



**AUSTRALIAN SECURITIES EXCHANGE ANNOUNCEMENT**

**08 JUNE 2007**

**NOTICE OF GENERAL MEETING**

Attached is a copy of the following documents being mailed to shareholders on 08 June 2007;

Letter to shareholders  
Notice of Extraordinary General Meeting  
Proxy Form for Extraordinary General Meeting  
Explanatory Statement

Raymond F Buscall  
Company Secretary



# EDEN ENERGY LTD

ACN 109 200 900

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8 June 2007

Dear Shareholder

## **EXTRAORDINARY GENERAL MEETING**

Please find enclosed notice of meeting and supporting documents, convening a General Meeting for the purpose of authorising the directors to issue securities in Eden Energy Ltd to raise additional capital to further the development of the projects of Eden Energy Ltd and its subsidiaries.

Yours faithfully

Raymond F Buscall  
Company Secretary

# EDEN ENERGY LTD

## ACN 109 200 900

### NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting of the members of Eden Energy Limited ACN 109 200 900 ("the Company") will be held at Level 40, Exchange Plaza, 2 The Esplanade, Perth, Western Australia on Wednesday, the 11th day of July 2007 at 10.00am.

#### SPECIAL BUSINESS

The business of the meeting is to consider and (if thought fit) to pass, with or without modification, the following ordinary resolutions:

##### 1. Ratification of Issue of Shares by Directors – As an Ordinary Resolution

"That, for the purpose of ASX Listing Rules 7.1 and 7.4 to ratify the placement by the directors on 9 February 2007 of 11,556,429 fully paid ordinary shares at an issue price of \$0.35 per share raising a total of \$4,044,750.20. These shares have been issued to Australian institutional and sophisticated investors as shown below in accordance with sections 708(1) and 708(8) of the Corporations Act 2001 ("the Act"). A commission of 5% was payable to Australian Financial Services Licensees in respect of the funds raised.

The shares were issued to the following

Mainbreak Securities Pty Ltd	50,000
Buckland Capital Pty Ltd	100,000
RBC Dexia Investor Services Australia Nominees Pty Ltd	144,286
Tadea Pty Ltd	85,714
Sabre Power Systems Pty Ltd	1,092,857
Dina Leigh Le Page	70,000
Taycol Nominees Pty Ltd	2,600,000
Bond Street Custodians Limited	1,428,572
HSBC Custody Nominees (Australia) Limited	5,700,000
RM Capital Pty Ltd	285,000
	<hr/>
	11,556,429

The funds raised will be used for the following purposes:-

1. to expand and accelerate the marketing of Hythane<sup>®</sup> in India and other markets;
2. to fund an expanded drilling program for coal bed methane and Natural Gas in Wales;
3. to provide additional capital in relation to the exploration on the Company's geothermal and Natural Gas targets in Australia;
4. to provide further funds to meet the Company's ongoing working capital requirements.

**Note:** The Company will disregard any votes cast on Resolution 1 by the various recipients of the share issues referred to in that resolution or an associate of any of these recipients.

However, the Company will not disregard the 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 the directions on the proxy form to vote as the proxy decides.

##### 2. Ratification of Issue of Shares by Directors – As an Ordinary Resolution

"That, for the purpose of ASX Listing Rules 7.1 and 7.4 to ratify the placement by the directors on 21 May 2007 of 1,000,000 fully paid ordinary shares. These shares were issued to the shareholders of HyRadix, Inc as the consideration for the purchase of the shares in HyRadix, Inc as detailed in the announcement dated 27 April 2007. These shares are subject to voluntary restriction agreements and are escrowed to 26 April 2007."

**Note:** The Company will disregard any votes cast on Resolution 2 by the various recipients of the share issues referred to in that resolution or an associate of any of these recipients.

However, the Company will not disregard the 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 the directions on the proxy form to vote as the proxy decides.

### **3. Ratification of Issue of Options to Directors – As an Ordinary Resolution**

“That, for the purpose of ASX Listing Rules 7.1 and 7.4 to ratify the placement by the directors of 1,500,000 options in the Company to the new directors appointed as announced on 8 May 2007. The options are to acquire ordinary fully paid shares at an exercise price of 70 cents each on or before 7 May 2010.”

**Note:** The Company will disregard any votes cast on Resolution 3 by the various recipients of the securities issued referred to in that resolution or an associate of any of these recipients.

