

EnDevCo, Inc.

PROXY STATEMENT

THIS PROXY STATEMENT CONTAINS INFORMATION FOR CONSIDERATION BY THE ENDEVCO, INC. SHAREHOLDERS. PLEASE READ THE PROXY STATEMENT IN ITS ENTIRETY BEFORE TAKING ANY ACTION WITH RESPECT TO THE PROPOSAL PRESENTED HEREIN.

SEPTEMBER 15, 2006

The accompanying proxy is solicited by the Board of Directors of EnDevCo, Inc. to the owners of common shares, par value \$0.00 per share (the “Common Shares”) of EnDevCo, Inc., a Texas Corporation (the “Corporation”), for use at the annual meeting of shareholders (the “Annual Meeting”) to be held at 3000 Richmond, Suite 370, Houston, Texas 77098, on Monday October 30, 2006 at 9:30 A.M. local time, and at any and all adjournments thereof. Execution of a proxy will not in any way affect a shareholder’s right to attend the meeting and to vote in person. Any shareholder giving such proxy has the right to revoke it at any time before it is voted. A proxy may be revoked at any time before it is voted by written notice to the Secretary of the Corporation or by executing a new proxy bearing a later date, or by voting in person at the meeting. A proxy when executed and not so revoked, will be voted in accordance therewith. All expenses in connection with the solicitation of proxies will be borne by the Corporation.

The notice date of this Proxy Statement is September 15, 2006. This Proxy Statement and the accompanying proxy ballot card are first being sent or given to the Corporation’s common shareholders on or about September 15, 2006.

ITEMS OF BUSINESS

The Board of Directors of the Corporation has identified several items of business that will be brought before the shareholders for approval. These items are:

- 1) Elect two (2) directors to the Board of Directors for a term of three (3) years.
- 2) Ratification of the appointment of Killman Murrell & Company, PC as the Corporation’s independent accountants for fiscal 2006.
- 3) Transact such other business, including consideration of shareholder proposal(s), as may properly come before the meeting and any adjournment thereof.

VOTING SECURITIES

Record Date/Closing of Transfer Books

The Board of Directors of the Corporation has fixed the close of business on September 11, 2006 as the record date for the determination of shareholders entitled to notice and to vote at the Annual Meeting. As of September 11, 2006, the Corporation had 235,019,754 outstanding Common Shares and 6,140,020 Series "A" Preferred Shares entitled to vote. **In order for your shares to be voted, you must hold your shares as of the record date.** The presence in person or by proxy of the holders of a majority of the outstanding shares of the Corporation is necessary to constitute a quorum at the meeting, but if a quorum should not be present, the meeting may be adjourned from time to time until a quorum is obtained. If a quorum is present, the vote of a majority of shares represented in person or by proxy will be required to approve the matters to be voted upon.

Shareholders Entitled to Vote / Quorum

The presence in person or by proxy of the holders of a majority of the outstanding Common Shares entitled to vote is necessary to constitute a quorum at the meeting, but if a quorum should not be present, the meeting may be adjourned from time to time until a quorum is obtained. Abstentions and/or broker non-votes will be included in the votes necessary to determine a quorum, however abstentions and/or broker non-votes will not be counted with respect to the election of directors (for directors, the choice is limited to "For" or "Withhold").

A majority of votes "present and entitled to vote" will determine the outcome of the election of each nominee for the Board of Directors.

Proxy Solicitation

Proxies will be solicited by the Corporation, utilizing traditional methods of mailing proxy materials to all shareholders of record as of the record date. All expenses in connection with the solicitation of proxies will be borne directly by the Corporation. The Corporation expects the total expenses for this proxy solicitation not to exceed \$50,000.

Voting Your Proxy

You may attend the Annual Meeting and vote your shares in person if you are registered on the books and records of the Corporation as of the Record Date. If a bank, broker or other nominee holds your shares, you must obtain a legal proxy ballot card to vote at the meeting. Please contact your financial advisor for instructions on obtaining a legal proxy ballot card.

If your shares are held in the name of a brokerage firm, bank nominee or other institution, only that entity can sign a proxy ballot card with respect to your shares and only after receiving your specific instructions.

ITEM 1: DIRECTORS' PROPOSAL TO ELECT TWO (2) DIRECTORS TO THE BOARD OF DIRECTORS FOR A TERM OF THREE (3) YEARS.

