
CARNARVON PETROLEUM LIMITED

ABN 60 002 688 851

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.30am (AWST)

DATE: Friday, 17 November 2017

PLACE: Cliftons
Ground Floor
Parmelia House
191 St Georges Terrace
Perth WA 6000

This Notice of Meeting and the accompanying Explanatory Statement set out important details regarding the resolutions that will be put to Shareholders at the 2017 Annual General Meeting of Carnarvon Petroleum Limited. You should read all of the documents carefully.

If you are in doubt as to how you should vote, you should seek independent advice from your accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Mr Thomson Naude on (+618) 9321 2665.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of Shareholders to which this Notice of Meeting relates will be held at 10.30am (AWST) on Friday, 17 November 2017 at Cliftons, Ground Floor, Parmelia House, 191 St Georges Terrace, Perth, Western Australia.

MEETING DOCUMENTS

This Notice of Meeting and the accompanying Explanatory Statement set out important details regarding the resolutions that will be put to Shareholders at the 2017 Annual General Meeting of Camarvon Petroleum Limited. You should read all of the documents carefully.

ENTITLEMENT TO VOTE

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), Shareholders eligible to vote at the Annual General Meeting will be those persons who are registered Shareholders of the Company at 4.00pm (AWST) on Wednesday, 15 November 2017.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important. If you are in doubt as to how you should vote, you should seek independent advice from your accountant, solicitor or other professional adviser prior to voting.

HOW TO VOTE

You may vote by attending the Annual General Meeting in person, by proxy or attorney, or by an authorised representative (if you are a body corporate).

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

A Shareholder has the right to appoint a proxy (who need not be a Shareholder). A proxy can be an individual or a body corporate.

If you are entitled to cast two or more votes at the Meeting, you may appoint up to two proxies and you may specify the proportion or number of votes each proxy may exercise. Where two proxies are appointed, a separate form should be used for each.

You are requested to show on the form a specified proportion of your voting rights which a proxy may exercise. If you appoint two proxies and the appointment does not specify the number or proportion of votes each proxy may exercise, each proxy may exercise half the votes.

A Shareholder can direct its proxy to vote for, against or abstain from voting on each resolution by marking the appropriate box in the voting directions section of the proxy form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed.

If the Chairman is to act as your proxy (whether by appointment or by default) and you have not given directions on how to vote in the voting directions section of the proxy form for Resolutions 2 and 3, the proxy form expressly directs and authorises the Chairman to cast your votes "for" the relevant resolution. This express authorisation is included because without it the Chairman would be precluded from casting your votes as these resolutions are connected with the remuneration of key management personnel. Subject to any voting prohibitions that may apply to the Chairman in respect of Resolution 3 to restrict the Chairman from voting undirected proxies, the Chairman intends to vote all undirected proxies in favour of Resolutions 1 to 4.

To vote by proxy, please complete and sign the enclosed proxy form and return it (together with the original of any power of attorney or other authority, if any, or a certified copy of that power of attorney or other authority under which the proxy form is signed) in accordance with the instructions below.

Proxy forms should be returned to the Company's Share Registry Link Market Services Limited in accordance with the instructions on the attached proxy form by 10.30am (AWST) on Wednesday, 15 November 2017.

Proxy forms received later than the time specified above will be invalid.

The following methods of delivery for proxies are specified:

By post: Carnarvon Petroleum Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

Online: www.linkmarketservices.com.au.
Select 'Investor Login' and enter Carnarvon Petroleum Limited or the ASX code (CVN) in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

By facsimile: (+612) 9287 0309 (from overseas)
(02) 9287 0309 (from Australia)

By delivery: Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

VOTING BY CORPORATE REPRESENTATIVE

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint an individual to act as its representative at the AGM in accordance with section 250D of the Corporations Act.

To appoint a corporate representative, a body corporate must provide the Company with a letter or certificate executed in accordance with the Corporations Act authorising that person to act as the corporate Shareholder's representative at the Meeting. The certificate of appointment of a corporate representative must be lodged with the Company and/or the Share Registrar, Link Market Services Limited, before the AGM or at the registration desk on the day of the AGM. Certificates of appointment of corporate representatives are available on request by contacting Link Market Services Limited on telephone number +61 1300 554 474 or shareholders can download and fill out the 'Appointment of Corporate Representative' form from the website of the share registry of the Company at www.linkmarketservices.com.au select the "Investor Services" tab and click on "Forms".

