

EDEN ENERGY LIMITED
(ACN 109 200 900)

NOTICE OF MEETING

Notice is hereby given that an Annual General Meeting of shareholders of Eden Energy Limited ("the Company") will be held at Level 40, Exchange Plaza, 2 The Esplanade, Perth on Thursday 30th of November 2006 at 11:00am ("Meeting").

The Explanatory Memorandum accompanies and forms part of this Notice and the reports of the Directors and Auditors for the year ended 30 June 2006.

ORDINARY BUSINESS

To consider and if thought fit to pass with or without amendment the following resolutions;

1. Annual Accounts

To receive, consider and adopt the Financial Statements for the year ended 30 June 2006, together with the Directors' and Auditors' Reports and Directors' Statement thereon.

RESOLUTIONS

2. Remuneration Report

Consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That the Remuneration Report as disclosed in the Annual Directors' Report for the year ended 30 June 2006 is approved for the purposes of the Corporations Act 2001".

Note: This is a non-binding vote by shareholders.

3. Election of Director

To elect Mr Douglas Howard Solomon who, in accordance with the Constitution of the Company, retires by rotation and being eligible offers himself for re-election.

4. Election of Director

To elect Mr Gregory Joseph Egan who, having been appointed since the last annual general meeting, in accordance with the Constitution of the company, retires and being eligible offers himself for re-election.

Other Business:

To transact any business which may be brought before the meeting in accordance with the Constitution of the company and the Corporations Act 2001.

By Order of the Board of Directors



R F Buscall
Secretary

Dated this 30th day of October 2006

EDEN ENERGY LIMITED
(ACN 109 200 900)

EXPLANATORY MEMORANDUM FOR SHAREHOLDERS

This Explanatory Memorandum provides information for shareholders in respect of items 1 to 4 to be considered at the Annual General Meeting of the Company to be held at Level 40, Exchange Plaza, 2 The Esplanade, Perth, Western Australia on Thursday 30th November 2006 at 11.00am.

ITEM 1 – RECEIVE AND CONSIDER THE FINANCIAL STATEMENTS AND REPORTS

This item does not require voting by shareholders. It is intended to provide an opportunity for shareholders to raise questions on the financial statements and reports. The auditors of the Company will be present at the meeting and available to answer any questions.

RESOLUTIONS

ITEM 2 REMUNERATION REPORT

The remuneration report of the Company is included in the Directors' Report within the Annual Report sent to all shareholders. The Corporations Act (2001) requires that a resolution be put to the shareholders to adopt the remuneration report. The vote on the resolutions is advisory only and does not bind the Directors of the Company. A reasonable opportunity will be provided for discussion of the remuneration report at the meeting.

ITEM 3 RE-ELECTION OF DIRECTOR

In accordance with the Company's Constitution, Mr Douglas Howard Solomon retires by rotation and, being eligible, offers himself for re-election as a Director of the Company.

Mr Solomon has been a Board member since 21 May 2004. Mr Solomon is a Barrister and Solicitor with more than 25 years experience in the areas of mining, corporate, commercial and property law. Mr Solomon is a partner in the legal firm, Solomon Brothers. Mr Solomon is also a non executive director of Tasman Resources NL.

ITEM 4 RE-ELECTION OF DIRECTOR

In accordance with the Company's Constitution, Mr Gregory Joseph Solomon who, having been appointed since the last annual general meeting, in accordance with the Constitution of the company, retires and being eligible offers himself for re-election.

Mr Egan was appointed on 10 February 2006. Mr Egan attended the Graduate School of Applied Science and Business at New York University after completing a Bachelor of Arts degree in Fine Arts. He has over 25 years experience in all aspects of hydrogen program development, marketing and sales experience at various companies including Ergenics (INCO) and Supercritical Thermal Systems, and 10 years experience as marketing manager of Hydrogen Consulting Inc where Hythane[®] was developed and patented. During his career he has developed a range of cryogenic metal hybrid hydride alloys and other storage systems. He has also participated in the development of hydrogen liquefiers, storage systems and other devices for NASA. Mr Egan is also CEO of Brehon Energy plc, which is a wholly owned subsidiary of Eden and which develops and markets the hydrogen related technology.

HOW TO COMPLETE THE PROXY FORM

1. 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.

2. Votes on Items of Business

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

3. 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 contacting the Company or you may copy this form.

To appoint a second proxy you must:

- a) Indicate that you wish to appoint a second proxy on the form overleaf;
- b) On each of the first Proxy Form and the Second Proxy Form, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half our votes. Fractions of votes will be disregarded; and
- c) Return both forms together in the same envelope.

4. 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 Holdings:	where the holding is in more than one name, all of the shareholder must sign.
Power of Attorney:	to sign under a Power of Attorney, you must have already lodged this document with the Company. 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 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 or a Company Secretary. Please indicate the office held by signing in the appropriate box.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

5. Lodgement of Proxy

This proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by posting, delivering or facsimile (08 9282 5855) to Eden Energy Limited

Level 40, Exchange Plaza
2 The Esplanade
Perth WA 6000

PO Box Z5360
St Georges Terrace
Perth WA 6831