Directors serve the Corporation until a successor has been elected and qualified, or until the earliest of their death, resignation or retirement. The Corporation expects each nominee for election as a Director at the Annual Meeting to be able to serve if elected. If any nominee is unable to serve if elected, proxies will be voted in favor of the remainder of those nominated.

The Board of Directors has nominated Richard G. Boyce and Chris A. Dittmar to each serve a term that will expire December 31, 2009. Mr. Boyce and Mr. Dittmar will serve as executive Directors and Mr. Brush and Mr. Close will serve as independent non-executive Directors.

On the following pages are short biographical narratives, which outline the principal occupation and certain other information, set forth regarding the members of the Board of Directors.

Your Board of Directors unanimously recommends that you vote "FOR" to elect the nominees for the Board of Directors, as herein nominated.

BOARD OF DIRECTOR MEMBERS

Richard G. Boyce

Mr. Boyce is currently serving on the Corporation's Board of Directors and additionally in the executive capacity as Chief Operating Officer of the Corporation. Mr. Boyce is nominated to serve a three-year term if elected at the Annual Meeting. In addition to his activities with the Corporation, Mr. Boyce maintains an active geological consulting practice in Dallas, Texas.

Prior to his involvement with the Corporation, Mr. Boyce began his career as a geophysicist for The Superior Oil Company with early training at the Geoscience Laboratory in Houston, Texas. In 1980, Mr. Boyce transferred to Midland, Texas to continue working for Superior Oil Company until 1983. During his ten year career in the Permian Basin, Mr. Boyce also worked for both Conquest Exploration Inc. and Hunt Oil Company. In 1991, Mr. Boyce transferred to Dallas, Texas where he served as the Chief Geophysicist for Hunt Oil Company and in 1992 was appointed the Exploration Manager for the Yemen Hunt Oil Company and the Exploration Vice President of the Hunt Oil subsidiaries, Ethiopia Hunt Oil and Jannah Hunt Oil. In 1996, Mr. Boyce left Hunt Oil Company and started Exploration Consultants, a geoscience consulting partnership and in 1997, formed Partners In Exploration, LLC, an exploration partnership that generated exploration opportunities in South Louisiana under a joint venture agreement with Pioneer Natural Resources, Inc.

In 1999, Mr. Boyce joined the predecessor company of EnDevCo, Inc. through a merger of assets of Partners In Exploration, LLC in exchange for Common Shares. These assets included a 50% interest in the lucrative Block 20 exploration area located in the Republic of Yemen. Following his merger with the Corporation, Mr. Boyce was responsible for; negotiation of the Block 20 Production Sharing Agreement with the Yemen government, securing Occidental Petroleum as a major industry financial partner and the successful implementation of a major 3D seismic campaign in Block 20. In 2001, Mr. Boyce resigned from the Corporation and resumed his geological consulting practice under the name of dB, LLC. During 2001 and through 2002, Mr. Boyce led a highly contested proxy campaign for control of the Corporation. At the Annual Shareholders Meeting held in the fall of 2002, the shareholders of the Corporation elected an entirely new Board of Directors, including Mr. Boyce to replace the previous Board of Directors and executive management of the Corporation. Since that time, Mr. Boyce has served the Corporation as a

member of the Board of Directors and in positions of management including President and Chief Operating Officer.

Mr. Boyce graduated from the Colorado School of Mines in 1978 with a Bachelor of Science degree in Geophysical Engineering. He is a member of the American Association of Petroleum Geologists, the Society of Exploration Geophysicists and the Association of International Petroleum Negotiators and is a registered Professional Geoscientist with the State of Texas, License #2179.

Pursuant to the disclosure requirements under Item 401 of Regulation S-K of the Securities Act of 1933, the Securities Exchange Act of 1934 and Energy Policy and Conservation Act of 1975, during the previous five years, Mr. Boyce has not made a personal or corporate petition for protection under either Federal or State bankruptcy laws. Mr. Boyce has not been involved in any criminal proceedings either past or pending. Mr. Boyce has never been the subject of any order, judgment or decree relating to his engaging in any business, including but not limited to any activities regarding the sale or purchase of any security or commodity regulated by either Federal or State authorities.