KEY DATES

Event	Date
Deadline for lodgement of proxy forms	10.30am (AWST) on Wednesday, 15 November 2017
Determination of voting eligibility	4.00pm (AWST) on Wednesday, 15 November 2017
Annual General Meeting	10.30am (AWST) on Friday, 17 November 2017

ENQUIRIES

Shareholders are asked to contact the Company Secretary, Mr Thomson Naude, on (+618) 9321 2665 if they have any queries in respect of the matters set out in these documents.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of Shareholders will be held at 10.30am (AWST) on Friday, 17 November 2017 at Cliftons, Ground Floor, Parmelia House, 191 St Georges Terrace, Perth, Western Australia.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Statement forms part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

ANNUAL FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Financial Report, the Directors' Report and the Auditor's Report of Carnarvon Petroleum Limited for the financial year ended 30 June 2017.

RESOLUTION 1 – RE-ELECTION OF MR PETER LEONHARDT AS A DIRECTOR

To consider and, if thought fit, to pass the following resolution as an **ordinary** resolution:

"That Mr Peter Leonhardt, who retires by rotation in accordance with rule 35(c) of the Company's Constitution and, being eligible, offers himself for re-election, to be re-elected as a Director of the Company."

RESOLUTION 2 – ADOPTION OF THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2017

To consider and, if thought fit, to pass the following resolution as a **non-binding** resolution:

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Directors' Report of the Company for the year ended 30 June 2017."

Note: Section 250R(3) of the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition

A vote on Resolution 2 must not be cast (in any capacity) by or on behalf of any of the following persons:

- a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- b) a closely related party of such a member.

However, a person described above may cast a vote on Resolution 2 as a proxy if the vote is not cast on behalf of a person described above and either:

- c) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- d) the person is the Chairman of the AGM and the appointment of the Chairman as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

SPECIAL BUSINESS

RESOLUTION 3 – ISSUE OF SHARES TO MR ADRIAN COOK

To consider and, if thought fit, to pass the following resolution as an **ordinary** resolution:

"For the purposes of ASX Listing Rule 10.14, Chapter 2E of the Corporations Act and for all other purposes, the Company approves the allotment and issue of 1,500,000 fully paid ordinary shares and the associated loan to Mr Adrian Cook, Managing Director and Chief Executive Officer of the Company, or his nominee under the Carnarvon Employee Share Plan on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Prohibitions

As required by section 224 of the Corporations Act, a vote on Resolution 3 must not be cast (in any capacity) by or on behalf of Mr Cook or any of his associates. However, this prohibition does not apply if:

- a) the vote is cast by a person as proxy and the proxy form specifies how the proxy is to vote on Resolution 3; and
- b) the vote is not cast on behalf of Mr Cook, his associates or any related party of Mr Cook.

Further, a vote on Resolution 3 must not be cast by a person appointed as a proxy if:

- a) the proxy is either:
 - i. a member of the key management personnel; or
 - ii. a closely related party of a member of the key management personnel; and
- b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- c) the proxy is the Chairman of the AGM; and
- d) the appointment expressly authorises the Chairman to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

You should be aware that if the Chairman of the AGM is a person who is precluded from voting on Resolution 3 in accordance with section 224 of the Corporations Act, the Chairman will only be able to cast a vote as proxy for a person who is entitled to vote if the Chairman is appointed as proxy in writing and the proxy form specifies how the proxy is to vote on Resolution 3.

Voting Exclusion

The Company will disregard any votes cast on Resolution 3 by or on behalf of a Director who is eligible to participate in the Carnarvon Employee Share Plan and any associate of such a Director.

However, the Company will not disregard a vote if:

- a) 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
- b) it is cast by the Chairman of the AGM 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 4 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS

To consider and, if thought fit, to pass the following resolution as a **special** resolution:

"That the Company renew the proportional takeover provisions contained in rule 72 of the Constitution for a period of three years from the date of the AGM."

Details of the renewal of the proportional takeover provisions are set out in the Explanatory Memorandum.

Dated: 21 September 2017
By order of the Board

A handwritten signature in black ink, appearing to read 'Thomson Naude', written in a cursive style.

Mr Thomson Naude
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders, in connection with the business to be conducted at the Annual General Meeting to be held at 10.30am (AWST) on Friday, 17 November 2017 at Cliftons, Ground Floor, Parmelia House, 191 St Georges Terrace, Perth, Western Australia.

The purpose of this Explanatory Statement is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to approve the Resolutions in the Notice of Meeting.

ANNUAL FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Annual Financial Report, the Directors' Report, and the Auditor's Report ("Annual Report") to be received and considered at the AGM. The Corporations Act does not require Shareholders to vote on the Annual Report. However Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the financial statements and reports contained within the Annual Report which can be downloaded from the Company's website at www.carnarvon.com.au.

