

CANARGO ENERGY CORP

Form PRE 14A

April 16, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

CANARGO ENERGY CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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**CANARGO ENERGY CORPORATION  
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON JUNE 5, 2007**

The Board of Directors of CanArgo Energy Corporation, a Delaware Corporation (the Company), hereby gives notice that the Annual Meeting of stockholders of the Company will be held on June 5, 2007 at 10.30 a.m. Eastern Standard Time at 16<sup>th</sup> Floor, 101 Federal, Boston, MA 02110, U.S.A. for the following purposes, as more fully described in the accompanying Proxy Statement:

1. To elect directors to hold office until the next Annual Meeting of stockholders or until their successors are elected and qualified.
2. To approve the adoption of an amendment to the Company's Certificate of Incorporation to increase the number of shares of Common Stock that the Company will have authority to issue from 375,000,000 to 500,000,000 shares.
3. To transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

Only stockholders of record at the close of business on April 23, 2007 will be entitled to notice of, and to vote at, such meeting or any adjournments or postponements thereof. All holders of record of shares of the Company's Common Stock at close of business on the record date are entitled to vote at the meeting by sending in the proxy voting form by the specified deadline.

BY ORDER OF THE BOARD OF DIRECTORS

Liz Landles  
Corporate Secretary

St. Peter Port  
Guernsey, British Isles  
2007

**IMPORTANT: WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN, DATE AND MAIL PROMPTLY THE ACCOMPANYING PROXY CARD IN THE ENCLOSED RETURN ENVELOPE, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES OR AUTHORISE THE INDIVIDUALS NAMED IN YOUR PROXY CARD TO VOTE YOUR SHARES BY CALLING THE TELEPHONE NUMBER OR USING THE INTERNET BY THE DEADLINE AS DESCRIBED IN THE INSTRUCTIONS INCLUDED WITH YOUR PROXY CARD. THIS WILL ENSURE THE PRESENCE OF A QUORUM AT THE MEETING. IF YOU ATTEND THE MEETING, YOU MAY VOTE IN PERSON IF YOU WISH TO DO SO EVEN IF YOU HAVE PREVIOUSLY SENT IN YOUR PROXY CARD.**

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**CANARGO ENERGY CORPORATION**  
**P.O. Box 291, St Peter Port, Guernsey, GY1 3RR, British Isles**

**PROXY STATEMENT**

**2007 ANNUAL MEETING OF STOCKHOLDERS**

CanArgo Energy Corporation (the Company) is furnishing this Proxy Statement and the enclosed proxy in connection with the solicitation of proxies by the Board of Directors of the Company for use at the Annual Meeting of stockholders to be held on June 5, 2007 at 16th Floor, 101 Federal, Boston, MA 02110, U.S.A. and at any adjournments or postponements thereof (the Annual Meeting). The Proxy Statement and the enclosed proxy are first being sent to stockholders on or about May 4, 2007.

Only holders of the Company's Common Stock as of the close of business on April 23, 2007 (the Record Date) are entitled to vote at the Annual Meeting. Stockholders who hold shares of the Company in street name may vote at the Annual Meeting only if they hold a valid proxy from their broker. As of the Record Date, there were 238,487,390 shares of Common Stock outstanding. A majority of the outstanding shares of Common Stock entitled to vote at the Annual Meeting must be present in person or by proxy in order for there to be a quorum at the meeting. Stockholders of record who are present at the meeting in person or by proxy and who abstain from voting, including brokers holding customers' shares of record who cause abstentions to be recorded at the meeting and broker non-votes, will be included in the number of stockholders present at the meeting for purposes of determining whether a quorum is present.

Registration and seating will begin at 10.00 a.m. All stockholders attending the meeting will be asked to present valid picture identification, such as a driver's license or passport. Cameras, recording devices and other electronic devices will not be permitted at the meeting.

Each stockholder of record is entitled to one vote at the Annual Meeting for each share of Common Stock held by such stockholder on the Record Date. Stockholders do not have cumulative voting rights. Stockholders may vote their shares by using the proxy card enclosed with this Proxy Statement. All proxy cards received by the Company which are properly signed and have not been revoked will be voted in accordance with the instructions contained in the proxy cards. If a signed proxy card is received which does not specify a vote or an abstention and is not revoked prior to exercise, the shares represented by that proxy card will be voted as recommended by the Board of Directors as follows:

**FOR** the election of the director nominees.

**FOR** the approval of the amendment to the Company's Certificate of Incorporation.

The Company does not anticipate, as of the date hereof, of any matters to be voted upon at the Annual Meeting other than those stated in this Proxy Statement and the accompanying Notice of Annual Meeting of stockholders. If any other matters are properly brought before the Annual Meeting, to the extent allowed under Delaware Law, the enclosed proxy card gives discretionary authority to the persons named as proxies to vote the shares represented by the proxy card in their discretion.

Under Delaware law and the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, if a quorum exists at the meeting, the affirmative vote of a plurality of the votes cast at the meeting is required for the election of directors. A properly executed proxy marked "Withhold authority" with respect to the election of one or more directors will not be voted with respect to the director or directors indicated, although it will be counted for purposes of determining whether there is a quorum. Furthermore, with respect to the amendment of the Company's Certificate of Incorporation, the affirmative vote of a majority of the issued and outstanding shares of the Company's Common Stock is required for approval of the proposal and an abstention will result in a vote against the proposal. For each other item, the affirmative vote of the holders of a majority of the shares represented in

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person or by proxy and entitled to vote on the item will be required for approval. A properly executed proxy marked Abstain with respect to any such matter will not be voted, although it will be counted for purposes of determining whether there is a quorum. Accordingly, with respect to Proposal 2 an abstention will have the effect of a negative vote.