John A. Brush

Mr. John A. Brush is currently serving as a non-executive independent director of the Corporation. Mr. Brush brings the experience and depth of a distinguished twenty-five year career in oil and gas law to the Board of Directors.

Mr. Brush is currently in private practice as an attorney and consultant in the energy business whose clients include CDX Gas International, LLC and Express Drilling Systems, LLC and other large and small oil and gas exploration and production companies, entrepreneurs and foreign government agencies. Earlier, Mr. Brush served as Vice President and General Counsel for Forcenergy, Inc. (“Forcenergy”). While serving in this capacity, Mr. Brush designed and implemented land acquisition and marketing strategies and managed day to day legal issues on a corporate level that included coordination of multiple outside legal firms in a wide variety of cases. In addition, Mr. Brush evaluated government marketing, transportation and royalty regulations that had a significant impact on company operations and profitability. During his tenure at Forcenergy, Mr. Brush coordinated a \$60 million dollar initial public offering (“IPO”) of the company’s stock and simultaneously coordinated the merger of the company with a privately held independent oil company.

Mr. Brush has extensive experience in business development activities having worked over nineteen years with several premier independent oil and gas companies including Apache Corporation, Hamilton Brothers Oil Co., The Superior Oil Company and Michigan Wisconsin Pipe Line Company. Areas of experience in this environment include dealing with multinational corporations, various U.S. and foreign government agencies and ministries, opposing counsels, co-venturers, insurers and financial institutions. Mr. Brush’s legal experience during this time include joint operating agreements, oil and gas exploration concessions, natural gas, oil, sulfur and liquids sales royalties, processing plant agreements, joint bidding agreements, farmout agreements, settlement agreements, public offerings and private financing, risk management including hedging strategies, acquisitions, divestitures and mergers. Mr. Brush also has extensive experience marketing oil, natural gas, liquids and sulfur in the United States, Asia, Canada and Europe, having been responsible for marketing over 12,500 barrels of crude oil and 120 million cubic feet of gas production daily that generated annual revenues in excess of \$175 million dollars.

In addition to his domestic experience, Mr. Brush’s international experience includes review and negotiation of deals in Albania, Aruba, Australia, Bangladesh, Belize, Brazil, Canada, Cameroon, Chile, Croatia, Dagastan, Ecuador, Egypt, England, Equatorial Guinea, Eritrea, Gabon, Ghana, India, Indonesia, Malaysia, Netherlands, Norway, Peru, Scotland, Suriname, Thailand, Turkey and Venezuela.

John A. Brush graduated from the South Texas College of Law, Houston, Texas with a Juris Doctorate Degree. Mr. Brush completed his undergraduate studies at the University of Michigan, receiving a Bachelor of Arts degree in Political Science. Mr. Brush has been admitted to the State Bar of Texas and is a member of the American Bar Association and the Houston Bar Association. He is also a member of the American Corporate Counsel Association, the American Association of Professional Landmen, the Association of International Petroleum Negotiators, the Natural Gas Association of Houston and New Orleans and the Houston Producers Forum.

Pursuant to the disclosure requirements under Item 401 of Regulation S-K of the Securities Act of 1933, the Securities Exchange Act of 1934 and Energy Policy and Conservation Act of 1975, during the previous five years, Mr. Brush has not made a personal or corporate petition for protection under either Federal or State bankruptcy laws. Mr. Brush has not been convicted in any criminal proceedings either past or pending. Mr. Brush has never been the subject of any order, judgment or decree relating to his engaging in any business, including, but not limited to any activities regarding the sale or purchase of any security or commodity regulated by either Federal or State authorities.

Charles R. Close

Mr. Charles R. Close is currently serving as a non-executive independent director of the Corporation. Mr. Close brings the experience and depth of a distinguished career in accounting and taxation expertise specific to the energy business to the Board of Directors.

Mr. Close is the owner of Close & Associates, PC (“Close & Associates”), and a certified public accounting practice located in Houston, Texas that specializes in the energy industry. Mr. Close has been continuously employed in that practice for ten years. The business activities of Close & Associates focus on tax financial reporting issues, federal and state tax planning and compliance, transaction analysis and support, and federal and state audit support for several large public independent oil and gas companies and drilling and oilfield service companies. Close & Associates also provides full financial support for a privately owned energy service company, including the oversight and preparation of the daily accounting operations, preparation of the monthly financial package, preparation of annual operating budgets, and management of working capital. Other management duties include business development, contract negotiations, and strategic planning.