The Company's auditor, Ernst & Young, will be present at the AGM and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies, and the independence of the auditor.

RESOLUTION 1 – RE-ELECTION OF MR PETER LEONHARDT AS A DIRECTOR

1.1 Background

In accordance with rule 35(c) of the Company's Constitution, Mr Peter Leonhardt retires by rotation and, being eligible, offers himself for re-election as a Director.

Details of Mr Leonhardt's experience and qualifications are set out below.

Term of office: First appointed as a Director in March 2005, appointed as Chairman in April 2005 and re-elected as a Director in November 2015.

Qualifications: FCA, FAICD (life)

Skills and experience: Mr Leonhardt has been a non-executive director in public listed companies for over 15 years and has extensive business, financial and corporate experience. He is a former Senior Partner of PricewaterhouseCoopers and National Board member and Managing Partner of Coopers & Lybrand in Western Australia.

1.2 Directors' Recommendation

The Directors (other than Mr Peter Leonhardt) unanimously recommend that Shareholders vote in favour of Resolution 1.

RESOLUTION 2 – ADOPTION OF THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2016

2.1 Background

The Directors' Report for the year ended 30 June 2017 contains a Remuneration Report which sets out:

- the Board's policy for the remuneration of Directors and executive officers; and
- the remuneration details of each Director and each executive officer named in the Remuneration Report.

In accordance with section 250R of the Corporations Act, the Company submits its Remuneration Report for the year ended 30 June 2017 to Shareholders for consideration and adoption by way of a non-binding resolution.

The Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors or the Company, nor does it affect the remuneration paid or payable to the Company's Directors or executives. However, the Board will take the outcome of the Resolution into account when considering future remuneration policy.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, a resolution ("spill resolution") must be put to Shareholders at the second of those meetings to determine whether the Directors who were in office at the date of approval of the applicable directors' report must stand for re-election.

If the spill resolution is passed by the requisite majority (being an ordinary resolution), then the Company must convene a general meeting of Shareholders (a "spill meeting") within 90 days of the second annual general meeting, at which all of those Directors will cease to hold office but may offer themselves for re-election. This is being referred to as the '2 strikes rule'.

At the Company's 2016 AGM, less than 25% of the votes cast on the resolution to adopt the Company's 2016 remuneration report voted against its adoption. As such, regardless of the voting on Resolution 2, a spill resolution is not required to be considered at the 2017 AGM.

The Chairman of the AGM will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

2.2 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2. The Directors acknowledge, however, that they have a personal interest in some aspects of the Remuneration Report.

RESOLUTION 3 – ISSUE OF SHARES TO MR ADRIAN COOK

3.1 Background

The Company carefully considers the remuneration of its Managing Director, Mr Adrian Cook, as part of the Company's annual employee remuneration review process that occurs in June each year.

The Carnarvon Employee Share Plan ("Plan") provides a mechanism for offering appropriate incentives to the Company's employees and executives. The Plan is considered to be an appropriate long term incentive scheme given the size and nature of the Company. The Plan was last approved by Shareholders at the Company's 2015 Annual General Meeting.

The Board proposes to issue Mr Cook (or his nominee) 1,500,000 Shares under the Plan ("ESP Shares"), and provide an associated loan in respect to these ESP Shares under the terms of the Plan. The Board considers that the issue of ESP Shares to Mr Cook under the Plan is appropriate, particularly given the achievement of key milestones including:

- achieved a successful Roc-2 flow test;
- gas and condensate discovery at Phoenix South-2 and associated insurance cost recovery;
- award of new and highly prospective permits WA-524-P (Maracas Project);
- materially advanced the North West Shelf database;
- completion of the Buffalo project reprocessing and initial prospect mapping; and
- completion of the Labyrinth project technical work identifying two significant prospects.

As a Director of the Company, the proposed issue of ESP Shares to Mr Cook requires the prior approval of Shareholders under the Corporations Act and ASX Listing Rules. Accordingly, the Company is seeking Shareholder approval to issue 1,500,000 ESP Shares to Mr Cook (or his nominee).

These ESP Shares will be issued at an average price of 10.0 cents per ESP Share (being at least a 20% premium to the VWAP of the Company's Shares on ASX over the 5 trading days prior to the date in which the Board resolved to make a formal offer of ESP Shares to Mr Cook). The Board notes that under the Plan, there are restrictions over the disposal of these ESP Shares such that the issue of these ESP Shares to Mr Cook also provides an incentive for Mr Cook to seek to maintain the Company's Share price above the price at which these ESP Shares were issued.