The Company requests that brokerage firms, bank nominees and other institutions that act as nominees or fiduciaries for owners of Common Stock, forward this Proxy Statement and proxies to persons for whom they hold shares and obtain authorization for the execution of proxies. If shares are held in the name of a brokerage firm, bank or nominee, only the brokerage firm, bank or nominee can sign a proxy with respect to stockholders' shares. Accordingly, such stockholder will not be able to vote their shares in person should they attend the meeting. Instead, the stockholder should contact the person responsible for their account and give instructions for a proxy representing their shares to be signed and voted as directed.

For shares held in street name through a broker, bank or other nominee, the broker, bank or nominee may not be permitted to exercise voting discretion with respect to some of the matters to be acted upon. Thus, if stockholders do not give their broker or nominee specific instructions, their shares may not be voted on those matters and will not be counted in determining the number of shares necessary for approval. Shares represented by such broker non-votes will, however, be counted in determining whether there is a quorum.

A stockholder of record may revoke a proxy at any time before it is voted at the Annual Meeting by (a) delivering a proxy revocation or another duly executed proxy bearing a later date to the Corporate Secretary of the Company or (b) attending the Annual Meeting and voting in person. Attendance at the Annual Meeting will not revoke a proxy unless the stockholder actually votes in person at the meeting.

The proxy card accompanying this Proxy Statement is solicited by the Board of Directors of the Company. The Company will pay all of the costs of soliciting proxies. In addition to solicitation by mail, officers, directors and employees of the Company may solicit proxies personally, or by telephone, without receiving additional compensation. The Company has retained Gambit H & K AS in Norway to assist in the solicitation of proxies in connection with the Annual Meeting. The Company will pay the firms customary fees, expected to total approximately \$10,000 plus expenses. The Company, if requested, will also pay brokers, banks and other fiduciaries who hold shares of Common Stock for beneficial owners for their reasonable out-of-pocket expenses of forwarding these materials to stockholders.

The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006 is enclosed with this Proxy Statement for each stockholder.

**PROPOSAL 1 ELECTION OF DIRECTORS**

The current term of office of all of the Company's directors expires at the 2007 Annual Meeting. A majority of the independent directors has nominated all five persons to be elected directors at the annual meeting to hold office until the next annual meeting of stockholders and until the election of their respective successors. All of the nominees are currently serving as directors and have indicated that they are willing and able to serve as directors.

Directors are elected by a plurality of votes cast at the meeting; any shares not voted (by abstention, broker non-vote, or otherwise) have no impact on the vote. If you do not wish your shares to be voted for a particular nominee, you may so indicate in the space provided on the proxy form or withhold authority. All proxies received by the Board of Directors will be voted **FOR** the nominees listed below if no direction to the contrary is given. Each of the nominees has consented to serve if elected. In the event that any nominee is unable or declines to serve, the proxies will be voted for the election of any alternate nominee who is designated by the Board of Directors.

The nominees for director are Dr. David Robson, Vincent McDonnell, Michael Ayre, Russ Hammond and Nils Trulsvik.

Biographical information regarding each nominee is set forth in the section entitled Directors, Executive Officers and Corporate Governance - *Management of the Company* below.

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE IN FAVOR OF THIS PROPOSAL (Proposal 1)  
PROPOSAL 2 INCREASE OF AUTHORISED SHARE CAPITAL**

The Board of Directors has unanimously adopted a resolution authorizing an amendment to the Company's Certificate of Incorporation (the Certificate) to increase the total number of the Company's authorized shares of Common Stock from 375,000,000 shares to 500,000,000 shares, par value \$0.10. The proposed amendment is subject to approval by the Company's stockholders.

The Common Stock, including the additional shares proposed for authorization, do not have pre-emptive or similar rights, which means that current stockholders do not have a prior right to purchase any new issue of capital stock of the Company in order to maintain their proportionate ownership thereof. Thus, the issuance of additional shares of Common Stock might dilute, under certain circumstances, the ownership and voting rights of stockholders. Each of the additional authorized shares of Common Stock will have the same rights and privileges as the currently authorized Common Stock.

The proposed amendment will modify the first sentence of paragraph (a) of Article Four of the Certificate to read as follows:

(a) The total number of shares of all classes of stock which the Corporation shall have authority to issue is five hundred and five million (505,000,000), consisting of:

- (1) Five million (5,000,000) shares of Preferred Stock, par value ten cents (\$0.10) per share (the Preferred Stock);
- (2) Five hundred million (500,000,000) shares of Common Stock, par value ten cents (\$0.10) per share (the Common Stock).

The Company is currently authorized to issue 380,000,000 shares of capital stock, of which 375,000,000 are designated as Common Stock and 5,000,000 shares are designated as Preferred Stock. The proposed amendment would increase the total number of shares of authorized capital stock to 505,000,000 shares and the number of shares of Common Stock authorized to 500,000,000. The authorized shares of Common Stock were last increased by the stockholders at the Annual General Meeting in May 2006, when the number of shares was increased from 300,000,000 to 375,000,000 shares.

As of April 23, 2007, 238,487,390 shares of Common Stock were issued and outstanding, no shares of capital stock were held by the Company as treasury stock and no shares of Preferred Stock were issued and outstanding. In relation to the 136,512,610 currently authorized but unissued shares of Common Stock, an aggregate of 95,655,214 shares have been reserved for future issuance: 45,270 shares in connection with the exchange of Exchangeable Shares previously issued by the Company in connection with an acquisition; 9,276,000 shares of Common Stock upon exercise of outstanding stock options granted under certain stock option plans; 26,800,000 shares issuable upon exercise of outstanding warrants; up to 8,568,667 reserved for issuance under our existing option plans; and up to 50,965,277 shares reserved for issuance in connection with certain existing contractual arrangements.

If the proposed amendment is adopted, it will become effective upon filing of the proposed amendment with the Delaware Secretary of State's office.

