

DEJOUR ENTERPRISES LTD.

Suite 1100 – 808 West Hastings Street, Vancouver, BC V6C 2X4

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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the Annual General Meeting (the "**Meeting**") of the Members of DEJOUR ENTERPRISES LTD. (the "**Corporation**"), will be held at Suite 1100 - 808 West Hastings Street, Vancouver, British Columbia, V6C 2X4 on Friday the 2nd day of June, 2006, at the hour of 9:00 AM for the following purposes:

1. To receive and consider the Report of the Directors and to receive and consider the Audited Financial Statements for the period ending December 31, 2005 together with Auditor's Report thereon.
2. To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors.
3. To fix the number of directors for the ensuing year at six (6).
4. To elect directors for the ensuing year.
5. To pass an ordinary resolution to ratify, confirm and approve of the adoption of a new "rolling" stock option plan reserving a maximum of 10% of the issued shares at the time of stock option grant, subject to regulatory approval, as more fully set forth in the information circular accompanying this notice .
6. To consider and, if thought fit, to pass an ordinary resolution to ratify, confirm and approve the adoption of a shareholders rights plan for the Company, subject to regulatory approval, as more fully set forth in the information circular accompanying this notice.
7. To transact such other business as may properly be transacted at such Meeting or at any adjournment thereof.

If you are unable to attend the Annual General Meeting in person, please read the Notes accompanying the Instrument of Proxy enclosed herewith and then complete and return the proxy within the time set out in the Notes. As set out in the Notes, the enclosed Proxy is solicited by Management, but, you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

A Management Information Circular accompanies and forms part of this Notice.

DATED at Vancouver, British Columbia, this 2nd day of May, 2006.

BY ORDER OF THE BOARD OF DIRECTORS

"Robert L. Hodgkinson"

Robert L. Hodgkinson
Chairman and Chief Executive Officer

NOTE: *Shareholders are requested to date, sign and return the accompanying form of proxy for use at the Meeting whether or not they are able to attend personally. To be effective, forms of proxy must be delivered either to the head office of the Corporation (as noted above) or Computershare Trust Company of Canada , 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting.*

TO: Registered and Non-Registered Shareholders

National Instrument 51-102 provides Shareholders with the opportunity to elect annually to have their name added to the supplemental mailing list of Dejour Enterprises Ltd. (the "Issuer") in order to receive (i) annual financial statements and Management Discussion and Analysis ("MD & A") and (ii) interim financial statements and MD & A of the Issuer.

These documents are accessible under the Issuer's profile at www.sedar.com. The Issuer will also make these documents available on its website. Alternatively, you may also contact us and we will email or fax you the information you require.

Please assist with cost savings by accessing these documents electronically through the Internet. If you like this option, YOU DO NOT NEED TO FILL OUT THIS FORM.

However, if you wish to receive the annual financial statements and MD & A and/or (ii) interim financial statements and MD & A of the Issuer from the Issuer, please check the applicable box below:

I would like to receive annual financial statements and MD & A, even these documents are available electronically from the SEDAR or the Issuer's website. I understand this will cost the Issuer printing and mailing costs and administrative time.

I would like to receive interim financial statements and MD & A, even these documents are available electronically from the SEDAR or the Issuer's website. I understand this will cost the Issuer printing and mailing costs and administrative time.

Please assist with cost savings by accessing these documents electronically through the Internet. If you like this option, YOU DO NOT NEED TO FILL OUT THIS FORM.

Complete and return this form to:

Computershare Trust Company of Canada Proxy Dept. 100 University Avenue 9th Floor, Toronto Ontario M5J 2Y1
Fax: Within North America: 1-866-249-7775 Outside North America: (416) 263-9524

_____ Street Address	_____ City/Town/Province/Postal Code
_____ Print Name of Shareholder	_____ Signature of Shareholder
_____ Date	

By signing this form, I hereby certify that I am a shareholder of the Issuer.