As mentioned above, the Company will provide a loan to Mr Cook in connection with the acquisition of these 1,500,000 ESP Shares under the Plan. Shareholders have previously approved the provision of such loans by the Company for the purposes of the Plan under section 260C(4) of the Corporations Act.

3.2 Requirement for Shareholder approval

Shareholder approval is required under the provisions of ASX Listing Rule 10.14 in respect of all securities to be issued to directors (or their associates) under an employee incentive scheme. Further, Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the Company without prior shareholder approval, unless the benefit falls within one of various exceptions to that prohibition contained in the Corporations Act. "Related party" is widely defined and includes all directors of a public company. "Financial benefit" has a wide meaning and includes the issue of securities by a public company and the provision of a loan to the director. Resolution 3, if passed, will confer a financial benefit on a Director of the Company.

While the Board believes the offer of the ESP Shares to Mr Cook is reasonable in the context of Mr Cook's overall remuneration, the Board considers it prudent to obtain Shareholder approval for the purposes of Chapter 2E of the Corporations Act.

Resolution 3 seeks Shareholder approval for the proposed issue of 1,500,000 ESP Shares, and the provision of the associated loan to Mr Cook under the Plan, under both Chapter 2E of the Corporations Act and ASX Listing Rule 10.14.

3.3 Information requirements for Chapter 2E of the Corporations Act

For the purposes of Chapter 2E of the Corporations Act (and for all other purposes), the following information is provided to Shareholders:

- (a) The proposed financial benefit to be given to the Company's Managing Director and CEO, Mr Cook (or his nominee), is the issue of 1,500,000 ESP Shares under the Plan and the provision of a limited recourse loan (in accordance with the Plan rules) in connection with that issue. The terms of the Plan and the associated loan are summarised in Annexure A to this Explanatory Statement.
- (b) The ESP Shares will be acquired by Mr Cook at an average price of 10.0 cents per ESP Share (being at least a 20% premium to the VWAP of the Company's Shares on ASX over the 5 trading days prior to the date on which the Board resolved to make a formal offer of ESP Shares to Mr Cook).
- (c) The ESP Shares will rank equally in all respects with all other issued Shares from the date of issue and will be held subject to the Constitution and the restrictions on disposal of those ESP Shares.
- (d) If Shareholders approve the issue of ESP Shares under the Plan, Mr Cook (or his nominee) will be deemed to have agreed to borrow the cost of these ESP Shares from the Company to fund the acquisition of the ESP Shares on the terms and conditions set out in the Plan.
- (e) If Shareholders approve the issue of the ESP Shares to Mr Cook, Mr Cook may not dispose of any these ESP Shares within two years of the issue date but, subject to repayment of any associated loan, he may dispose of up to 25% of these ESP Shares after two years, 50% after three years, 75% after four years and 100% after five years.
- (f) If Shareholders approve the issue of the ESP Shares to Mr Cook, this will dilute the shareholdings of the Company's existing Shareholders by approximately 0.1% (based on the Company's issued Share capital as at the last practicable date prior to the date of finalising this Explanatory Statement).
- (g) The highest and lowest closing prices of the Company's Shares on the ASX in the 12 months prior to the date of finalisation of this Explanatory Statement were 13.5 cents on 24 October 2016 and 7.1 cents on 17 July 2017.
- (h) The closing price of the Company's shares on ASX on 20 September 2017 (being the last practicable date prior to the finalisation of the Explanatory Statement) was 8.5 cents.
- (i) Based on an average share price of 10.0 cents for this acquisition, the value of the ESP Shares to be issued to Mr Cook would be \$150,000. The value of the loan to be made to Mr Cook is determined at this time and is therefore \$150,000.

(j) The Company has used the Black-Scholes Option Pricing Model (“BSOPM”) for determining the cost of the ESP Share issue for accounting and remuneration purposes as of the date the Board resolved to make a formal offer to Mr Cook under the Plan. The following assumptions were made in valuing the share issue under the BSOPM:

- a price of 10.0 cents per ESP Share (being a 20% premium to the VWAP of the Company's Shares on ASX over the 5 trading days prior to the date on which the Board resolved to make a formal offer to Mr Cook under the Plan);
- a risk free interest rate of 1.5%;
- volatility of 68%; and
- a vesting period of five years.

Using these assumptions, the BSOPM-determined accounting cost for the issue of the ESP Shares to Mr Cook is approximately \$0.041 per Share, which produces an accounting cost for the ESP Share issue of approximately \$61,000.

Shareholders should be aware that the indicative value of the ESP Shares that are to be issued to Mr Cook, as set out above, is considered to represent the theoretical value for the ESP Shares given the inherent limitations of the BSOPM. Any change in the variables applied in the BSOPM between the date of valuation and the date of issue of the ESP Shares may have a material impact on the value of the ESP Shares.

