

**AUSTRALIAN SECURITIES EXCHANGE ANNOUNCEMENT  
3 JULY 2008**

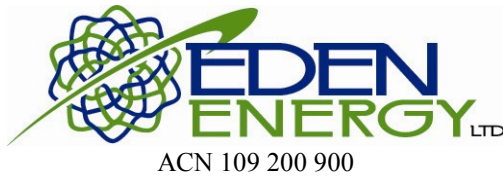
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Attached is a copy of the following documents being mailed to shareholders;

Letter to Shareholders  
Notice of Extraordinary General Meeting  
Explanatory Statement  
Proxy Form

A handwritten signature in black ink, appearing to read 'Gregory H Solomon', is shown on a light-colored background.

Gregory H Solomon  
Executive Chairman



30 June 2008

Dear Shareholder

**EXTRAORDINARY GENERAL MEETING**

Please find enclosed notice of meeting and supporting documents, convening a General Meeting of Eden Energy Ltd for the purpose of ratifying certain issues of securities in Eden Energy Ltd recently made by the directors, and authorising the directors to issue further 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

A handwritten signature in black ink, appearing to read 'Gregory H Solomon', is placed on a light-colored rectangular background.

Gregory H Solomon  
Executive Chairman

# 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 Monday, the 4th day of August 2008 at 9.30am.

### 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

"That, for the purpose of ASX Listing Rules 7.1 and 7.4 and for all other purposes, to ratify the placement by the directors between 11 January 2008 and 15 January 2008 of 5,263,157 fully paid ordinary shares in the Company ("the Shares") to Macquarie Funds Management and 2,900,000 Shares to Goldman Sachs International (being, in total, 8,163,157 Shares) at an issue price of \$0.38 per Share raising a total of \$3,101,999.66. A commission of 5% was payable to licensed stock brokers in the United Kingdom in respect of the funds raised. The funds raised are being used 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 Resolution 1 or an associate of any of these recipients.

However, the Company will not disregard the vote if:

- (a) 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
- (b) 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

"That, for the purpose of ASX Listing Rules 7.1 and 7.4 and for all other purposes, to ratify the placement by the directors on 17 June 2008 and 23 June 2008 of:

(a) 12,270,000 Shares at an issue price of \$0.32 per Share to Australian institutional and sophisticated investors (being persons to whom a disclosure document is not required to be provided by virtue of sections 708(8) and 708(11) of the Corporations Act 2001 ("the Act")) raising a total of \$3,926,400; and

(b) 1,227,000 options (each to acquire one Share at any time prior to 30 June 2011, at an exercise price of \$0.45 per Share) ("the Options") free of charge to the licensed stock brokers or their nominee as part of the commission payable to the licensed stock brokers in respect of the funds raised from the issue of the Shares referred to in paragraph (a) above.

A commission of 5% was also payable to licensed stock brokers in respect of the funds raised from the issue of such Shares. The funds raised from the issue of the Shares will be used to provide further funds to meet the Company's ongoing working capital requirements. No funds were raised from the issue of the Options."

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

However, the Company will not disregard the vote if:

- (a) 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
- (b) 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. Issue of shares to Sophisticated and Professional Investors

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the directors are authorised to issue up to 50,000,000 Shares in the Company, by way of placements, 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, and otherwise on the terms and conditions set out in the explanatory statement attached hereto.”

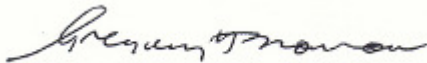
Note: The shares will be issued no later than three (3) months from the date of the meeting.

Note: The Company will disregard any votes cast on Resolution 3 by the participants in the proposed share issue under this Resolution 3 (if the names of any allottees are known as at the date of the meeting, and they are shareholders of the Company) or a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if Resolution 3 is passed or an associate of any of those persons. However, the Company will not disregard the vote if:

- (a) 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
- (b) 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.

Dated this 30th day of June 2008.