The Board of Directors believes that it is advisable and in the best interests of the Company to have available additional authorized but unissued shares of Common Stock in an amount adequate to provide for the future business needs of the Company and to take advantage of future corporate opportunities. The increase in authorized Common Stock will not have any immediate effect on the rights of existing stockholders. However, the additional shares will be available for issuance from time to time by the Company, at the discretion of the Board of Directors, without further authorization by vote of the stockholders unless applicable law or regulation or stock exchange requirements otherwise require such authorization. These shares may be issued for any proper corporate purpose including, without limitation, acquiring other businesses in exchange for shares of Common Stock; entering into



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joint venture arrangements with other companies in which Common Stock or the right to acquire Common Stock are part of the consideration; stock splits or stock dividends; raising capital through the sale of Common Stock or securities convertible into or exercisable or exchangeable for Common Stock; and attracting and retaining valuable employees and consultants by the issuance of additional stock, stock options or use of stock-based plans.

Although the Company may engage in the foregoing actions in the future, except for the issuance of additional stock options under the Company's 2004 Long Term Stock Incentive Plan, and the possible sale of shares of Common Stock or securities convertible into or exercisable or exchangeable for Common Stock to raise additional capital, no such actions involving the issuance of additional shares of Common Stock are pending as of the date hereof. The Board of Directors would intend to use any funds raised from any such possible issuances to finance principally the Company's existing and proposed activities in the Republic of Georgia, the Caucasus, the Black Sea region and South West Asia.

If the proposed amendment is approved, the Board of Directors would be able to authorize the issuance of shares of Common Stock without the necessity, and related costs and delays, of either calling a special stockholders' meeting or waiting for the next regularly scheduled meeting of stockholders in order to increase the authorized shares of Common Stock.

The issuance of the additional shares of Common Stock could have the effect of diluting earnings per share and book value per share, which could adversely affect the Company's existing stockholders. Issuing additional shares of Common Stock may also have the effect of delaying or preventing a change of control of the Company. The Company's authorized but unissued Common Stock could be issued in one or more transactions that would make more difficult or costly, and less likely, a takeover of the Company. The proposed amendment to the Certificate is not being recommended in response to any specific effort of which the Company is aware to obtain control of the Company and the Board of directors has no present intention to use the additional shares of Common Stock in order to impede a takeover attempt.

The affirmative vote of a majority of the issued and outstanding shares of Common Stock of the Company entitled to vote at the Annual Meeting is required for approval of this amendment to the Certificate to increase the Company's authorized shares of Common Stock. An abstention will, accordingly, result in a vote against the proposal.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE IN FAVOUR OF THIS PROPOSAL  
(Proposal 2)**

**DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

**Management of the Company**

The members of the Board of Directors and the Executive Officers of the Company are identified below:

<b>Name</b>	<b>Age</b>	<b>Positions Held</b>
David Robson	49	Chairman of the Board and Chief Executive Officer
Vincent McDonnell	48	President, Chief Operating Officer, Chief Commercial Officer and Director
Jeffrey Wilkins	44	Chief Financial Officer
Liz Landles	46	Corporate Secretary and Executive Vice President
Michael Ayre (1)	50	Director
Russ Hammond (1) (2)	65	Director
Nils Trulsvik (1) (2)	58	Director

(1) Member of Audit Committee.

(2) Member of Compensation Committee.

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**Dr. David Robson**, a resident of Guernsey, was elected a Director, Chairman of the Board and Chief Executive Officer of the Company on July 15, 1998 and subsequently President and Chief Executive Officer, being reappointed Chairman on November 21, 2002. He has also served as a Director, Chairman of the Board and Chief Executive Officer of the Company's subsidiary, CanArgo Oil & Gas Inc., since July 1997, as President of CanArgo Oil & Gas Inc.'s subsidiary, Ninotsminda Oil Company Ltd, since 1996, and as Chairman and Managing Director and sole owner of Vazon Energy Limited, a company which provides consulting services to the energy industry, since March 1997. From April 1992 until July 1993, Dr. Robson was General Manager of JP Kenny/Intershelf Oil & Gas Resources, from July 1993 until December 1993, Operations Director of JP Kenny Exploration and Production Limited ( JP Kenny ), from December 1993 until November 1994, Managing Director, JP Kenny, and from November 1994 until March 1997, Dr. Robson was Chief Executive Officer of the London Stock Exchange listed company, JKX Oil & Gas plc. Prior to this he was employed in technical and commercial positions in Britoil plc, Hamilton Oil and Mobil. In June 2003 Dr. Robson was awarded with the Order of Honour for services to the Georgian hydrocarbon extraction industry. He holds a B.Sc. (Hons) degree in Geology, a Ph.D. in Geochemistry and an MBA.

**Vincent McDonnell**, a resident of the United Kingdom, was elected a Director of the Company on May 2, 2003. He served the Company as Chief Financial Officer from September 23, 2002 to May 6, 2005, since May 6, 2005 has held the position of Chief Operating Officer and since August 1, 2006 has held the position of President. Prior thereto, he served the Company as Chief Commercial Officer from April 2001 and Commercial Manager from December 2000. Prior to joining the Company, he was an independent oil and gas consultant from May 1999 until October 2000. From 1994 until April 1999, Mr. McDonnell served as Commercial Manager of JKX Oil & Gas plc. Prior to 1994, Mr. McDonnell worked in various business, commercial and technical roles with a number of companies, including Mobil and Britoil plc. He holds a B.Sc (Hons.) degree in Geology, a M.Sc. degree in Geophysics and an MBA.

**Jeffrey Wilkins**, a resident of the United Kingdom, was appointed Chief Financial Officer on August 1, 2006. Mr. Wilkins had served as the Company's Financial Controller from April 2001 until his appointment as the Company's Chief Financial Officer. Prior to his appointment as the Company's Financial Controller, he held various European finance positions for Fisher-Rosemount, part of Emerson Electric Company between 1995 and 1999 and then up to joining the Company was European Financial Accountant for Dialog, a business of The Thomson Corporation. Mr. Wilkins is a Chartered Management Accountant with a joint degree in Economics and Politics from the University of Bath.

