
**EDEN ENERGY LTD
ACN 109 200 900**

**NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

EXPLANATORY STATEMENT

AND

PROXY FORM

TO BE HELD ON

**19 NOVEMBER 2010
COMMENCING AT 11:30 AM**

AT

**Level 40, Exchange Plaza,
2 The Esplanade, Perth
WESTERN AUSTRALIA**

For personal use only

EDEN ENERGY LTD
(ACN 109 200 900)

NOTICE OF MEETING

Notice is hereby given that an Annual General Meeting of shareholders of Eden Energy Ltd (the **Company**) will be held at Level 40, Exchange Plaza, 2 The Esplanade, Perth on Friday the 19th of November 2010 at 11:30am.

AGENDA

1. Annual Reports

To table the Annual Financial Report for the financial year ended 30 June 2010 and the Director's Report and Auditor's Report for that financial year.

2. Resolution 1 – Adoption of Remuneration Report

To consider, and if thought fit pass, with or without amendment, the following Resolution as a **non-binding resolution**:

"That for the purposes of section 250R(2) of the Corporations Act 2001 (the "Act") and for all other purposes, the Company be authorised to adopt the Remuneration Report contained in the Annual Financial Report."

Short Explanation: In accordance with section 249L(2) of the Act, a resolution that the Remuneration Report be adopted must be put to the vote. The effect of section 250R(3) of the Act is that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

3. Resolution 2 – Election of Director

To consider, and if thought fit pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That Mr Richard Beresford being a Director of the Company who retires by rotation pursuant to the Company's Constitution, and being eligible offers himself for re-election is hereby re-elected as a Director of the Company."

4. Resolution 3 – Election of Director

To consider, and if thought fit pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That Mr Guy T Le Page being a Director of the Company who retires by rotation pursuant to the Company's Constitution, and being eligible offers himself for re-election is hereby re-elected as a Director of the Company."

5. Resolution 4 – Ratification of Issue of Shares

To consider, and if thought fit pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purpose of Chapter 7 of the Listing Rules and for all other purposes, to ratify the issue by the Company on 24 March 2010 of 247,251 fully paid ordinary Shares, to Activated Logic Pty Ltd ("Activated Logic"), a consultant engaged by the Company, pursuant to their consultancy agreement dated 18 December 2009 at an issue price of \$0.0552 per Share,"

The Company will disregard any votes cast on this Resolution by Activated Logic to whom shares were issued under the share issue referred to in the Resolution, or any associate of Activated Logic, other than votes cast as proxy in accordance with the directions on the proxy form, for any other shareholder of the Company who is entitled to vote and 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.

6. Resolution 5 – Ratification of Issue of Shares

To consider, and if thought fit pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purpose of Chapter 7 of the Listing Rules and for all other purposes, to ratify the issue by the Company on 11 May 2010 of 810,898 fully paid ordinary Shares, to Cascades Corporation Pty Ltd ("Cascades"), a commercial advisor engaged by the Company, pursuant to their agreement dated 10 September 2009, at an issue price of \$0.078 per Share"

The Company will disregard any votes cast on this Resolution by Cascades to whom shares were issued under the share issue referred to in the Resolution, or any associate of any of Cascades, other than votes cast as proxy in accordance with the directions on the proxy form, for any other shareholder of the Company who is entitled to vote and 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.

7. Resolution 6 – Ratification of Issue of Shares

To consider, and if thought fit pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purpose of Chapter 7 of the Listing Rules and for all other purposes, to ratify the issue by the Company on 24 August 2010 of 3,750,000 fully paid ordinary Shares, to Uniquet Pty Ltd ("Uniquet") at an issue price of \$0.063 per share, as consideration for the acquisition of the 50% interest in the Pyrolysis Project and the Gas to Liquids project held by the University of Queensland."

The Company will disregard any votes cast on this Resolution by Uniquet to whom the shares were issued under the share issue referred to in the Resolution, or any associate of Uniquet, other than votes cast as proxy in accordance with the directions on the proxy form, for any other shareholder of the Company who is entitled to vote and 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.