On behalf of the Board



Gregory H Solomon  
Executive Chairman

#### 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 1 - Ratification of Issue of Shares by Directors**

Between 11 January 2008 and 15 January 2008 the Company issued 8,163,157 ordinary fully paid shares in the Company ("Shares"). The funds raised are being used to provide further funds to meet the Company's ongoing working capital requirements.

Details of this resolution are contained in the Notice of Extraordinary General Meeting.

### **Resolution 2 - Ratification of Issue of Shares by Directors**

On 17 June 2008 and 23 June 2008 the Company issued 12,270,000 shares and 1,227,000 options (each to acquire one Share at any time prior to 30 June 2011, at an exercise price of \$0.45 per Share) ("the Options"). The funds raised are being used to provide further funds to meet the Company's ongoing working capital requirements.

Details of this resolution are contained in the Notice of Extraordinary General Meeting.

### **Resolution 3 - Issue of shares to Sophisticated or Professional Investors**

Resolution 3 seeks shareholders' approval, for the purposes of ASX Listing Rule 7.1 and for all other purposes, to authorise the directors to issue, by way of placements, up to 50,000,000 shares 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. For example, if the five day weighted average price of the Shares at the time at which the issue is to be made is 45 cents, the Shares would be issued at not less than 36 cents.

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 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 3 will be as follows:

	Shares
Current issued Share Capital	180,441,339
Issue of Shares to Sophisticated and Professional Investors	50,000,000
Total new issued Share Capital	230,441,339

The Company therefore proposes to issue 50,000,000 Shares to sophisticated and professional investors, which represents 27.71% of its current issued capital (of 180,441,339 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 will issue to sophisticated and/or professional investors is 50,000,000 Shares;
- 2) the Shares will be issued within three months of the date of this extraordinary general meeting;
- 3) the issue price(s) 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(s) are 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), none of whom will be related parties;
- 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 Securities Exchange;
- 6) the purpose of the proposed Share issue 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;
- 7) the Company anticipates issuing the Shares progressively as and when investors desiring to invest in the Company are located (but in any event within three months of the date of this extraordinary general meeting).

The Company will disregard any votes cast on Resolution 3 by the participants in the proposed share issue under this Resolution 3 (if the names of any allottees are known as at the date of the meeting, and they are shareholders of the Company) or a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if Resolution 3 is passed or an associate of any of those persons. 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.

EDEN ENERGY LTD  
(ACN 109 200 900)

**PROXY FORM**  
**EXTRAORDINARY GENERAL MEETING**

I/We

being a member/members of Eden Energy Ltd entitled to attend and vote at the meeting, hereby

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the meeting or the Chairman's nominee, to vote in respect of \_\_\_\_% of my/our voting rights in accordance with the following directions, or if no directions have been given, as the proxy sees fit at the Extraordinary General Meeting of the company, to be held on [ ], [ ] July 2008 and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

Ordinary Resolutions:

FOR

AGAINST

ABSTAIN

1. Ratification of the issue of 8,163,157 shares

2. Ratification of the issue of 12,270,000 shares and 1.227.000 options

3. Issue of up to 50,000,000 shares

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not intended to be counted in computing the required majority on a poll.

Signed this            day of                            2008.

**Individuals and joint holders**

**Companies (affix common seal if appropriate)**

  
Signature  
Director  
Signature  
Director/Company Secretary  
Signature  
Sole Director and Sole Company Secretary

The Chairman intends to vote in favour of all resolutions in respect of all undirected proxies.

If you do not wish to direct your proxy how to vote please place a mark in the box.

By marking this box you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him 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 Chairperson will not cast your votes on the resolutions and your votes will not be counted in calculating the required majority if a poll is called on the resolutions

Notes:

1. To be effective, this proxy and the power of attorney (if any) under which it is signed must be received at the Registered Office of the company, Level 40, Exchange Plaza, 2 The Esplanade, Perth, WA 6000 not less than 48 hours before the time for holding the meeting, or any adjournment thereof.
2. If the member is a corporation, the form of proxy should be signed under seal if appropriate.