**Liz Landles**, a resident of Guernsey, was appointed Corporate Secretary on August 1, 2002, having served as Assistant Corporate Secretary of the Company since December 2000. Mrs. Landles also acts as the Company's Administration Manager and is responsible for organising the Company's administrative activities. Mrs. Landles has worked for the Company since October 1997, principally in an administrative role and as a Director of some of the Company's subsidiaries. She was appointed as Executive Vice President in November 2005. She holds an Advanced Diploma of Business Administration and is a Fellow of The Institute of Business Administration (FInstBA).

**Michael Ayre**, a resident of Guernsey, was elected a Director of the Company on March 5, 2004. He is currently Managing Director of Mees Pierson Reads, a trust management and financial advisory company. He was previously employed from 1983 to 1987 in the London office of Touche Ross & Co (now Deloitte), and the Guernsey office from 1981 to 1983 of Peat Marwick Mitchell (now KPMG). Mr. Ayre is a member of the Chartered Association of Certified Accountants and the Chartered Institute of Taxation. He was formerly a non-employee director of Woolwich Guernsey Limited and is currently a non-employee director of the Guernsey subsidiaries of Unigestion, a Swiss fund management group.

**Russ Hammond**, a resident of the United Kingdom, was elected a Director of the Company on July 15, 1998. He has also served as a Director of the Company's subsidiary, CanArgo Oil & Gas Inc., since June 1997. Although retired, Mr. Hammond has over the past five years been an investment advisor to Provincial Securities Limited, a private investment company. Mr. Hammond has been Chairman of Terrenex Acquisition Corporation, an oil and gas and joint venture company, since 1992 and a Non Executive Director of Questerre Energy Inc., an oil and gas exploration and production company, since 2000. In June 2003 Mr. Hammond was awarded with the Order of Honour for services to

the Georgian hydrocarbon extraction industry.

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**Nils Trulsvik**, a resident of Norway, was elected a Director of the Company on August 17, 1994. He served the Company as President and Chief Executive Officer from February 1997 to July 1998 and from November 1994 to March 1995; and as Executive Vice President from March 1995 to February 1997 and from September 1994 until November 1994. Mr. Trulsvik served as the Chief Executive Officer of Force Petroleum Limited from January 1999 to May 2005. Since May 2005 Mr. Trulsvik has been Managing Director of InterOil Exploration & Production ASA, an oil and gas exploration and production company operating principally in South America. Mr. Trulsvik is a petroleum explorationist with extensive experience in petroleum exploration and development throughout the world. Prior to joining the Company, he held various positions with Nopec a.s., a Norwegian petroleum consultant group of companies of which he was a founder, including Managing Director from 1987 to 1993 and Special Advisor from 1993 to August 1994.

The current term of office of all of the Company's directors expires at the 2007 Annual Meeting. A majority of the independent directors has nominated all five persons to be elected directors at the Annual Meeting to hold office until the Annual Meeting of stockholders in 2008 and until their successors are elected and qualified. All directors will hold office until the Annual Meeting of stockholders at which their terms expire and the election and qualification of their successors.

There are no family relationships among any of the Company's directors or executive officers.

### **Director Nomination**

*General.* The Board does not have a nominating committee. The functions of the nominating committee are performed by a majority of the independent directors who consider candidates for Board membership suggested by Board members, as well as management and stockholders and make recommendations for the Board's selection. The Board may also retain a third-party executive search firm from time to time if it believes such engagement is advisable in order to identify suitable candidates.

*Stockholder Nominees.* A stockholder who wishes to recommend a prospective nominee for the Board should notify any independent director in writing with whatever supporting material the stockholder considers appropriate, including (a) all information relating to such nominee that is required to be disclosed pursuant to Regulation 14A under the Securities Exchange Act of 1934 (including such person's written consent to being named in the Proxy Statement as a nominee and to serving as a director (if elected)); (b) the names and addresses of the stockholders making the nomination and the number of shares of the Company's Common Stock which are owned beneficially and of record by such stockholders; and (c) appropriate biographical information and a statement as to the qualification of the nominee. A stockholder nomination should be submitted in the timeframe described in the Bylaws of the Company.

*Process for Identifying and Evaluating Nominees.* Once the independent directors have identified a prospective nominee, the Board makes an initial determination as to whether to conduct a full evaluation of the candidate. This initial determination is based on the information provided to the Board with the recommendation of the prospective candidate, as well as the Board's own knowledge of the prospective candidate, which may be supplemented by inquiries to the person making the recommendation or others. The preliminary determination is based primarily on the need for additional Board members to fill vacancies or to expand the size of the Board and the likelihood that the prospective nominee can satisfy the evaluation factors described below. If the Board determines, in consultation with the independent directors and other Board members as appropriate, that additional consideration is warranted, it may request a third-party search firm to gather additional information about the prospective nominee's background and experience and to report its findings to the Board. The Board then evaluates the prospective nominee against the following standards and qualifications, including:

the extent to which the prospective nominee contributes to the range of talent, skill and expertise appropriate for the Board;

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the prospective nominee's ability to dedicate sufficient time, energy and attention to the diligent performance of his or her duties, including the prospective nominee's service on other public company boards;

the prospective nominee's standards of integrity, commitment and independence of thought and judgment; and

the extent to which the prospective nominee helps the Board reflect the diversity of the Company's stockholders, employees, customers and communities in which the Company operates.

The Board also considers such other relevant factors as it deems appropriate, including the current composition of the Board, the balance of management and independent directors, the need for Audit Committee and technical expertise and the evaluations of other prospective nominees. In connection with this evaluation, the Board determines whether to interview the prospective nominee, and if warranted, one or more members of the Board, and others, including members of management, as appropriate. After completing this evaluation and interview, the Board determines the nominees after considering the recommendations and views of the directors and others as appropriate. The Board has adopted resolutions addressing the nominations process and such related matters as may be required under U.S. federal securities laws and the rules of The American Stock Exchange, Inc (the AMEX) and the Oslo Stock Exchange. A copy of the resolutions is available on the Company's website ([www.canargo.com](http://www.canargo.com)).

