

ASX Announcement

ASX Code: AMU

10 August 2009

EGM – NOTICE OF MEETING

Amadeus Energy Limited (ASX code: AMU) (“Amadeus”) hereby announces a Extraordinary General Meeting of shareholders to be held on Wednesday 9 September 2009, commencing at 10.00 (WST) at London House, Ground Floor, 216 St Georges Terrace, Perth WA 6000

The meeting is being called to seek shareholder approval for the issue of up to 96,155,000 ordinary shares in the company at an issue price of \$0.26 per share, to raise approximately \$25 million.

Please refer to the attached notice of meeting being sent to all shareholders today.

For further information regarding this report, please contact Amadeus:

Australia:

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Chief Operating Officer
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USA:

Betty Dieter
President – Amadeus Petroleum
P: +1 303 858 8735
bdieter@amadeuspetroleuminc.com

Amadeus Energy Ltd is an ASX listed energy company that generates value for shareholders by increasing oil and gas production and growing reserves through the acquisition and development of existing long-life on-shore oil and gas fields and through exploration activity. This is achieved by acquiring properties that have significant development and improvement potential and by investing in a combination of low, medium and high-risk exploration activity. Potential reserves of up to 20 million barrels of oil and 200 billion cubic feet of gas (100%) are being targeted through these development and exploration activities.

ASX Listed: **20 March 1997**

As at 31 July 09

Shares on issue: ~198 million
Unlisted options: ~9.5 million
Market Cap: ~\$64.5 million

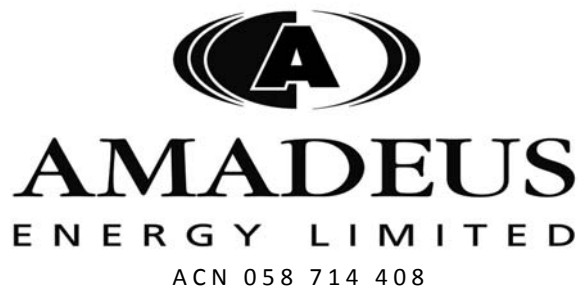
Major Shareholders:

Wyllie Group Pty Ltd **12.60%**
Spinifex Holdings / G Towner **6.76%**

Top 20: **44.01%**
Directors: **9.14%**

DISCLAIMER

This document may contain some references to forecasts, estimates, assumptions and other forward looking statements. These forward-looking statements reflect the current internal projections, expectations or beliefs of Amadeus based on information currently available to Amadeus. Although the company believes that its expectations, estimates and forecast outcomes are based on reasonable assumptions, it can give no assurance that they will be achieved.



NOTICE OF GENERAL MEETING AND PROXY FORM

A General Meeting of Shareholders for Amadeus Energy Limited will be held as follows:

LOCATION: London House, Ground Floor, 216 St Georges Terrace, Perth WA 6000
DATE: Wednesday 9th September 2009
TIME: 10:00 am (WST)

This is an important document and should be read in its entirety. If members have any questions or are in doubt as to how they should vote seek advice from their accountant, solicitor or other professional advisor.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders of Amadeus Energy Limited will be held at London House, Ground Floor, 216 St Georges Terrace, Perth, WA 6000 at 10:00am (WST) on Wednesday 9th September 2009.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company as at 5.00pm (WST) on Monday 7th September 2009.

An Explanatory Statement containing information in relation to the following resolutions accompanies and forms part of this Notice of Meeting.

Resolution 1 - Ratification of issue of 29,700,000 Shares - Tranche 1

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

"That, for the purposes of Listing Rule 7.4 of the Listing Rules and for all other purposes, the Company ratify the allotment and issue of up to 29,700,000 fully paid ordinary shares at an issue price of \$0.26 each to the parties specified in, and on the terms and conditions as set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast on Resolution 1 by any person who participated in the issue the subject of Resolution 1 and any person associated with those persons. However, the Company need not disregard a 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 a direction on the proxy form to vote as the proxy decides.

Resolution 2 - Proposed issue of up to 66,455,000 Shares - Tranche 2

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution"

"That, for the purposes of Listing Rule 7.1 and for all other purposes, the Company approves the allotment and issue of up to 66,455,000 fully paid ordinary shares at an issue price of \$0.26 each on the terms and conditions as set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast on Resolution 2 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of the of the security holder if Resolution 2 is passed, and any person associated with those persons. However, the Company need not disregard a 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 a direction on the proxy form to vote as the proxy decides.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the General Meeting.

Resolutions 1 and 2 – Background

On the 7th August 2009 the Company announced that it was undertaking a capital raising pursuant to which it will raise up to approximately \$25 million through the issue of up to 96,155,000 Shares predominantly to international and domestic institutions and sophisticated investor clients of Hartleys Limited.

The capital raising is being undertaken to enhance the overall value of the Company in several key ways:

- strengthen the Company's balance sheet through accelerated debt reduction;
- enable the Company to maintain and increase its development and exploration activities on its onshore USA projects; and
- enable the Company to take advantage of any other opportunities to grow its business and shareholder value as they may arise.

The capital raising will occur in two tranches:

- The first tranche of 29,700,000 Shares the subject of Resolution 1. These Shares are expected to be issued between the date of this Notice and the date of the meeting (the anticipated date of issue is 18 August 2009), within the Company's placement capacity. Resolution 1 seeks ratification of the issue of the Share the subject of Resolution 1.
- The second tranche of 66,455,000 Shares the subject of Resolution 2. These Shares will be issued subject to the passing of Resolution 2.

