

Soil Sub Technologies Limited
ABN 39 078 388 155
Level 1, 26 Clive Street
West Perth WA 6005
Telephone +61 (0)8 9485 1999

**THIS IS AN IMPORTANT DOCUMENT
AND REQUIRES YOUR ATTENTION**

**If you are in doubt as to how to deal with it,
please consult your financial or other professional adviser.**

SOIL SUB TECHNOLOGIES LIMITED
ABN 39 078 388 155

**NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY STATEMENT**

for a meeting to be held on 27 November 2008 at 2.30 pm at Function
Room QV1, Conference Centre, 2nd Floor, QV1 Building, 250 St Georges
Terrace, Perth Western Australia.

Notice is hereby given that the Annual General Meeting of the members of Soil Sub Technologies Limited (the 'Company') will be held at Function Room QV1, Conference Centre, 2nd Floor, QV1 Building, 250 St Georges Terrace, Perth Western Australia, on 27 November 2008 at 2.30 pm.

BUSINESS

Reports

To receive and consider:

1. the annual financial report of the Company for the year ended 30 June 2008;
2. the directors' report; and
3. the auditor's report.

Ordinary Resolutions

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

Resolution 1: Re-election of Mr John Saunders

That Mr Saunders, a Director seeking re-election in accordance with clause 57 of the Constitution of the Company, being eligible and having signified his candidature for the office, be hereby re-elected a Director of the Company.

Resolution 2: Appointment of auditors

That RLF Bentleys Audit & Corporate Pty Ltd, trading as Bentleys, be appointed as auditors of the Company.

Vote on Remuneration report

That the Remuneration Report included in the Director's Report provided to shareholders as part of the Annual Report of the Company for the year ended 30 June 2008 be adopted.

By order of the board of directors

Graeme Scott
Executive Chairman
26 October 2008

Notes:

1. The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Annual General Meeting should be read together with and form part of this Notice of Annual General Meeting.
2. In accordance with the Corporations Regulations, all securities of the Company that are quoted securities at 2.30 pm (Perth time) on 25 November 2008 are taken, for the purposes of the above meeting, to be held by the persons who held them at that time. Only those persons will be entitled to vote at the Annual General Meeting on 27 November 2008.

Proxies:

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights, otherwise each proxy may exercise half the votes. Neither proxy may vote on a show of hands.
3. A proxy need not be a member of the Company.
4. The Form of Proxy must be signed by the member or his attorney. Proxies given by corporations must be signed either under seal, by attorney or by two 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.
5. If any shareholders are unable to attend the Annual General Meeting, they are strongly urged to complete the attached proxy and return it, together with the original or a certified copy of the power of attorney or other authority, if any, under which a proxy is signed (to be received no later than 48 hours before the time set for the meeting), to:
Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001
Australia

or alternatively you can fax your form to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
6. A Form of Proxy accompanies this Notice of Annual General Meeting.

SOIL SUB TECHNOLOGIES LIMITED

ABN 39 078 388 155

ANNUAL GENERAL MEETING

27 November 2008

EXPLANATORY STATEMENT

Purpose of information

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Annual General Meeting dated 26 October 2008) is to provide shareholders with an explanation of the resolutions to be proposed and considered at the Annual General Meeting to be held on 27 November 2008 and to allow shareholders to determine how they wish to vote on those resolutions.

Resolution 1: Re-election of Mr John Saunders

Pursuant to clause 57 of the Constitution of the Company, at each Annual General Meeting, one third of the Directors (or, if their number is not a multiple of 3, then the number nearest to but not exceeding one third) must retire from office. The Directors retire by rotation, with the Directors who have been the longest in office being the Directors who must resign in any year. The Managing Director is exempted by his office as Managing Director, from the requirement to retire by rotation.

The Constitution ensures that no Director is able to remain in office for longer than three years without facing re-election. Each Director is entitled to offer himself for re-election as a Director at the Annual General Meeting that coincides with his retirement.

Mr Saunders retires by rotation and being eligible for re-election, offers himself for re-election as Director.

Resolution 2: Appointment of auditors

As the Company's audit firm has changed its corporate structure, the Directors consider it prudent to change the Company's auditors from Rix Levy Fowler Partnership to RLF Bentleys Audit & Corporate Pty Ltd, trading as Bentleys.

The Company has received, a nomination from a shareholder nominating RLF Bentleys Audit & Corporate Pty Ltd as the company's auditors.

The Board of the Company unanimously recommends that shareholders vote to change auditors.

Vote on Remuneration report

The Corporations Act requires that listed companies include a Remuneration Report in their Director' Report. The Remuneration Report includes information in respect of the Company's remuneration policies in respect of Directors and group executives, including the relationship between remuneration policies and the Company's performance; prescribed details of Directors and group executives; details of securities included in the remuneration of Directors and group executives; and details of persons employed under a contract.

The Remuneration Report for the Company for the year ended 30 June 2008 is included in the Annual Report of the Company.

Shareholders are asked to adopt the Remuneration Report. The vote on the Remuneration Report is advisory only and is not binding on the directors or the Company.