(k) The loan of \$150,000 provided by the Company to fund the acquisition of the ESP Shares by Mr Cook is interest-free. At an assumed interest rate of 5%, this represents an annual interest benefit of \$7,500. The liability of Mr Cook in respect of that loan is limited to the value of the ESP Shares to which the loan relates.

(l) The remuneration paid or payable to Adrian Cook for the 12 months ending 30 June 2017 is as follows:

Director	Salary and fees	Share based payments	Superannuation	Bonus	Total
Adrian Cook	\$543,896	\$54,370	\$37,060	\$0	\$635,326

(m) The current annual cash remuneration being paid to Adrian Cook is \$580,956 salary including superannuation.

(n) Adrian Cook currently owns 10,999,917 Shares. Following the issue of the ESP Shares to Mr Cook, he will own 12,499,917 Shares (representing 1.2% of the expanded issued share capital of the Company).

(o) The issue of the ESP Shares to Mr Cook will have the following impacts on the Company:

- the issued share capital of the Company will increase by 1,500,000 Shares; and
- Shareholders' interests will be diluted as set out in section 3.3(f) above.

- (p) Other than Mr Cook, the Directors do not have any interests in the outcome of Resolution 3 for the purposes of section 219(1)(d) of the Corporations Act, other than in their capacity as Shareholders. Mr Cook did not vote at the meeting of the Board to approve the offer of ESP Shares to him and Mr Cook is prohibited from voting at the AGM in respect of Resolution 3.

3.4 Information requirements for ASX Listing Rule 10.15

ASX Listing Rule 10.15 sets out a number of matters that must be included in a notice of meeting seeking an approval under ASX Listing Rule 10.14, including the following (some of the matters have already been addressed elsewhere in this section):

- (a) Resolution 3 seeks Shareholder approval for Mr Cook, the Managing Director and CEO of the Company, to participate in the Plan to a maximum extent of 1,500,000 ESP Shares.
- (b) Mr Cook was awarded:
 - (i) 1,159,917 ESP Shares at 15.0 cents per ESP Share under the Plan in November 2015 following approval at the Company's annual general meeting held on 13 November 2015; and
 - (ii) 1,200,000 ESP Shares at 13.0 cents per ESP Share under the Plan in November 2016 following approval at the Company's annual general meeting held on 25 November 2016.

No ESP Shares have otherwise been issued to any person referred to in ASX Listing Rule 10.14 under the Plan since Shareholder approval for the Plan was last received on 13 November 2015.

- (c) The ESP Shares will be issued to Mr Cook as soon as practicable following Shareholder approval, but no later than 12 months after the date of the Annual General Meeting.
- (d) The price of the ESP Shares to be issued to Mr Cook is 10.0 cents per ESP Share.
- (e) The terms of the loan in connection with the ESP Shares to be issued to Mr Cook are set out in section 3.3(k) above and in Annexure A to this Explanatory Statement.
- (f) Mr Cook, being the only executive Director of the Company, is the only Director currently entitled to participate in the Plan.
- (g) A voting exclusion statement in respect of Resolution 3 is included in the Notice of Meeting.

3.5 ASX Listing Rule 7.1

The Plan was approved by Shareholders for the purposes of Exception 9 of ASX Listing Rule 7.2 at the Company's 2015 AGM on 13 November 2015. Further, if Resolution 3 is approved by Shareholders, ASX Listing Rule 7.2 (Exception 14) provides that Shareholder approval under ASX Listing Rule 7.1 is not required to issues that have been approved under Listing Rule 10.14. Accordingly the issue of ESP Shares to Mr Cook pursuant to Resolution 3 will not be included in the calculation of the Company's 15% annual placement capacity for the purposes of ASX Listing Rule 7.1.

3.6 Directors' Recommendation

The Directors (other than Mr Cook) have carefully considered the proposed issue of the ESP Shares to Mr Cook, as well as the provision of the associated loan and Mr Cook's remuneration package generally, and consider the issue to be an important component of his remuneration package in that it:

- provides a competitive remuneration package, relative to the Company's peers;
- provides a strategic and value based reward for key executives such as Mr Cook;
- aligns Mr Cook's interests with the interests of the Company's Shareholders; and
- incentivises Mr Cook to materially increase the Share price over the longer term so as to derive value from those incentives.

Accordingly, the Directors (other than Mr Cook), having considered these factors and having considered the alternatives to an issue of ESP Shares to Mr Cook (such as a higher cash-based component of remuneration), believe that the issue of the ESP Shares to Mr Cook is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 3.