To date, the Company has never received a proposal from a stockholder to nominate a director. Although the Company has not adopted a formal policy with respect to stockholder nominees, the directors expect that the evaluation process for a stockholder nominee would be similar to the process outlined above.

*Process for Determining which Directors are Considered Independent.* On April 21, 2004, the Company's Common Stock began trading on the AMEX. In connection with its Common Stock listing, the Company became subject to the listing standards adopted by the AMEX. The full text of the AMEX requirements can be found on its website ([www.amex.com](http://www.amex.com)).

Pursuant to AMEX and Securities and Exchange Commission (SEC) requirements, the Board undertook its annual review of director independence in March 2007. During this review, the Board considered transactions and relationships between each director or any member of his immediate family and the Company and its subsidiaries and affiliates, including those reported under *Certain Relationships and Related Transactions* below. The Board also examined transactions and relationships between directors or their affiliates and members of the Company's senior management or their affiliates. As provided in the AMEX and SEC requirements, the purpose of this review was to determine whether any such relationships or transactions were inconsistent with a determination that the director is independent.

As a result of this review, the Board affirmatively determined that, other than David Robson and Vincent McDonnell, all of the directors nominated for election at the Annual Meeting are independent of the Company and its management under the standards set forth in the requirements of the AMEX and the SEC. In addition, as further required by the AMEX listing standards, the Board has made an affirmative determination as to each independent director that no material relationships exist between any non-employee director and the Company which, in the opinion of the Board, would interfere with the exercise of their independent judgment. David Robson and Vincent McDonnell are considered inside directors because of their role as senior executives of the Company. We provide additional information regarding Mr. Hammond under *Certain Relationships and Related Transactions* below.

*Board Nominees for the 2007 Annual Meeting.* Each of the nominees listed in this Proxy Statement are current directors standing for re-election.

**Communications with Directors**

Stockholders and other parties interested in communicating directly with the non-employee directors as a group may do so by writing to: Nils Trulsvik c/o Corporate Secretary, CanArgo Energy Corporation, P.O. Box 291, St. Peter Port, Guernsey, GY1 3RR, British Isles in an envelope marked Confidential. The Corporate Secretary of the

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Company will promptly forward to Mr. Trulsvik all such correspondence. In addition, if you wish to communicate generally with the Board you may do so by writing to: Corporate Secretary, CanArgo Energy Corporation, P.O. Box 291, St. Peter Port, Guernsey, GY1 3RR, British Isles. The Corporate Secretary of the Company reviews all such non-confidential correspondence and regularly forwards to the Board a summary of all correspondence as well as copies of all correspondence that, in the opinion of the Corporate Secretary, deals with the functions of the Board or its Committees or that she otherwise determines requires their attention. Directors may at any time review a log of all correspondence received by the Company that is addressed to members of the Board and request copies of any such non-confidential correspondence.

Any shareholder may submit at any time a good faith complaint regarding any questionable accounting, internal controls or auditing matters concerning the Company. All such complaints are immediately brought to the attention of the Company and handled in accordance with procedures established by the Audit Committee with respect to such matters. Confidential, anonymous reports may be made by writing to the Chair of the Audit Committee, c/o Corporate Secretary, CanArgo Energy Corporation, P.O. Box 291, St. Peter Port, Guernsey, GY1 3RR, British Isles, in an envelope marked Confidential .

The Company has a policy of encouraging all directors to attend the annual stockholder meetings.

The Company operates a whistleblowing policy for its employees allowing them to submit at anytime a good faith complaint regarding any questionable accounting, internal controls or auditing matters concerning the Company without fear of dismissal or retaliation of any kind. Any employee with concerns regarding accounting or compliance matters may report their concerns on a confidential or anonymous basis to the Company's Audit Committee Chairman by calling an independent Hot Line established by the Company and administered by an independent third-party provider for that purpose.

### **Director Compensation**

The Company uses a combination of cash and stock-based incentive compensation to attract and retain qualified candidates to serve on the Board. In setting director compensation, the Company considers the significant amount of time that Directors expend in fulfilling their duties to the Company as well as the skill-level required by the Company of members of the Board.

### **Cash Compensation Paid to Board Members**

In 2006 the Company paid directors' fees to the non-employee directors (in UK Pounds Sterling) on an adjusted quarterly basis at a rate of \$97,905 per year plus \$1,958 for each meeting of the Audit Committee that they attend (using an exchange rate of £1 = \$1.9581 as at December 31, 2006 (as quoted on [www.oanda.com](http://www.oanda.com)). The Company also reimburses ordinary out-of-pocket expenses for attending Board and Committee meetings. Directors who are also employees of the Company receive no additional compensation for service as a director. The Company does not provide retirement benefits to directors under any current program.

### **Director Summary Compensation Table**

The following table shows the compensation paid to all persons who were non-employee directors, including their respective affiliates, during the fiscal year ended December 31, 2006:

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(a)	(b)	(c)	(d)	(e)
Name	Feed Earned or Paid in Cash (\$)	Option Awards (\$)	All Other Compensation (\$)	Total (\$)
Nils Trulsvik	105,737			105,737
Russ Hammond	105,737			105,737
Michael Ayre	105,737			105,737

**Compensation Committee Interlocks and Insider Participation**

During 2006, the Company's Compensation Committee consisted of Nils Trulsvik and Russ Hammond, both currently non-employee directors. See the Section entitled **BOARD MEETINGS AND COMMITTEES** *Compensation Committee* below.