Prior to starting Close & Associates in 1993, Mr. Close enjoyed a successful tenure at Price Waterhouse in Texas. During his time at Price Waterhouse, Mr. Close advanced from the position of Staff Accountant through the positions of Consultant, Manager and ultimately served as the Senior Tax Manager in the Petroleum Industry Services Group. Responsibilities included tax planning, consultation and compliance for large oil and gas exploration and production companies and for a wide variety of oil field service companies.

Mr. Close graduated from the University of Texas in 1980 with a Bachelor's Degree of Business Administration (Accounting) and is a Certified Public Accountant. He is a member of the American Institute of Certified Public Accountants and the Texas Society of Certified Public Accountants.

Pursuant to disclosure requirements under Item 401 of Regulation S-K of the Securities Act of 1933, the Securities Exchange Act of 1934 and Energy Policy and Conservation Act of 1975, during the previous five years, Mr. Close has not made a personal or corporate petition for protection under either Federal or State bankruptcy laws. Mr. Close has not been convicted in any criminal proceedings either past or pending. Mr. Close has never been the subject of any order, judgment or decree relating to his engaging

in any business, including, but not limited to any activities regarding the sale or purchase of any security or commodity regulated by either Federal or State authorities.

Chris A. Dittmar

Mr. Dittmar is currently serving on the Corporation's Board of Directors and additionally in the executive capacity as Chief Executive Officer and Corporate Secretary of the Corporation. Mr. Dittmar is nominated to serve a three-year term if elected at the Annual Meeting. In addition to his activities with the Corporation, Mr. Dittmar is the Chief Executive Officer of Alliance Energy Corporation ("Alliance"). Alliance is a privately held family corporation currently engaged in oil and gas exploration and production and power development on an international basis.

Mr. Dittmar was the Chairman, President and CEO of Xavier Corporation from 1993-1997. Xavier was an independent exploration and production corporation principally engaged in the acquisition and development of natural resources in the Former Soviet Union. Xavier entered into joint ventures and technical service agreements with Russian entities for the exclusive exploration, production, processing and marketing of oil and gas reserves in excess of two billion barrels. While with Xavier, Mr. Dittmar developed the corporate business plan and raised in excess of \$100 million dollars of debt and equity financing for its implementation. Mr. Dittmar also has extensive experience recruiting and managing senior management teams required to implement large-scale international operations.

Prior to 1993, Mr. Dittmar operated a private investment entity for family oil and gas investments and has held previous positions as Assistant Controller for Occidental Chemical Company and Audit Manager for Occidental Petroleum Corporation as well as a Senior Accountant at Aluminum Company of America.

Mr. Dittmar graduated from Cleveland State University, Cleveland, Ohio with a Juris Doctor. Mr. Dittmar completed his undergraduate studies at Iowa State University graduating with a Bachelor of Science in Economics and Finance.

Pursuant to disclosure requirements under Item 401 of Regulation S-K of the Securities Act of 1933, the Securities Exchange Act of 1934 and Energy Policy and Conservation Act of 1975, during the previous five years, Mr. Dittmar has not made a personal or corporate petition for protection under either Federal or State bankruptcy laws. Mr. Dittmar has not been convicted in any criminal proceedings either past or pending. Mr. Dittmar as part of a settlement agreement under the Texas Solid Waste Disposal Act ("TSWDA") (entered into because of the uncertainty and costs of litigation, which is not to be construed as an admission of liability or a violation of the TSWDA under the terms of the settlement agreement) agreed to be permanently enjoined from owning, operating or otherwise participating in the operation of any (1) commercial, industrial or hazardous waste management facility and/or business, (2) waste water treatment facility and/or business, or (3) industrial or hazardous waste treatment, storage or disposal business in the State of Texas and paid a required \$10,000 civil penalty, but has never been the subject of any other order, judgment or decree relating to his engaging in any business, including, but not limited to any activities regarding the sale or purchase of any security or commodity regulated by either Federal or State authorities.

Litigation

The Corporation is or could become a party to various claims and litigation. Although no assurances can be given, the Corporation recognizes, based on its experience to date, that the ultimate resolution of such items, individually or in the aggregate, could have a material adverse impact on the Corporation's financial position or results of operations.

