CARNARVON
PETROLEUM
LIMITED
ABN 60 002 688 851

5 February 2004

Company Announcements Office
Australian Stock Exchange Limited
Exchange Centre
20 Bond Street
SYDNEY NSW
Via ASX Online

Dear Sirs,

PROSPECTUS

Please see the attached Appendix 3B (separate PDF file) in relation to an offer by Carnarvon Petroleum Limited of approximately 45,385,360 ordinary shares at an issue price of 3.3 cents and 22,692,680 options to shareholders of the Company via a non-renounceable rights issue on the basis of one new ordinary share for every 5 ordinary shares held and attaching new option for every two new shares.

The record date for shareholders to participate in the rights issue is 13 February 2004.

A prospectus has been lodged with the Australian Securities and Investments Commission and will be mailed to shareholders on 16 February 2004.

The indicative timetable is set out below:

Event	**Indicative date**	**Business day**
Announce pro rata issue and lodge short form prospectus (before commencement of trade)	5/2/04	0
Dispatch notice to security holders regarding offer timetable and availability of prospectus	6/2/04	1
Ex date	9/2/04	2
Record date	13/2/04	6
Dispatch prospectus	16/2/04 – 17/2/04	7 -8
Announce completion of dispatch of prospectus	17/2/04	8
Acceptances close	2/3/04	18
Deferred settlement trading	3/3/04	19
Notification of under subscriptions	5/3/04	21
Despatch of holding statements/ end of deferred settlement trading	11/3/04	24

The company has applied for and been granted a waiver from Listing Rule 7.40 to permit the rights issue timetable to differ from the timetable contained in clause 3 of appendix 7A to the Listing Rules in the following respects:

- The record date may be 6 business days (13 February 2004 instead of 14 February 2004) after date of lodgement of the prospectus; and

- The closing date may be 12 business days (2 March 2004 instead of 5 March 2004) after the record date.

The waiver was granted on the condition that the prospectus is released to the market prior to the commencement of trading the day of its lodgement and the timetable is acceptable to the ASX.

The rights issue will be raise approximately $1.4 million and will be used by the company as working capital to fund its share of the drilling costs in the Wichian Buri Oil Field in Central Thailand in which the Company has a 40% interest.

Yours faithfully,
Carnarvon Petroleum Limited

Trevor Irwin
Company Secretary

Enquiries can be directed to: David Orth or Trevor Irwin on 61 3 9225 5400
30 January 2004

Level 50, 120 Collins Street Melbourne, Victoria 3000
Telephone: 61 3 9225 5400 Facsimile: 61 3 9225 5050

e-mail: admin@carnarvonpetroleum.com