**Code of Business Conduct and Ethics**

The Company has adopted a written *Code of Business Conduct and Ethics*, which sets forth the Company's standards of expected business conduct and which is applicable to all employees, including the Chief Executive Officer, the principal Financial Officer, principal accounting officer or controller, and persons performing similar functions (each a Principal Officer), as well as the directors of the Company. This *Code of Business Conduct and Ethics* is filed as Exhibit 14.1 to the Company's Annual Report on Form 10-K for the fiscal year ended 2004, filed with the Securities and Exchange Commission. A copy of the Company's *Code of Business Conduct and Ethics* is available on the Company's website ([www.canargo.com](http://www.canargo.com)). The Company intends to post amendments to or waivers from its *Code of Business Conduct and Ethics* (to the extent applicable to or affecting any Principal Officer or director) at this location on its website.

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

David Robson, Liz Landles and Richard Battey (Chief Financial Officer up to July 31, 2006), each provide (and with respect to Mr. Battey provided) all of their services to the Company through Vazon Energy Limited, a corporation organized under the laws of the Bailiwick of Guernsey, of which Dr. Robson is the sole owner and Chairman and Managing Director. See *Executive Compensation* *Employment Agreements and other Arrangements* below for a description of Vazon Energy Limited's agreements with the Company.

Mr. Russ Hammond, a non-employee director of the Company, is also an Investment Advisor to Provincial Securities Limited who became a minority shareholder in the Norio and North Kumisi (Block XI<sup>c</sup>) Production Sharing Agreement through a farm-in agreement to the Norio MK72 well. On September 4, 2003 the Company concluded a deal to purchase Provincial Securities Limited's minority interest in CanArgo Norio Ltd by a share swap for shares in the Company. The purchase was achieved by issuing 6 million restricted shares of Common Stock in the Company to the minority interest holders in CanArgo Norio Ltd. Of the interests in CanArgo Norio Ltd, Provincial Securities Limited owned 4% and received 2,234,719 shares of the Company's Common Stock.

Provincial Securities Limited also had an interest in Tethys Petroleum Limited (Tethys), a Guernsey company, established to develop potential projects in Kazakhstan, in which the Company had a minority interest until June 2005 when the Company acquired the remaining 55% interest in Tethys which it did not own. Pursuant to this transaction, Provincial Securities Limited received 5,500,000 shares of the Company's Common Stock in exchange for its interest in Tethys. Mr. Hammond did not receive any compensation in connection with these transactions and

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disclaims any beneficial ownership of Provincial Securities Limited or of any shares of the Company's common stock owned by Provincial Securities Limited. Mr. Julian Hammond, Mr. Hammond's son, is employed as a Vice-President of Tethys Petroleum Limited, currently a subsidiary of the Company, at an annual salary of £96,000 Pounds Sterling (£) and has been awarded an aggregate of 190,000 options to purchase shares of Common Stock under the Company's Stock Option Plans at a weighted average exercise price of \$0.82. Mr. Hammond disclaims ownership of his son's shares.

Transactions with affiliates or other related parties including management of affiliates are to be undertaken on the same basis as third party arms-length transactions. Transactions with affiliates and other related parties are reviewed and voted on by the Board with any potential related parties absent from such discussions or votes.

The Company is in the process of reviewing its policy with respect to the review, approval or ratification of related person transactions and to date a formal policy has not been adopted by the Board. However, the Company follows the rules adopted by the AMEX in respect of related party transactions and is annually required to review related person transactions. Further, on an annual basis, each Director and executive officer is obligated to complete a Director and Officer Questionnaire which requires disclosure of any transaction with the Company in which the Director and executive officer, or any member of his or her immediate family, have a direct or indirect material interest.

### **BOARD MEETINGS AND COMMITTEES**

During fiscal 2006, the Company's Board of Directors met three times either at face to face board meetings or by telephone conference call. The Board of Directors has standing Audit and Compensation Committees. The Audit Committee met four times, and the Compensation Committee met two times during fiscal 2006. Each member of the Board attended 75% or more of the Board meetings, and each member of the Board who served on either the Audit or Compensation Committee attended at least 75% of the Committee meetings.

*Audit Committee.* The Audit Committee is currently comprised of Messrs. Ayre, Hammond and Trulsvik. All of the members of the Audit Committee are independent within the meaning of SEC regulations and the listing standards of the AMEX. Mr. Ayre, the Chairman of the Committee, is qualified as an audit committee financial expert within the meaning of SEC regulations and the Board has determined, in the exercise of its business judgment, that he has accounting and related financial management expertise within the meaning of the listing standards of the AMEX. The Audit Committee, among other responsibilities, recommends the hiring of our independent auditors, reviews the functions of management and our independent auditors pertaining to our audits and the preparation of our financial statements and performs such other related duties and functions as are deemed appropriate by the Audit Committee.

*Compensation Committee.* The Compensation Committee currently consists of Messrs. Trulsvik (Chairman) and Hammond. The Board has determined that all members of the Compensation Committee are independent directors under the AMEX Listing Standards and the SEC Regulations. The Compensation Committee administers the Company's benefit plans, reviews and administers all compensation arrangements for executive officers, and establishes and reviews general policies relating to the compensation and benefits of our officers and employees.

### **EXECUTIVE COMPENSATION**

#### **Compensation Discussion and Analysis**

#### **Compensation Committee**

The Compensation Committee has two members and met two times during fiscal year 2006. The Compensation Committee is comprised solely of non-employee Directors, all of whom the Board has determined are independent pursuant to AMEX rules. A charter for the compensation committee has been compiled although this charter is currently subject to internal review and has not been formally adopted by the Board in the last three fiscal years.



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The Compensation Committee is responsible for setting and administering policies that govern the Company's executive compensation programs, including stock compensation plans, although these policies are in the process of internal review and have not been formally adopted by the Board. The Compensation Committee's responsibilities include, among other duties, the responsibility to:

establish the base salary, incentive compensation and any other compensation for the Company's elected and appointed executive officers;

exercise oversight with respect to and to supervise the compensation scheme for the other employees of the company;

administer and grant awards under any stock option plan adopted by the Board;

administer and grant awards under the Corporation's securities compensation plan adopted August 16, 1995 by a predecessor by merger to this Corporation;

recommend to this Board any additional compensation, retirement or other employee benefit plan; and

perform other functions or duties deemed appropriate by the Board.