Beneficial Share Ownership of Nominees for Board of Directors

The following table sets forth information concerning the beneficial ownership of Common and Preferred Shares as of July 1, 2006 for: (a) each Director and nominee for Director of the Corporation, (b) the persons who served in positions as Officers of the Corporation and (c) the Directors and Officers as a group.

| Name of Beneficial Owner | Amount and Nature of Beneficial Ownership | | Percent of Class | |
|-------------------------------------|---|------------------|------------------|---------------------|
| | Common Shares | Preferred Shares | Common Shares** | Preferred Shares*** |
| Richard G. Boyce* | 3,067,541 | 922,500 | 1.36% | 15.09% |
| John A. Brush | None | 102,500 | None | 1.68% |
| Charles R. Close | None | 102,500 | None | 1.68% |
| Chris A. Dittmar | None | 890,000 | None | 14.55% |
| James C. Row | None | 25,000 | None | 0.41% |
| Larry Swift | None | 487,500 | None | 7.97% |
| Directors and Officers Total | 3,067,541 | 2,530,000 | 1.36% | 41.37% |

* All nominees' addresses are 2425 Fountainview Drive, Suite 215, Houston, Texas 77057.

** Total of 226,019,754 Common Shares issued and outstanding.

*** Total of 6,115,020 "Series A" Preferred Shares issued and outstanding.

| <u>Name</u> | <u>Age</u> | <u>Position</u> |
|------------------|------------|---|
| Richard G. Boyce | 52 | Director, COO, EnDevCo, Inc., Houston, TX |
| John A. Brush | 52 | Independent Director, EnDevCo, Inc. and private practice energy attorney, Houston, TX. |
| Charles R. Close | 47 | Independent Director, EnDevCo, Inc., and Owner and Certified Public Accountant, Close & Associates, Houston, TX |
| Chris A. Dittmar | 59 | Director, CEO and Corporate Secretary, EnDevCo, Inc., Houston, TX |
| James C. Row | 43 | Vice President of Finance and CFO, EnDevCo, Inc., Houston, TX |
| Larry Swift | 52 | Controller and Assistant Corporate Secretary, EnDevCo, Inc., Houston, TX |

Directors of the Corporation are elected annually. Officers of the Corporation are selected by the Board of Directors and serve at the pleasure of the Board. None of the nominees for Director serves on the Board of Directors of any other company that is a reporting company under the Securities Exchange Act of 1934. No person nominated to serve as a Director is related to any other Director of the Corporation.

Beneficial Ownership of Others Known to Hold More than 5% interest in the Corporation

The following table sets forth certain information with respect to the beneficial ownership of Common Shares at that time by each person who was known to the Corporation to beneficially own more than 5% of the outstanding Common Shares. Unless otherwise indicated, each shareholder has sole voting and investment power with respect to the shares shown. This information is presented as reported by the Corporation's Form 10K/SB filed with the SEC for the fiscal year ended December 31, 2005.

| Title of Class | Beneficial Owner | Amount and Nature of Beneficial Ownership | Percent of Class |
|-----------------------|-------------------------|--|-------------------------|
| Common Shares | None | Not Applicable | Not Applicable |

Executive and Director Compensation

The Board of Directors of the Corporation by corporate resolution has set the following compensation schedules for executives and directors:

- Director's compensation has been set at \$30,000 annually.
- For the executive position of CEO and Corporate Secretary, Mr. Dittmar's compensation has been set at \$240,000 annually. For the executive position of COO, Mr. Boyce's compensation has been set at \$240,000 annually. For the executive position of CFO and Vice President of Finance, Mr. Row's compensation has been set at \$150,000; such compensation to be payable with Series "A" Preferred Shares. For the executive position of Controller, Mr. Swift's compensation has been set at \$144,000 annually.
- Executives have no 401(k) or retirement plan through the Corporation.