8. General

To transact any business which may be brought before the meeting in accordance with the Constitution of the Company, the Act, or otherwise.

PROXIES

In accordance with section 249L of the Act, shareholders are advised each shareholder has a right to appoint a proxy, the proxy need not be a shareholder of the Company and a shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

In accordance with section 250BA of the Act the Company specifies the following for the purposes of receipt of proxy appointments:

By post or hand delivery to the Registered Office:

Level 40, Exchange Plaza, 2 The Esplanade, Perth, Western Australia 6000

By Post to PO Box Z5360, St Georges Terrace Perth Western Australia 6831

By facsimile to: (08) 9282 5866

Each shareholder entitled to vote at the Annual General Meeting has the right to appoint a proxy to vote on each particular Resolution. The shareholder may specify the way in which the appointed proxy is to vote on a particular Resolution or may allow the appointed proxy to vote at its discretion. The instrument appointing the proxy must be received by the Company as provided in its Constitution no later than 48 hours prior to the time of the commencement of the Annual General Meeting. This proxy form may be sent by facsimile transmission to the number identified on the proxy form.

A corporation may elect to appoint a representative in accordance with the Act in which case the Company will require written proof of the representative's appointment which must be lodged with, or presented to the Company before the meeting.

For the purposes of Regulation 7.11.37 of the *Corporations Regulations 2001* the Company determines that shareholders holding ordinary shares at 5.00pm WST on 19 November 2010 will be entitled to attend and vote at the Annual General Meeting.

Except where the contrary intention appears, all defined terms used in this Notice of Meeting have the meanings set out in the glossary of the Explanatory Statement accompanying this Notice.

By Order of the Board of Directors

A P Gates

Secretary

Dated this 18th day of October 2010

For personal use

EDEN ENERGY LTD
(ACN 109 200 900)
EXPLANATORY STATEMENT FOR SHAREHOLDERS

This Explanatory Statement is intended to provide shareholders of the Company with sufficient information to assess the merits of each Resolution contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions. The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting.

1 – RECEIVE AND CONSIDER THE ANNUAL REPORTS

The first agenda item is to receive and consider the Annual Financial Report, Director's Report and Auditor's Report for the Company for the financial year ended 30 June 2010. No Resolution is required in respect of this agenda item. However, it provides shareholders with the opportunity to ask questions of the Company's Directors and auditors in relation to the Company's results and operations for the financial year.

2 – REMUNERATION REPORT

The Annual Financial Report for the financial year ended 30 June 2010 contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 249L(2) of the Act, a resolution that a Remuneration Report be adopted must be put to the vote. However, pursuant to section 250R(3) of the Act, the vote on the Resolution is advisory only and will not require the Directors or the Company to alter any arrangements detailed in the Remuneration Report, should the Resolution not be passed.

3 – RE-ELECTION OF DIRECTOR

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

Mr Beresford began his career in engineering and has since gained 25 years experience in the international energy business spanning research, technology commercialisation, strategic planning, operations, business development, capital raising, acquisitions, marketing and general management. He is currently Managing Director of ASX-listed geothermal developer Green Rock Energy Limited. He has led or played a key role in the development and commercialisation of energy technologies including fuel cells, natural gas vehicles and cryogenic natural gas sweetening processes and in several renewable energy businesses.

The Board recommends that shareholders vote in favour of this Resolution.

4 – RE-ELECTION OF DIRECTOR

In accordance with the Company's Constitution, Mr Guy T Le Page retires by rotation and, being eligible, offers himself for re-election as a Director of the Company.

Mr Le Page has been a Board member since May 2004. Mr Le Page is currently a corporate adviser at RM Capital Pty Ltd specialising in resources. He is actively involved in a range of corporate initiatives from mergers and acquisitions, initial public offerings to valuations, consulting and corporate advisory roles. Prior to entering the stockbroking industry he spent 10 years as an exploration and mining geologist in Australia, Canada and the United States.