Compensation decisions for all four executive officers of the Company, which includes the Chairman of the Board and Chief Executive Officer, are made by the Compensation Committee.

The agenda for meetings of the Committee is determined by the Chairman of the Compensation Committee with the assistance of the Chairman of the Board and Chief Executive Officer. Compensation Committee meetings are regularly attended by the Chairman of the Board and Chief Executive Officer. The Compensation Committee's Chairman reports the Committee's recommendations on executive compensation to the Board. The Chairman of the Board and Chief Executive Officer may be delegated authority to fulfill certain administrative duties regarding the compensation programs. The Compensation Committee, under its proposed charter, has authority to retain, approve fees for and terminate advisors, consultants and agents as it deems necessary to assist in the fulfillment of its responsibilities although during fiscal year 2006 it did not seek external assistance.

### **Role of Executive Officers in Compensation Decisions**

The Compensation Committee makes all compensation decisions for all executive officers of the Company and approves recommendations regarding both equity and non-equity compensation. The Chairman of the Board and Chief Executive Officer regularly attends meetings of the Compensation Committee. The Chairman of the Board and Chief Executive Officer annually reviews the performance of each executive officer (other than the Chairman of Board and Chief Executive Officer whose performance is reviewed by the Committee). The conclusions reached and recommendations based on these reviews, including with respect to salary adjustments and annual award amounts are presented to the Committee. The Committee can exercise its discretion in adopting or modifying any recommendations or awards to executive officers.

### **Overview of Compensation Program**

The Compensation Committee of the Board of Directors has responsibility for establishing, implementing and continually monitoring adherence with the Company's compensation philosophy. The Committee ensures that the total compensation paid to the executive officers of the Company is fair, reasonable and competitive.

Throughout this Proxy Statement, the individuals who served as the Company's Chairman of the Board and Chief Executive Officer, Chief Operating Officer and President, and Chief Financial Officer during fiscal year 2006, as well as the other individual included in the Summary Compensation Table on page 15, are referred to as the named officers.

### **Compensation Philosophy and Objectives**

The philosophy of the Compensation Committee is to approve compensation programs intended to:

Attract and retain talented executive officers and key employees by providing total compensation competitive with that of other executives employed by companies of similar size, complexity and lines of business;

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Motivate executives and key employees to achieve strong financial and operational performance;

Emphasize performance-based compensation, which balances rewards for short-term and long-term results;

Reward individual performance;

Link the interests of executives with shareholders by providing a significant portion of total pay in the form of stock incentives; and

Encourage long-term commitment to the Company.

**Setting Executive Compensation**

Based on the foregoing objectives, the Compensation Committee has structured the Company's annual and long-term incentive based executive compensation to motivate executives to achieve business goals set by the Company. In furtherance of this, the Compensation Committee reviews data from annual reports and proxy statements issued by competitors to assess the Company's competitive position with respect to the following three components of executive compensation:

base salary;

short-term incentives; and

long-term incentives.

In making compensation decisions, the Committee reviews each element of total compensation against a peer group of publicly traded oil and gas companies. This peer group, which is periodically reviewed and updated by the Compensation Committee, consists of companies that the Committee believes are of similar stature to CanArgo Energy Corporation in terms of geographical operating environment and industry profile. The information derived from the peer group provides an indication of what executives might command from companies operating in a similar environment to that of CanArgo Energy Corporation. The companies comprising the peer group are as follows:

o JKX Oil and Gas plc

o Revus Energy AS

o Lundin Petroleum

The Compensation Committee does not target a specific percentile in the range of comparative data for each individual executive or for each component of compensation. Instead, the Compensation Committee structures a total compensation package in view of the comparative data and such other factors specific to the executive, including level of responsibility, prior experience and expectations of future performance. The Compensation Committee uses peer group data and also information contained from a review of a wider selection of publicly available annual reports for oil and gas companies to test for reasonableness and competitiveness of its compensation package as a whole, but exercises subjective judgment in allocating compensation among executives and within each individual's total compensation package.

**2006 Compensation Committee Activity**

The Compensation Committee met two times during fiscal year 2006. The Chairman of the Board and Chief Executive Officer attended both meetings to provide his recommendations in respect of various elements of compensation to named officers reporting to him. During 2006, the Compensation Committee reviewed and recommended, for each named officer, the level of compensation for each individual executive compensation component. The Compensation Committee did not adopt any new compensation plans or programs during the year nor did it introduce any new compensation policies during the year. The Company is in the process of developing its

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general compensation policies and to date no general policy has been adopted by the Board. However, terms and conditions relating to each named officer are contained in their specific service agreements. All named officer service agreements are publicly available through previous SEC filings.

**2006 Executive Compensation Components**

For the fiscal year ended December 31, 2006, the principal components of compensation for named officers were:

base salary;

long-term incentive compensation; and

other personal benefits.

**Base Salary**

Base salaries for executives were determined based upon job responsibilities, level of experience, individual performance, comparisons to the salaries of executives in similar positions obtained from competitive data from the peer group and also information contained from a review of a wider selection of publicly available annual reports for oil and gas companies. The goal for the base pay component is to compensate executives at a level which approximates the median salaries of individuals in comparable positions with comparable companies in the oil and gas industry. The Compensation Committee approves all salary increases for executive officers.

**Long-Term Incentive Compensation**

The Compensation Committee has structured long-term incentive compensation to provide for an appropriate balance between rewarding performance and encouraging employee retention. Long-term incentives are granted primarily in the form of stock options. The purpose of stock options is to align compensation directly with increases in shareholder value. The number of options granted is determined by reviewing competitive data from the peer group and also information contained from a review of a wider selection of publicly available annual reports for oil and gas companies to determine the compensation made to other executives and management employees in comparable positions with comparable companies in the oil and gas sector. In determining the number of options to be awarded, the Compensation Committee also considers the grant recipient's qualitative and quantitative performance, the size of stock option awards in the past, and expectations of the grant recipient's future performance.