Mr Cook makes no recommendation to Shareholders in relation to Resolution 3 because he has an interest in the outcome of the Resolution.

To the extent permitted by law, the Chairman intends to vote all undirected proxies in favour of Resolution 3.

3.7 Other Information

The Directors consider that there are no material opportunity costs to the Company, no taxation consequences to the Company and no material benefits foregone by the Company in issuing the ESP Shares to Mr Cook.

The Directors are not aware of any information other than that set out in this Explanatory Statement that would reasonably be required by Shareholders in order to decide whether or not it is in the Company's interests to pass Resolution 3.

RESOLUTION 4 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS

4.1 Background

The Constitution currently contains proportional takeover approval provisions requiring Shareholders to approve any takeover offer for only a proportion of each Shareholder's Shares (rule 72 of the Constitution). These provisions are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company.

In accordance with the Corporations Act, the proportional takeover provisions expire three years from their adoption, or if renewed, from the date of renewal.

The Company last renewed its proportional takeover provisions on 14 November 2014. Accordingly, rule 72 of the Constitution will cease to operate from 14 November 2017.

Renewal of the proposed proportional takeover provisions must be approved by a special resolution, requiring approval of 75% or more of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

If renewed, the proposed proportional takeover provisions will be in exactly the same terms as the existing provisions and will have effect for a three year period commencing on 17 November 2017.

Rule 72 of the Constitution is set out in full in Annexure B of this Notice of Meeting.

4.2 What is a proportional takeover?

A proportional takeover bid is a takeover offer sent to all Shareholders, but only in respect of a specified portion of each Shareholder's Shares. Accordingly, if a Shareholder accepts in full the offer under a proportional takeover bid, the Shareholder will dispose of the specified portion of their Shares in the Company and retain the balance of the Shares.

4.3 Effect

If a proportional takeover bid is made, the Directors must:

- convene a general meeting no less than 14 days before the end of the bid period; and
- allow Shareholders to vote on a resolution to approve the proportional takeover bid.

The bidder and its associates are not allowed to vote on the resolution.

If the bid is rejected, binding acceptances are required to be rescinded, and all unaccepted offers and offers failing to result in binding contracts are taken to have been withdrawn.

If the bid is approved, the transfers resulting from the bid may be registered provided they comply with other provisions of the Corporations Act and the Constitution.

If no resolution is voted on by the above deadline, a resolution approving the bid is taken to have been passed.

If Resolution 4 is passed, the proportional takeover provisions do not apply to full takeover bids and will only apply until 17 November 2020, unless again renewed by Shareholders.

4.4 Knowledge of acquisition proposals

As at 20 September 2017, being the last date prior to the finalisation of this Notice of Meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

4.5 Reasons for renewal

As a proportional takeover bid involves an offer for only a proportion of each Shareholder's Shares, a bidder may acquire control of the Company:

- without Shareholders having the chance to sell all of their Shares, leaving them as part of a minority interest in the Company; and
- without payment of an adequate control premium.

The Board considers that the proportional takeover provisions should be renewed as they lessen the risk of a bidder obtaining control without adequately compensating existing Shareholders as they allow Shareholders to decide collectively whether a proportional takeover bid is acceptable and appropriately priced.

4.6 Impact of existing proportional takeover provisions

While the existing proportional takeover provisions have been in effect, no takeover bids for the Company have been made, either proportional or otherwise.

Accordingly, no actual advantages or disadvantages of the existing proportional takeover provisions, for the Directors or the Shareholders, could be reviewed.

The Directors are not aware of any potential takeover bid that was discouraged by the inclusion of proportional takeover provisions in the Company's Constitution.

4.7 Advantages and disadvantages for Shareholders

Advantages

Renewal of the proportional takeover provisions provide Shareholders:

- the right to decide whether a proportional takeover bid should proceed;
- protection from being locked in as a minority Shareholder;
- increased bargaining power; and
- the view of majority of Shareholders which may assist individual Shareholders to decide whether to accept or reject an offer under proportional takeover bid.

Disadvantages

- discourage proportional takeover bids;
- reduce Shareholders' opportunities to sell Shares at a premium;
- restrict the ability of individual Shareholders to deal with their Shares as they see fit; and
- reduce the likelihood of a proportional takeover bid succeeding.

4.8 Advantages and disadvantages for Directors

The renewal of the proportional takeover approval provision will enable the Directors to formally ascertain the views of Shareholders in respect of a proportional takeover bid. Without such provisions, the Directors are dependent upon their perception of the interests and views of Shareholders.