The following table reflects the current Directors and Officers compensation for services to the Corporation through June 30, 2006.

| Name | Director Salary | Officer Salary | Total Compensation |
|------------------|------------------------|-----------------------|---------------------------|
| Richard G. Boyce | \$ 15,000 | \$ 120,000 | \$ 135,000 |
| John W. Brush | \$ 15,000 | \$ 0 | \$ 15,000 |
| Charles R. Close | \$ 15,000 | \$ 0 | \$ 15,000 |
| Chris A. Dittmar | \$ 15,000 | \$ 120,000 | \$ 135,000 |
| James C. Row | \$ 0 | \$ 25,000 | \$ 25,000 |
| Larry Swift | \$ 0 | \$ 72,000 | \$ 72,000 |
| Total | \$ 60,000 | \$ 337,000 | \$ 397,000 |

Code of Ethics for Senior Financial Officers of the Company

The Company has recently adopted a Code of Ethics for Senior Financial Officers of the Company that reflects our standing policies and contains additional policy initiatives. The Company requires all its senior financial officers to adhere to the Code of Ethics for Senior Financial Officers of the Company in addressing the legal and ethical issues encountered in conducting their work. The Code of Ethics for Senior Financial Officers of the Company requires that senior financial officers avoid conflicts of interest, comply with securities laws and other legal requirements and conduct business in an honest and ethical manner. The Company conveys to its senior financial officers both their obligations and responsibilities under and the importance of the Code of Ethics for Senior Financial Officers of the Company.

Senior financial officers are required to report any conduct that they believe in good faith to be an actual or apparent violation of the Code of Ethics for Senior Financial Officers of the Company. The Company has established procedures for receiving, retaining and treating complaints received regarding accounting, internal accounting controls or auditing matters and for the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters. The Company has made available to stockholders the Code of Ethics for Senior Financial Officers of the Company on its website at www.endevcoinc.com or a copy can be obtained by writing to the Company Secretary, 2425 Fountainview, Suite 215, Houston, Texas 77057. Any change to or waiver from the Code of Ethics for Senior Financial Officers of the Company will be immediately disclosed on the Company's website at www.endevcoinc.com.

ITEM 2: DIRECTORS' PROPOSAL TO RATIFY SELECTION OF INDEPENDENT PUBLIC ACCOUNTANT

On July 8, 2005, the Corporation appointed the accounting firm of Killman Murrell & Company, PC ("Killman Murrell") 1931 East 37th Street, Suite 7, Odessa, Texas 79762 as independent accountants for fiscal 2005 and 2004.

Audit Fees

Aggregate fees for professional services rendered to the Corporation by Killman Murrell for the years ended December 31, 2005 and 2004, were as follows:

| Services Provided | 2005 | 2004 |
|-------------------|-----------|-----------|
| Audit Related | \$ 17,197 | \$ 29,691 |

Financial Information Systems Design and Implementation

No fees have been paid by the Corporation to Killman Murrell, or any other Financial Services firm for consulting with regard to Financial Information Systems Design and Implementation.

All Other Fees

No other fees have been paid by the Corporation to Killman Murrell or any other Financial Services firm for any other purpose.

Upon the recommendation of the Corporation's management, the Board of Directors has unanimously reappointed Killman Murrell as the independent public accounting firm to audit the Corporation's financial statements for the fiscal year 2006, beginning January 1, 2006.

Your Board of Directors unanimously recommends that you vote "FOR" the appointment of Killman Murrell & Company, PC. as the Corporation's independent public accountant for fiscal 2006.

ITEM 3: OTHER MATTERS TO BE PRESENTED

The Board of Directors does not intend to bring other matters before the Annual Meeting except items incident to the conduct of the Annual Meeting, and the Corporation has not received timely notice from any shareholder of intent to present a proposal at this Annual Meeting. In order for a shareholder proposal to be formally considered at this Annual Meeting and included in this Proxy Statement, the proposal must have been received in writing by the Corporation at its executive offices on or before December 31, 2005. On any matter properly brought before the meeting by the Board or by others, the persons named as proxies in the accompanying proxy, or their substitutes, will vote in accordance with their best judgment.

Shareholder Communications with the Board

Any shareholder wishing to communicate with the Board of Directors may do so by writing to the Board of Directors at the Company's principal address of 2425 Fountainview, Suite 215, Houston, Texas 77057. Any shareholder communication so addressed, unless clearly of a marketing nature, will be delivered unopened to the director to whom it is addressed or to the Chairman of the Board if addressed to the Board of Directors.

Proposals of Shareholders

A proposal of a shareholder intended to be presented at the next annual meeting must be received at the Company's principal executive offices no later than May 18, 2007, if the shareholder making the proposal desires such proposal to be considered for inclusion in the Company's proxy statement and form of proxy relating to such meeting.