During 2006, stock options were awarded to two named officers from the Company's 2004 Long Term Stock Incentive Plan (2004 Plan). See the additional information regarding such grants appearing elsewhere in this Proxy Statement. No stock options were awarded to the Chairman of the Board and Chief Executive Officer. Stock options are granted at a price determined by the Committee, but not less than 100% of the fair market value of the stock on the date of the grant of the option. The Committee determined the price of granted options during the year at a 5% premium to the average price calculated over three days of the AMEX's closing price of the Company's Common Stock prior to the date of grant. The Committee did not and has never granted options with an exercise price that is less than the closing price of the Company's Common Stock on the grant date. Options granted by the Committee during 2006 have a term of 7 years from date of issue and vest 1/3 for each year over 3 years beginning immediately. Vesting and exercise rights cease three months after termination of employment except in the case of death, retirement or permanent disability.

**Other Personal Benefits:**

The Company provided named officers with the following other personal benefits that the Company and the Committee believe are reasonable and consistent with its overall compensation program to better enable the Company to attract and retain superior employees for key positions. The Committee periodically reviews the levels of other personal benefits provided to named officers.

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For each of the named officers, including the Chairman of the Board and Chief Executive Officer, the Company makes a monthly contribution of 9% of base salary to the named officer's individual personal pension plans, schemes or arrangements. Additionally, each named officer is provided with life assurance with death coverage of four times their annual salary, permanent health, critical illness; income protection and family healthcare insurance. The Company does not maintain or sponsor any Company pension plans.

During 2006, one named officer received a one off payment in respect of a disturbance allowance to reflect the unusual time located away from the executive officer's home residence.

**Tax and Accounting Implications**

*Compliance with Section 162(m) of the Internal Revenue Code*

Under Section 162(m) of the United States Internal Revenue Code of 1986, as amended, the Company may not deduct annual compensation in excess of \$1 million paid to certain employees; generally its Chief Executive Officer and its four other most highly compensated executive officers, unless that compensation qualifies as performance-based compensation. While the Compensation Committee intends to structure performance-related awards in a way that will preserve the maximum deductibility of compensation awards, the Compensation Committee may from time to time approve awards which would vest upon the passage of time or other compensation which would not result in qualification of those awards as performance-based compensation. It is not anticipated that compensation realized by any executive officer under the Company's plans and programs now in effect will result in a material loss of tax deductions.

*Accounting for Stock-Based Compensation*

For the year ended December 31, 2006 the Company accounted for its stock option program in accordance with the requirements of FASB 123 (Revised).

**COMPENSATION COMMITTEE REPORT**

*The Report of the Compensation Committee does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other Company filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Company specifically incorporates this Report by reference therein.*

The Compensation Committee of the Board of Directors acts on behalf of the Board to establish and oversee the Company's executive compensation program in a manner that serves the interests of the Company and its stockholders.

The Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

THE COMPENSATION COMMITTEE

Nils Trulsvik, Chairman

Russ Hammond

**Table of Contents****SUMMARY COMPENSATION TABLE**

The following table summarizes the total compensation paid or earned for services rendered to the Company and its subsidiaries by each of the named executive officers for the fiscal year ended December 31, 2006.

(a) Name and Principal Position	(b) Year	(c) Salary (\$ (1)	(d) Option Awards (\$ (2)	(e) All Other Compensation (\$ (3)	(f) Total (\$)
<b>David Robson</b> Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	2006	440,572	283,943	39,651	764,166
<b>Vincent McDonnell</b> President, Chief Operating Officer, Chief Commercial Officer and Director	2006	352,457	339,310	73,782 (4)	765,550
<b>Liz Landles</b> Corporate Secretary and Executive Vice President	2006	205,600	93,017	18,504	317,121
<b>Jeffrey Wilkins (5)</b> Chief Financial Officer	2006	97,905	135,345	9,947	243,198
<b>Richard Battey (5)</b> Chief Financial Officer	2006	137,067	167,916	13,990	318,973

(1) Salaries are set and payments are made to the Company's executive officers in Pounds Sterling (£). Columns (c) and (d) reflect these amounts converted into U.S. dollars at an exchange rate of £1= \$1.9581 on December 31, 2006 as reported on [www.oanda.com](http://www.oanda.com).

(2) The amounts in column (d) reflect

the dollar amount recognized for financial statement reporting purposes for the fiscal year ended December 31, 2006, in accordance with FAS 123(Revised) of awards pursuant to the Stock Option Program and thus include amounts from awards granted in and prior to 2006. Assumptions used in the calculation of this amount for fiscal years ended December 31, 2004, 2005 and 2006 are included in footnote 23 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 15, 2007.

- (3) The amounts shown in column (e) reflect for each named executive officer:
- the Company's contribution of 9% of basic salary to their personal pension schemes;
  - permanent health insurance (including family healthcare insurance) premiums;
  - life assurance premiums;
  - critical illness premiums;
  - income protection premiums.





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(4) Vincent McDonnell, President, Director, Chief Operating Officer and Chief Commercial Officer, received a one-time disturbance allowance of \$39,162 for spending additional time based in Georgia on the Company's operations at the request of the Board.

(5) Effective August 1, 2006, Mr. Jeffrey Wilkins replaced Mr. Richard Battey as Chief Financial Officer of the Company. The amounts shown in column (c) for Mr. Jeffrey Wilkins and Mr. Richard Battey represent payments made to each of them by the Company in their respective capacities as Chief Financial Officer of the Company.

**Grants of Plan Based Awards**

**Outstanding Equity Awards at Fiscal Year-End**

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