Other than this advantage, the Directors consider that renewal of such a provision has no potential advantages or potential disadvantages for them as they remain free to make a recommendation on whether a proportional takeover offer should be accepted.

4.9 Directors' recommendation

The Board considers that the potential advantages for Shareholders of the proportional takeover approval provisions outweigh the potential disadvantages.

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

ENQUIRIES

Shareholders are asked to contact the Company Secretary, Mr Thomson Naude, on (+618) 9321 2665 if they have any queries in respect of the matters set out in these documents.

Annexure A – Summary of the Carnarvon Petroleum Limited Employee Share Plan

The terms and conditions of the Plan as amended are summarised in the table below.

1. Board	The Board, or a duly appointed committee of the Board, is responsible for the operation of the Plan.
2. Eligible Persons	Participation in the Plan is available to any person who is invited by the Board to participate ("Eligible Person"). The Company may at any time, in its absolute discretion, make an offer to an Eligible Person. Non-Executive Directors are not eligible to participate in the Plan.
3. Invitations	The Board may at any time, in its absolute discretion, make an offer to an Eligible Person to be issued ESP Shares under the Plan. The offer may be accepted by an Eligible Person or an associate of that Eligible Person, within the given acceptance period.
4. Number of Shares	The number of ESP Shares issued is to be determined by the Directors, subject to the following limitation. The number of ESP Shares issued under the Plan must not exceed 5% of the Company's issued capital at any time ("5% Limitation"), when combined with the number of shares issued or to be issued by the Company during the previous five years, under employee incentive plans operated by the Company.
5. Issue price	The issue price is to be determined by the Board, provided that the issue price is at least 120% of the market price of the Company's Shares, being the weighted average sale price of Shares sold through the ASX on the 5 trading days prior to the proposed date of an offer under the Plan.
6. Ranking	The ESP Shares will rank pari passu with all issued fully paid ordinary shares in respect of voting rights, dividends and entitlement to participate in any bonus or rights issues.
7. Listing	Application for quotation of the ESP Shares on ASX will be made as soon as practicable after the allotment of those shares.
8. Disposal of Shares	Plan participants may not dispose of any ESP Shares within two years of the issue date but, subject to repayment of any associated loan, may dispose of up to 25% of their ESP Shares after two years, 50% after three years, 75% after four years and 100% after five years.
9. Loan agreement	A loan agreement will be entered into by the Company and the Plan participants in connection with the acquisition of ESP Shares under the Plan, as follows: <ul style="list-style-type: none"> • if a participant accepts an offer to receive ESP Shares, they will be taken to have agreed to borrow from the Company on the terms of the loan agreement described below, an amount to fund the purchase of the ESP Shares; • until the loan to a participant is fully repaid, the Company has a first right of refusal to buy back the ESP Shares for the issue price if the participant wishes to sell the ESP Shares; and

-
- once the loan is repaid in full (and subject to any other restrictions on disposal imposed by the Plan), a participant may deal with the ESP Shares as they wish.

The principal provisions of the loan agreement include:

- the loan amount will be equal to the issue price of the ESP Shares multiplied by the number of ESP Shares issued;
 - the loan can be repaid at any time but a participant must repay any amount outstanding to the Company within 30 days of termination of employment. All dividends declared and paid on the ESP Shares will be applied towards repayment of the advance;
 - there is no interest on the loan;
 - the maximum liability in respect of the loan will be the value of the ESP Shares from time to time; and
 - a holding lock will be placed on the ESP Shares until the loan is fully repaid.
-

Annexure B – Proportional takeover bid provisions

Rule 72 – Proportional Takeovers

(a) Definitions

Unless the context otherwise indicated or requires, expressions in this rule 72 have the meaning given to them by the Act.

(b) Prohibition on registration of transfers without approval

Where a proportional takeover bid in respect of shares included in a class of shares in the company has been made:

- (1) the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the proportional takeover bid is prohibited unless and until a resolution to approve the proportional takeover bid is passed in accordance with this Constitution;
- (2) a person (other than the bidder or an associate of the bidder) who, as at the end of the day on which the first offer under the proportional takeover bid was made, held shares included in that class is entitled to vote on an approving resolution and, for the purposes of so voting, is entitled to 1 vote for each such share;
- (3) neither the bidder nor an associate of the bidder may vote on an approving resolution;
- (4) an approving resolution must be voted on at a meeting, convened and conducted by the company, of the persons entitled to vote on the resolution under the Act; and
- (5) an approving resolution is taken to have been passed if the proportion which the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.

Subject to the Act, the directors may determine that the provisions of this rule 72 apply to the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under a proportional takeover bid that is made prior to the date that this Constitution is adopted or this rule 72 is renewed.

