

Extraordinary General Meeting – Notice and Proxy Form

22 April 2022



Dear Shareholder,

Carnarvon Energy Limited (ABN 60 002 688 851) (**Company**) is convening an Extraordinary General Meeting of shareholders to be held on Monday, 23 May 2022 at 2:00pm (AWST) (**Meeting**) at Quest Kings Park, 54 Kings Park Road, West Perth, Western Australia.

In accordance with section 110D of the *Corporations Act 2001* (Cth) (as inserted by the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth), the Company will not be dispatching physical copies of the notice convening the Meeting (**Notice**). Instead, a copy of the Notice is available at <https://www.carnarvon.com.au/asx-announcements/> and the Company's ASX page at <https://www2.asx.com.au/markets/company/cvn>.

If you have elected to receive notices by email, the Company will provide a link via email to where the Notice and other materials relating to the Meeting can be viewed or downloaded. If you have not elected to receive notices from the Company by email, a copy of your personalised proxy form will be posted to you, together with this letter, for your convenience.

If for any reason you are unable to download a copy of the Notice, a hard copy can be obtained by contacting the Company Secretaries, Alex Doering and Gavan Sproule, on (+618) 9321 2665.

A copy of your Proxy Form is enclosed for convenience. Proxy appointments may be lodged by any of the below methods:

- (i) By post:
Carnarvon Petroleum Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South, NSW, 1235
Australia
- (ii) By facsimile:
(+612) 9287 0309 (from overseas)
(02) 9287 0309 (from Australia)
- (iii) By delivery:
Link Market Services Limited
Level 12
680 George Street
Sydney, NSW, 2000
- (iv) Online:
www.linkmarketservices.com.au

If lodging your proxy online, select 'Investor Login' and enter Carnarvon Energy 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 your proxy form), complete the security validation process, tick the box to confirm you have read the terms & conditions and click 'Login'. Select the 'Voting' tab and then follow the prompts to lodge your proxy. You will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website.

The Notice (including the Explanatory Statement) sets out important details regarding the resolution that will be put to Shareholders at the Meeting. You should read the Notice and all accompanying materials carefully and in their entirety.

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 the Notice, please do not hesitate to contact the Company Secretaries, Mr Alex Doering or Mr Gavan Sproule, on (+618) 9321 2665.

Sincerely,



Mr Alex Doering
Joint Company Secretary

CARNARVON ENERGY LIMITED

ABN 60 002 688 851

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 2:00pm (AWST)

DATE: Monday, 23 May 2022

PLACE: Quest Kings Park
54 Kings Park Road
West Perth Western Australia

This Notice of Meeting and the accompanying Explanatory Statement set out important details regarding the resolution that will be put to Shareholders at the Extraordinary General Meeting of Carnarvon Energy 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 Secretaries, Mr Alex Doering or Mr Gavan Sproule on (+61 8) 9321 2665.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Extraordinary General Meeting of Shareholders to which this Notice of Meeting relates will be held at 2:00pm (AWST) on Monday, 23 May 2022 at Quest Kings Park, 54 Kings Park Road, West Perth Western Australia.

MEETING DOCUMENTS

This Notice of Meeting and the accompanying Explanatory Statement set out important details regarding the resolution that will be put to Shareholders at the Extraordinary General Meeting of Carnarvon Energy 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), the Board has determined that the persons eligible to vote at the Extraordinary General Meeting, will be those persons who are registered Shareholders of the Company at 5.00pm (AWST) on Saturday, 21 May 2022.

YOUR VOTE IS IMPORTANT

The business of the Extraordinary 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 Extraordinary 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 Extraordinary 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 the 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.

The Chairman intends to vote all undirected proxies in favour of Resolution 1.

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 Link Market Services Limited in accordance with the instructions on the enclosed proxy form by 2:00pm (AWST) Saturday, 21 May 2022.

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

The following methods of delivery for proxies are specified:

By post: Carnarvon Energy 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 Energy 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), complete the security validation process, tick the box to confirm you have read the terms & conditions and click 'Login'. Select the 'Voting' tab and then follow the prompts to lodge your proxy. 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: (+61 2) 9287 0309 (from overseas)
(02) 9287 0309 (from Australia)

By delivery: Link Market Services Limited
Level 12
680 George Street
Sydney, NSW, 2000

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 EGM 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 EGM or at the registration desk on the day of the EGM. 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 Representation' form from the website of the share registry of the Company at www.linkmarketservices.com.au select the "Resources" tab and click on "Forms".

KEY DATES

Event	Date
Deadline for lodgement of proxy forms	2:00pm (AWST) on Saturday, 21 May 2022
Determination of voting eligibility	2.00pm (AWST) on Saturday, 21 May 2022
Extraordinary General Meeting	2:00pm (AWST) on Monday, 23 May 2022

ENQUIRIES

Shareholders are asked to contact the Company Secretaries, Mr Alex Doering or Mr Gavan Sproule, on (+61 8) 9321 2665 if they have any queries in respect of the matters set out in these documents.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting of Shareholders will be held at 2:00pm (AWST) on Monday, 23 May 2022 at Quest Kings Park, 54 Kings Park Road, West Perth Western Australia.

