

**Board recommends shareholders vote AGAINST
the election of Douglas Jendry at AGM
27 October 2020**



Carnarvon Petroleum Limited (“Carnarvon” or the “Company”) (ASX:CVN) refers to its announcement of 21 October 2020 regarding the nomination of Mr Douglas Jendry for election as a director of the Company at the Company’s upcoming 2020 Annual General Meeting. The nomination was submitted by Nero Resources Fund who, according to a notice of initial substantial holder lodged with ASX on 9 October 2020, is associated with a number of shareholders in the Company who together hold voting power to 8.79% of the Company’s issued share capital.

The Board unanimously recommends that shareholders vote AGAINST the election of Mr Jendry as a director of the Company at the upcoming Annual General Meeting.

As shareholders are aware, the Company has recently appointed Ms Debra Bakker as a non-executive director of the Company. Ms Bakker was appointed following an extensive executive search to identify candidates who are able to bring the necessary skills, experience and diversity to assist the Company with its growth ambitions.

Ms Bakker is an experienced financier with a deep understanding of banking projects in the resources industry, which will be valuable as the Company moves forward with the funding for the Dorado oil field development. The Board believes Ms Bakker’s experience and skills are an excellent fit for the future requirements of Carnarvon and unanimously recommends Ms Bakker’s re-election as a director of the Company at the upcoming Annual General Meeting.

In regards to Mr Jendry’s proposed nomination as a director, the Company has reviewed Mr Jendry’s biography, and his perceived lack of independence, and is of the view that his proposed appointment does not materially improve the composition of the existing Board.

Having recently completed an extensive search process in connection with Ms Bakker’s appointment, the Board does not consider there to be a requirement for additional directors at this time. Nero Resources Fund has provided no additional information to support Mr Jendry’s proposed nomination or the rationale for appointing Mr Jendry to the Board. In addition, Mr Jendry’s nomination was submitted by a Nero Resources Fund who holds approximately 2.2% of Carnarvon’s issued shares (noting that Nero Resources Fund has declared that they are associated with other shareholders who collectively hold 8.79%). The Board does not consider this level of shareholding sufficient to warrant the appointment of a nominee director.

Shareholders should complete the replacement personalised proxy form which was dispatched together with the Addendum to the Notice of Annual General Meeting. **Shareholders should note that the Chairman of the Annual General Meeting intends to vote undirected proxies AGAINST resolution 6 relating to Mr Jendry’s proposed appointment as a director of the Company.**



Any shareholder who requires a replacement proxy form should contact the Company Secretaries, Mr Alex Doering or Mr Thomson Naude, on (+618) 9321 2665.

Authorised for release by

A handwritten signature in black ink, appearing to read "P. Leonhardt".

Peter Leonhardt
Chairman
Carnarvon Petroleum Limited