(c) Meetings

- (1) The provisions of this Constitution relating to a general meeting of the company apply, with such modifications as the circumstances require (including, without limitation, to the requisite notice period to ensure that the meeting is convened on or before the approving resolution deadline), in relation to a meeting that is convened for the purposes of this rule 72.
- (2) Where takeover offers have been made under a proportional takeover bid, then the directors must ensure that a resolution to approve the proportional takeover bid is voted on in accordance with this rule 72 before the approving resolution deadline in relation to the proportional takeover bid.
- (3) Where a resolution to approve a proportional takeover bid is voted on in accordance with this rule 72 before the approving resolution deadline in relation

to the proportional takeover bid, the company must, on or before the approving resolution deadline:

- (A) give to the bidder; and
- (B) serve on the Exchange,

a written notice stating that a resolution to approve the proportional takeover bid has been voted on and that the resolution has been passed or has been rejected, as the case requires.

(d) Approving resolution deemed to have been passed

Where, as at the end of the day before the approving resolution deadline in relation to a proportional takeover bid under which offers have been made, no resolution to approve the proportional takeover bid has been voted on in accordance with this rule 72, then a resolution to approve the proportional takeover bid is, for the purposes of this rule 72, deemed to have been passed in accordance with this rule 72.

(e) Proportional takeover bid rejected

Where an approving resolution is voted on and is rejected then:

- (1) despite section 652A of the Act, all offers under the proportional takeover bid that have not, as at the end of the approving resolution deadline, resulted in binding contracts are deemed to be withdrawn at the end of the approving resolution deadline;
- (2) the bidder must immediately, after the end of the approving resolution deadline, return to each member any documents that were sent by the member to the bidder with the acceptance of the offer;
- (3) the bidder may rescind and must, as soon as practicable after the end of the approving resolution deadline, rescind each contract resulting from the acceptance of an offer made under the proportional takeover bid; and
- (4) a member who has accepted an offer made under the proportional takeover bid is entitled to rescind the contract (if any) resulting from that acceptance.

(f) Effect of this rule 72

This rule 72 ceases to have effect on the third anniversary of the later of the date of its adoption or of its most recent renewal.

Glossary

Annual General Meeting, AGM or Meeting means the meeting convened by this Notice of Meeting.

ASX means ASX Limited, or as the context requires, the financial market operated by it.

ASX Listing Rules or Listing Rules means the listing rules of ASX, as amended from time to time.

AWST means the time in Perth, Western Australia.

Board means the current board of directors of the Company.

BSOPM means the Black-Scholes Option Pricing Model considered in Resolution 3.

Chairman means the person acting as chairman of the AGM from time to time.

closely related party of a member of the key management personnel means:

- a) a spouse or child of the member; or
- b) a child of the member's spouse; or
- c) a dependent of the member or the member's spouse; or
- d) anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member in the member's dealings with the Company; or
- e) a company the member controls; or
- f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company or Carnarvon means Carnarvon Petroleum Limited (ABN 60 002 688 851/ACN 002 688 851).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a current director of the Company.

Eligible Person means a person eligible to participate in the Plan.

ESP Share means a Share issued under the Plan.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Key management personnel has the same meaning as in the accounting standards. Broadly speaking this includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any directors of the Company.

Non-Executive Director means a non-executive Director of the Company.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of Annual General Meeting including the Explanatory Statement.

Plan means the Carnarvon Employee Share Plan.

Remuneration Report means the Remuneration Report contained in the Directors' Report for the year ended 30 June 2017.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of a Share.

VWAP means volume weighted average price.

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LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Carnarvon Petroleum Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Carnarvon Petroleum Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am (WST) on Friday, 17 November 2017 at Cliftons, Ground Floor, Parmelia House, 191 St Georges Terrace, Perth WA 6000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 2 and 3: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2 and 3, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

Subject to any voting prohibitions that may apply to the Chairman in respect of Resolution 3 to restrict the Chairman from voting undirected proxies, the Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS


Proxies will only be valid and accepted by the Company if they are signed and executed no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

For Against Abstain*

1 Re-election of Mr Peter Leonhardt as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of Remuneration Report for the Year Ended 30 June 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Issue of Shares to Mr Adrian Cook	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Renewal of Proportional Takeover Provisions	<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.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares 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 shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, 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.

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 telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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 your votes. Fractions of votes will be disregarded; and
- return both forms together.

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, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney 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 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 jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

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 in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (WST) on Wednesday, 15 November 2017**, being not 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.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Carnarvon Petroleum Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**