The Board recommends that shareholders vote in favour of this Resolution.

5 – RATIFICATION OF ISSUE OF SHARES

On 24 March 2010 the Company issued 247,251 ordinary fully paid shares to Activated Logic Pty Ltd as part settlement of fees payable. The Shares were issued on the same terms as, and rank equally with, all other Shares in the Company, and are quoted on the ASX. Details of this resolution are contained in the Notice of Annual General Meeting.

The Board recommends that shareholders vote in favour of this Resolution.

6 – RATIFICATION OF ISSUE OF SHARES

On 11 May 2010 the Company issued 810,898 ordinary fully paid shares to Cascades Corporation Pty Ltd as settlement of fees payable. The Shares were issued on the same terms as, and rank equally with, all other Shares in the Company, and are quoted on the ASX. Details of this resolution are contained in the Notice of Annual General Meeting.

The Board recommends that shareholders vote in favour of this Resolution.

7 – RATIFICATION OF ISSUE OF SHARES

On 24 August 2010 the Company issued 3,750,000 ordinary fully paid shares to Uniquest Pty Ltd. The Shares were issued on the same terms as, and rank equally with, all other Shares in the Company, and are quoted on the ASX. Details of this resolution are contained in the Notice of Annual General Meeting.

The Board recommends that shareholders vote in favour of this Resolution.

GLOSSARY OF TERMS

In this Explanatory Statement and accompanying Notice of Meeting the following words and expressions have the following meanings:

"Act" means Corporations Act 2001 (Cth);

"ASIC" means Australian Securities and Investments Commission;

"ASX" means ASX Limited (ACN 008 624 691);

"Board" means the board of Directors of the Company;

"Company" or "Eden" means Eden Energy Ltd (ACN 109 200 900);

"Director" means a director of the Company;

"Explanatory Statement" means the information attached to the Notice of Meeting which provides information to shareholders about the Resolutions contained in the Notice of Meeting;

"Listing Rules" means the ASX Listing Rules and "Listing Rule" has a corresponding meaning;

"Notice" or "Notice of Meeting" means the notice of meeting which accompanies this Explanatory Statement;

"Shares" means fully paid ordinary shares in the capital of the Company;

and unless the contrary intention appears, terms defined in the Notice of Meeting have the same meaning in this Explanatory Statement.

EDEN ENERGY LTD
(ACN 109 200 900)

PROXY FORM
ANNUAL GENERAL MEETING

The Company Secretary
Eden Energy Ltd
Level 40 Exchange Plaza
2 The Esplanade Perth
WA 6000

Fax +(618) 9282 5866

Shareholder Name
Shareholder Address

Share Registry Website:
www.advancedshare.com.au

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 Annual General Meeting of the company, to be held on Friday 19th of November 2010 and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

Ordinary Resolutions:

1. Approval of Remuneration Report
2. Re-election of Mr R Beresford as a Director of the Company
3. Re-election of Mr G T Le Page as a Director of the Company
4. Ratification of Issue of Shares
5. Ratification of Issue of Shares
6. Ratification of Issue of Shares

FOR AGAINST ABSTAIN

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 2010
Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Director/Company Secretary

Sole Director and Sole Company Secretary

The Chairman intends to vote undirected proxies in favour of each item of business.

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 Chair will not cast your votes on the resolution 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.

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
 2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
 3. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed either in accordance with the Constitution of the company or under the hand of an officer of the company or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by all of the joint shareholders, personally or by a duly authorised attorney.
 4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
 5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this Annual General Meeting, that is by 11.30am WST on 17 November 2010, by post or facsimile to the respective addresses stipulated in this proxy form.
 6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
 - (c) if the proxy is Chairperson, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.
- If a proxy is also a shareholder, or acts as proxy for any other shareholder, the proxy can cast any votes the proxy holds as a shareholder or as proxy for any other shareholder in any way that the proxy, or that other shareholder, sees fit.
7. The Chairperson intends to vote in favour of all resolutions set out in the Notice of Annual General Meeting.