BUSINESS PLAN

Executive management is following a Business Plan¹ designed to recapitalize and revitalize the Corporation. The Corporation is involved in several natural resource development projects that transcend the traditional business scope of oil and gas exploration and production. These activities include production of oil and gas from interests held by the Corporation in the United States and internationally. The Corporation is also pursuing the development of new technologies for the enhancement of oil and gas production, utilizing that technology to gain leverage in the purchase of domestic natural gas production. The Nominees for the Board of Directors if elected will modify this Business Plan as appropriate subject to their fiduciary duties to the Corporation's shareholders.

OIL AND GAS EXPLORATION AND DEVELOPMENT

The Corporation is pursuing oil and gas exploration and development opportunities in the United States and in Canada, South America, North Africa and Europe. Domestically, the Corporation has secured development rights in three blocks in the Gulf of Mexico that will provide it with the opportunity to participate in the drilling of low risk development wells. As a result of recently acquired 3D seismic data which has been integrated with previously known geological and engineering data, several low risk development drilling opportunities have been identified. The Corporation also has acquired 12,000 acres of producing properties in Oklahoma along with a local pipeline and gas gathering system. Participation in these types of relatively low risk and low cost wells will provide near term cash flow to support the activities of the Corporation.

Internationally, the Corporation has identified several other exploration projects that carry significant upside potential (although at higher risk). The Corporation currently holds an agreement for certain exploration rights in the Rio Magdalena Valley of Colombia.

Short Junction Field, Oklahoma – In April 2006, EnDevCo acquired 100% of all rights in the West and Central Units of the Short Junction Field located in Oklahoma City, Oklahoma. The Corporation has increased production 40% in the 12,000 acre leasehold comprised of 20 active wells that are currently producing a sustained 165 barrels of oil equivalent (BOE) per day comprised of 125 barrels of oil and 242 million cubic feet of gas (MCF) from the Hunton limestone and the Prue and Red Fork sand reservoirs. EnDevCo plans to continue an aggressive re-completion program to increase daily oil production to over 400 barrels and 5,000 MCF of gas within the next 12 months. In addition, the Corporation plans to drill horizontal wells for both oil and gas production to fully realize a possible upside potential of an additional 30 million barrels of oil and 10 billion cubic feet of gas (BCF) reserves.

East Cameron Block 71, Gulf of Mexico - EnDevCo currently holds a farm-in agreement to drill to earn a 1/3 working interest in East Cameron Block 71 (EC 71). The Corporation has utilized state of the art 3D seismic previously acquired over the block to identify drilling locations to fully realize a reserves potential in excess of 227.6 BCF and 9,652,000 barrels of condensate (BOC) in EC 71.

Eugene Island Block 294 and Chandeleur Block 14, Gulf of Mexico - The Company holds a farm-in agreement to drill to earn an undivided 50% interest in Eugene Island Block 294 (EI 294) and Chandeleur

¹ The Corporation's Business plan includes certain forward-looking statements. The forward-looking statements reflect the Corporation's expectations, objectives and goals with respect to future events and financial performance. They are based on assumptions and estimates, which we believe are reasonable. However, actual results could differ materially from anticipated results. Important factors that may impact actual results include, but are not limited to commodity prices, political developments, legal decisions, market and economic conditions, industry competition, the weather, changes in financial markets and changing legislation and regulations. The forward-looking statements contained in this report are intended to qualify for the safe harbor provisions of Section 21E of the Securities and Exchange Act of 1934, as amended.

Block 14 (C 14). Previous drilling activities and geophysical analysis of 3D seismic data in EI 294 demonstrate 64.4 BCF of gas at drilling depths above 9,500 feet. The deeper structures on the block are currently being evaluated and hold EnDevCo's best potential for a 100 million BOE field in the United States. The Corporation is still studying the reserves potential of C14.

Rio Magdalena Option, Colombia - The Company holds a farm-in agreement to participate in an undivided 25% interest of all rights in the Rio Magdalena Exploration Area (RMEA) contract. The RMEA comprising 58,546 hectares (144,600 acres) is situated in the Upper Magdalena River region of Colombia and contains eight large structures currently identified by over 1,300 kilometers of 2D seismic and various well control data. All prospects are located down dip of active oil seeps and represent over 700 million BOE of potential oil reserves. Any oil production developed will have access to the existing Ecopetrol oil export pipeline.