However, the Company will not disregard the 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 the directions on the proxy form to vote as the proxy decides.

### **4. Issue of shares to Sophisticated and Professional Investors – As an Ordinary Resolution**

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Directors are authorised to issue up to 30,000,000 fully paid ordinary shares in the Company to sophisticated and professional investors (being persons to whom a disclosure document is not required to be provided by virtue of s.708(8) or s.708(11) of the Act), at an issue price of not less than eighty percent (80%) of the average market price of the shares of the Company calculated over the last 5 days on which sales in the shares were recorded before the day on which the issue is to be made, by way of placements, and otherwise on the terms and conditions set out in the explanatory statement attached hereto.”

The funds raised will be used to provide ongoing working capital for the further development of the projects of Eden Energy Ltd and its subsidiaries.

Note: The shares will be issued no later than three months from the date of the meeting.

Dated this 8th day of June 2007.

By order of the Board



RF Buscall  
Company Secretary

#### **NOTES RELATING TO PROXIES:**

A shareholder entitled to attend and vote at the Extraordinary General Meeting of the Company may appoint not more than two proxy's to attend and vote in his/her place. Where more than one proxy is appointed each proxy must be appointed to represent a specified proportion of the shareholder's voting rights, a proxy may be, but need not be a member of the Company.

Proxy forms (and the Power of Attorney or other authority, if any under which the proxy form is signed) must be deposited at the registered office of the Company at Level 40, Exchange Plaza, 2 The Esplanade, Perth, Western Australia, 6000 not less than 48 hours before the time for holding the Extraordinary General Meeting.

## EXPLANATORY STATEMENT

This Explanatory Statement is an important document and you should read this statement carefully. If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact the Company or your professional advisor.

### **Resolution 4 - Issue of shares to Sophisticated or Professional Investors**

Resolution 4 seeks shareholders' approval, for the purposes of ASX Listing Rule 7.1 and for all other purposes, to authorise the Directors to issue up to 40,000,000 Shares in the Company to sophisticated and/or professional investors (being persons to whom a disclosure document is not required to be provided by virtue of s.708(8) or s.708(11) of the Act), at an issue price of not less than eighty percent (80%) of the average market price of the Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the issue is to be made, by way of placements. For example, if the five day weighted average price of the Company's shares at the time at which the issue is to be made is 70 cents, the Shares would be issued at not less than 49 cents.

The Company seeking to raise further money for its general working capital requirements.

As at the date of this explanatory statement, the issued share capital of the Company before and after the issue of the Shares the subject of this resolution 4 will be as follows:

	Shares
Current issued Share Capital	135,095,679
Issue of Shares to Sophisticated and Professional Investors	40,000,000
Total new issued Share Capital	175,095,679

Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of its ordinary securities without the approval of holders of its ordinary securities.

Further, equity securities issued with approval of holders of a company's ordinary securities in accordance with Listing Rule 7.1 are not then required to be included in the 15% limit imposed by Listing Rule 7.1.

As set out above, the Company proposes to issue 40,000,000 Shares to sophisticated and professional investors, which represents 29.6086% of its current issued capital (of 135,095,679 Shares). The Company therefore seeks shareholder approval to issue the shares to sophisticated and professional investors pursuant to Listing Rule 7.1.

The following information is provided in accordance with Listing Rule 7.3:-

- 1) the (maximum) number of Shares the Company is to issue to sophisticated and/or professional investors is 40,000,000 Shares;
- 2) the Shares will be issued within three months of the date of this extraordinary general meeting;
- 3) the issue price for the Shares will be not less than eighty percent (80%) of the average market price of the Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the issue is to be made;
- 4) the names of the allottees of the Shares are not known at this time: the Shares will be issued to sophisticated and/or professional investors (being persons to whom a disclosure document is not required to be provided by virtue of s.708(8) or s.708(11) of the Act);
- 5) the Shares will be issued on the same terms as, and rank pari passu with, the existing issued Shares of the Company and will be quoted on the Australian Stock Exchange;
- 6) the purpose of the proposed placements is to raise funds that will be used for providing ongoing working capital for the further development of the projects of Eden Energy Ltd and its subsidiaries.

The Company will disregard any votes cast on Resolution 4 by the participants in the proposed share issue under this Resolution 4 (if the names of any allottees are known as at the date of the meeting, and they are shareholders of the Company) or an associate of any of these recipients. However, the Company will not disregard the vote if:

- (i) 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
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