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

Special Business

RESOLUTION 1 – RATIFICATION OF PREVIOUS ALLOTMENT AND ISSUE OF PLACEMENT SHARES TO INSTITUTIONAL AND SOPHISTICATED INVESTORS

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

“That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 234,806,987 Shares at an issue price of \$0.30 per Share to institutional and sophisticated investors on the terms set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf:

- a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- b) an associate of that person.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
 - d) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
 - e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - ii. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
-

Dated: 11 April 2022
By order of the Board



Mr Alex Doering
Joint 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 Extraordinary General Meeting to be held at 2:00pm (AWST) on Monday, 23 May 2022 at Quest Kings Park, 54 Kings Park Road, West 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 Resolution in the Notice of Meeting.

RESOLUTION 1 – RATIFICATION OF PREVIOUS ALLOTMENT AND ISSUE OF PLACEMENT SHARES TO INSTITUTIONAL AND SOPHISTICATED INVESTORS

1.1 Background

As announced to the ASX on 28 March 2022, the Company undertook a capital raising of A\$70m by way of a placement of 234,806,987 Shares (**New Shares**) to institutional and sophisticated investors at an issue price of A\$0.30 per Share (**Placement**). The New Shares were issued on 5 April 2022 (**Issue Date**).

The proceeds raised as a result of the Placement, together with the Company's existing cash, are being used to fund the Company's activities, including:

- contributions towards the equity component of Phase 1 (liquids) of the Dorado development;
- Front End Engineering Design (FEED) work for the Dorado development;
- drilling of the high impact Apus-1 exploration well;
- appraisal of the recent Pavo-1 oil discovery, and studies to identify the next high impact drilling targets in the Bedout Sub-basin; and
- general corporate purposes, overhead expenses, working capital requirements and contingencies, including costs.

The purpose of this Resolution 1 is for Shareholders to approve and ratify, under ASX Listing Rule 7.4 and for all other purposes, the issue of the 234,806,987 New Shares pursuant to the Placement.

1.2 Shareholder approval for the purposes of ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any twelve (12) month period than that amount which represents fifteen percent (15%) of the number of fully paid ordinary securities on issue at the commencement of the twelve (12) month period.

Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of Listing Rule 7.1 if shareholders subsequently ratify the issue, and the issue did not breach Listing Rule 7.1 at the time of issue.

The issue of 234,806,987 Shares, being the New Shares described above, was completed on the Issue Date and the New Shares were issued within the fifteen percent (15%) limit permitted by Listing Rule 7.1 and does not fit within any of the relevant exceptions. However, without Shareholder approval pursuant to Listing Rule 7.4, the issue of the New Shares will be counted towards the Company's fifteen percent (15%) capacity and reduce the Company's ability to issue any further Shares in the twelve (12) month period following the Issue Date without obtaining Shareholder approval.

Accordingly, Resolution 1 seeks Shareholder approval of the issue of the New Shares for the purpose of Listing Rule 7.4.

If Resolution 1 is approved, the New Shares will be excluded in calculating the Company's fifteen percent (15%) capacity, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the twelve (12) month period following the Issue Date.

If Resolution 1 is not approved, the Company's ability to raise additional equity funds without Shareholder approval will be restricted until the Company's fifteen percent (15%) capacity is refreshed.

1.3 Information required under Listing Rule 7.5

Listing Rule 7.5 requires the following information to be provided to Shareholders:

Placement Shares	
<i>Number and class of securities:</i>	234,806,987 fully paid ordinary shares in the capital of the Company
<i>Issue price:</i>	\$0.30 per New Share
<i>Issue date:</i>	5 April 2022
<i>Terms of issue:</i>	The New Shares were issued on the same terms and conditions as existing Shares on issue, and will rank equally with those Shares.
<i>Allottees:</i>	The New Shares were issued to institutional and sophisticated investor clients of Euroz Hartleys Limited and Barrenjoey Markets Pty Ltd. No related parties, members of the Company's Key Management Personnel, substantial holders in the Company or advisers to the Company participated in the Placement.
<i>Use of funds raised:</i>	The issue raised A\$70m, which is being used for the purposes set out in Section 1.1 above.
<i>Voting exclusion:</i>	A voting exclusion statement is set out in Resolution 1 above.

1.4 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

ENQUIRIES

Shareholders are asked to contact the Company Secretaries, Mr Alex Doering or Mr Gavan Sproule, on (+61 8) 9321 2665 if they have any queries in respect of the matters set out in these documents.

Glossary

Extraordinary General Meeting, EGM or Meeting means the meeting convened by this Notice of Meeting.

ASX means ASX Limited.

ASX Listing Rules or **Listing Rules** means the listing rules of the 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.

Chairman means the person chairing the Meeting from time to time.

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

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

Director means a current director of the Company.

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

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

Resolution means the resolution set out in the Notice of Meeting.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of a Share.


Share Registrar means Link Market Services Limited.


LODGE YOUR VOTE

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

 **BY MAIL**
Carnarvon Energy 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
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

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



X99999999999

PROXY FORM

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

APPOINT A PROXY

the Chairperson of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairperson of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairperson 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 law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **2:00pm (AWST) on Monday, 23 May 2022 at Quest Kings Park, 54 Kings Park Road, West Perth, Western Australia** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairperson 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 received 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 Ratification of previous allotment and issue of Placement shares to institutional and sophisticated investors

STEP 2



* 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)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

STEP 3

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 Chairperson of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairperson 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 CHAIRPERSON OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairperson of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairperson of the Meeting will be voted according to the instructions set out in this Proxy Form.

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" must 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 **2:00pm (AWST) on Saturday, 21 May 2022**, 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).



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 Energy 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*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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

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