Resolution 1 - Ratification of issue of 29,700,000 shares - Tranche 1

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of such ratification is to restore a company's maximum discretionary power to issue further shares up to 15% of the issued capital of the company without requiring shareholder approval.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to Resolution 1:

- a) the number of Shares issued by the Company is 29,700,000;
- b) the Shares were issued at an issue price of \$0.26 per Share;
- c) the Shares were issued predominantly to international and domestic institutions and sophisticated investor clients of Hartleys Limited. All placees are unrelated parties to the Company;
- d) the Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue;
- e) As announced to ASX on the 7th August, 2009 the monies raised from the issue of the Shares, will be used to:
 - strengthen the Company's balance sheet through accelerated debt reduction;
 - enable the Company to maintain and increase its development and exploration activities on its onshore USA projects; and
 - enable the Company to take advantage of any other opportunities to grow its business and shareholder value as they may arise.

Resolution 2 - Approval of issue and placement of up to 66,455,000 shares - Tranche 2

Resolution 2 seeks Shareholders to resolve and approve the issue of up to 66,455,000 shares.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with right to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

Resolution 2 seeks shareholder approval to the issue of a maximum of 66,455,000 Shares at an issue price of \$0.26 per Share. As announced to ASX on the 7th August, 2009 the monies raised from the issue of the Shares, will be used to:

- strengthen the Company's balance sheet through accelerated debt reduction;
- enable the Company to maintain and increase its development and exploration activities on its onshore USA projects; and
- enable the Company to take advantage of any other opportunities to grow its business and shareholder value as they may arise.

The following information in relation to the Shares to be issued is provided to shareholders for the purposes of Listing Rule 7.3:

- a) the maximum number of Shares the Company can issue is 66,455,000;
- b) the Company will allot and issue the Shares no later than 3 months after the date of the Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- c) the Shares will be allotted progressively;
- d) the Shares will be issued at an issue price of \$0.26 each;
- e) the Shares will be issued predominantly to international and domestic institutions and sophisticated investor clients of Hartleys Limited. All places will be unrelated parties to the Company;
- f) the Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue; and
- g) As announced to ASX on the 7th August, 2009 the monies raised from the issue of the Shares, will be used to:
 - strengthen the Company's balance sheet through accelerated debt reduction;
 - enable the Company to maintain and increase its development and exploration activities on its onshore USA projects; and
 - enable the Company to take advantage of any other opportunities to grow its business and shareholder value as they may arise.

ENQUIRIES

Shareholders with any queries in respect of the matters set out in these documents are required to contact the Company Secretary on (08) 9226 0222.

GLOSSARY

"ACN"	means Australian Company Number;
"ASX"	means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;
"Company"	means Amadeus Energy Limited ACN 058 714 408;
"Corporations Act"	means The Corporations Act 2001 (Commonwealth);
"Directors"	means the directors of the Company;
"Listing Rules"	means the Listing Rules of ASX;
"Meeting"	means the Meeting of the Company to be held on 9 September 2009;
"Notice"	means the notice of meeting that accompanies this Explanatory Memorandum;
"Share"	means a fully paid ordinary share issued in the capital of the Company; and
"WST"	means Western Standard Time.



PROXY FORM

REGISTERED NAME AND ADDRESS (Block letters please)

Name _____

Address _____

APPOINTING A PROXY

I/We being members of Amadeus Energy Ltd and entitled to attend and vote hereby appoint:

The Chairman of the meeting or

(Mark with an "X")

or failing the person named, or if no person named, the Chairman of the meeting as my/our proxy to vote on my/our proxy to act on my/our behalf and to vote with the following direction (or if no directions have been given, as the proxy sees fit) at the General Meeting of the Company to be held at 10:00 am (WST) on Wednesday, 9 September 2009 and at any adjournment thereof.

VOTING DIRECTIONS TO YOUR PROXY – Please mark X to indicate your directions.

	For	Against	Abstain*
1. Ratification of issue of 29,700,000 Shares - Tranche 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Proposed issue of up to 66,455,000 Shares - Tranche 2	<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 your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.)

APPOINTING A SECOND PROXY

(Mark with an "X" if appointing a second proxy.) and State the percentage of your voting rights applicable to the proxy appointed by this form. %

SIGNATURE OF SECURITY HOLDERS

Signed this _____ day of _____ 2009.

INDIVIDUALS

Shareholder

Joint Shareholder

Contact Name

CORPORATIONS (Executed in accordance with section 127 (1) of the Corporations Act 2001)

Director/Sole Director and Sole Secretary

Director / Secretary

Contact Daytime Telephone

HOW TO COMPLETE THE PROXY FORM

Address

Fill out your name details as it appears on the share register of Amadeus Energy Ltd.
Please note, you cannot change ownership of your shares using this Proxy Form.

Appointment of 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 full name of that individual or body corporate in the space provided. Shareholders cannot appoint themselves. 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 securityholder of the Company. Do not write the name of the issuer company or the registered securityholder in this space.

Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes with an X. 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 % 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.

Appointing a Second Proxy

You are entitled to appoint up to two 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 telephoning the Company Secretary or you may copy this form.

To appoint a second proxy you must:

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

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 Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: To sign under Power of Attorney, you must have already lodged this document with the registry. 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 the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to s204A 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 jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate securityholder or proxy is to attend the meeting the appropriate "Certificate of appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the registered office of the Company, **no later than 48 hours before the commencement of the meeting** (that is, no later than 10:00 am (WST) on Monday 7 September, 2009). Any Proxy Form received after that time will not be valid for the scheduled meeting.

In Person: Level 11, 225 St Georges Terrace, Perth WA 6000

By Mail: The Secretary, PO Box 7778, Cloisters Square, Perth WA 6850;

By Fax: (08) 9226 0333