ENERGY TECHNOLOGY DEVELOPMENT

Development and implementation of new energy technologies will become a key new business focus for the Corporation. The identification of and early participation in the implementation of these types of technologies opens several avenues for potential revenue generation and profits. In some instances, the technology can be manufactured and sold to end users once the market accepts the technology. In other instances, the technology might provide a unique competitive advantage that can be successfully leveraged by the Corporation in the acquisition and development of existing energy projects. Initially, the Corporation will limit its scope of investigation to those technologies that directly compliment the oil and gas, and power industries.

POWER GENERATION

The Corporation has management experience and expertise in the areas of power plant development, operations, and optimization. The Corporation intends to pursue opportunities to serve as a management team representing the interests of lenders and private equity investors in control of generation assets acquired from the troubled merchant generation sector.

Appendix A

THIS PROXY IS SOLICITED ON BEHALF OF THE

ENDEVCO, INC.

IN SUPPORT OF THE CORPORATION'S NOMINEES
TO ELECT TWO MEMBERS OF THE BOARD OF DIRECTORS

THIS IS A SOLICITATION ON BEHALF OF AND IN SUPPORT OF
THE CORPORATION'S CURRENT BOARD OF DIRECTORS

The undersigned hereby constitutes and appoints Richard G. Boyce as Proxy of the undersigned, with full power to appoint his substitute, and authorizes him to represent all Common Shares, par value \$ 0.00 per share and all Series "A" Preferred Shares, par value \$ 0.01 per share of **ENDEVCO, INC.** ("the "Corporation") held of record by the undersigned as of the close of business on September 11, 2006, and to vote all of those shares at the Annual Meeting of the Corporation's shareholders to be held at 3000 Richmond, Suite 370, Houston, Texas 77098 at 9:30 am local time, on October 30, 2006 and at any adjournment, postponement or rescheduling thereof.

When properly executed, this Proxy will be voted in the manner directed herein by the undersigned shareholder(s). **If no direction is given, this Proxy will be voted FOR the Corporation's Nominees.** In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the Corporation's Annual Meeting and any adjournment, postponement or rescheduling thereof. A shareholder of the Corporation wishing to vote in accordance with the Corporation's recommendations need only sign and date this Proxy card and return it in the enclosed postage-paid envelope.

The undersigned hereby acknowledges receipt of a copy of the accompanying Proxy Statement with respect thereto and hereby revokes any Proxy or Proxies heretofore given. This is a revocable Proxy and may be revoked at any time before it is exercised. Pursuant to Article 2.08 of the Bylaws of the Corporation this Proxy is no longer valid after eleven months from the date of its execution.

PLEASE SIGN AND DATE ON REVERSE SIDE AND RETURN PROMPTLY IN ENCLOSED ENVELOPE.

PROXY CARD

PROPOSAL TO ELECT AS DIRECTORS of EnDevCo, Inc. (the “Corporation”), the following Nominees to the Board of Directors of the Corporation to serve for terms as defined herein or until their successors are elected and shall qualify.

ITEM 1: ELECTION OF DIRECTORS

| Nominees | FOR ALL | WITHHELD FOR ALL |
|--|---|---|
| <p>Richard G. Boyce Chris A. Dittmar</p> | <input style="width: 40px; height: 40px;" type="checkbox"/> | <input style="width: 40px; height: 40px;" type="checkbox"/> |

To withhold authority to vote FOR a particular nominee; write that nominee’s name below:

| | | FOR | AGAINST |
|---------------|--|-----|---------|
| ITEM 2 | PROPOSAL TO RATIFY APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTANT FOR FISCAL 2006 | | |

In his discretion, the Proxy is authorized to vote upon such other business as may properly come before the Corporation’s 2005 Annual Meeting and any adjournment, postponement, or rescheduling thereof.

Please sign your name exactly as shown here. If more than one holder, each holder should sign. When signing as an attorney, administrator, executor, guardian or trustee, please add your title as such. If executed by a corporation or partnership, the Proxy card should be signed by a duly authorized person, indicating title or authority.

Please be sure to sign and date this Proxy.

Date: _____

Shareholder(s) signature(s)