

CANARGO ENERGY CORP

Form 10-Q

May 10, 2007

**Table of Contents**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2007  
OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_  
Commission File Number 0001-32145  
CANARGO ENERGY CORPORATION  
(Exact name of registrant as specified in its charter)**

Delaware

91-0881481

**(State or other jurisdiction of  
Incorporation or organization)**

**(I.R.S. Employer Identification No.)**

CanArgo Energy Corporation  
P.O. Box 291, St. Peter Port, Guernsey, British Isles

GY1 3RR

**(Address of principal executive offices)**

**(Zip Code)**

(44) 1481 729 980

**(Registrant's telephone number, including area code)**

**(Former name, former address and former fiscal year, if changed since last report)**

Indicate by check whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the **Exchange Act**) during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act (check one)

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes  No

The number of shares of registrant's common stock, par value \$0.10 per share, outstanding on May 1, 2007 was 238,500,974.

**CANARGO ENERGY CORPORATION  
FORM 10-Q  
TABLE OF CONTENTS**

	<b>Page</b>
<b><u>PART 1. FINANCIAL INFORMATION:</u></b>	
<u>Item 1. Financial Statements</u>	
<u>Consolidated Condensed Balance Sheets – unaudited</u>	4
<u>Consolidated Condensed Statements of Operations – unaudited</u>	5
<u>Consolidated Condensed Statements of Cash Flows – unaudited</u>	6
<u>Notes to Unaudited Consolidated Condensed Financial Statements</u>	7
<u>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	31
<u>Item 3. Quantitative and Qualitative Disclosures about Market Risk</u>	40
<u>Item 4. Controls and Procedures</u>	40
<b><u>PART 2. OTHER INFORMATION:</u></b>	
<u>Item 1. Legal Proceedings</u>	41
<u>Item 1A. Risk Factors</u>	42
<u>Item 6. Exhibits</u>	
(a) Exhibit Index	43
<u>Signatures</u>	47
<u>EXHIBIT 31(1)</u>	
<u>EXHIBIT 31(2)</u>	
<u>EXHIBIT 32</u>	
Below is a list of terms that are common to our industry and used throughout this document:	
/d	= per day
bbl	= barrels
Bbtu	= billion British thermal units
Bcf	= billion cubic feet
Bcfe	= billion cubic feet of natural gas equivalents
bopd	= barrels of oil per day
Mbbls	= thousand barrels
Mcf	= thousand cubic feet
Mcfe	= thousand cubic feet of natural gas equivalents
MCM	= thousand cubic metres
MBtu	= million British thermal units
MMcf	= million cubic feet
MMcfe	= million cubic feet of natural gas equivalents
MW	= megawatt
GL	= natural gas liquids

Btu = trillion British thermal units

When we refer to natural gas and oil in equivalents, we are doing so to compare quantities of oil with quantities of natural gas or to express these different commodities in a common unit. In calculating equivalents, we use a generally recognized standard in which one Bbl of oil is equal to six Mcf of natural gas. Also, when we refer to cubic feet measurements, all measurements are at a pressure of 14.73 pounds per square inch.

When we refer to us, we, our, ours, the Company, or CanArgo, we are describing CanArgo Energy Corporation and/or our subsidiaries.

**Table of Contents**

**FORWARD-LOOKING STATEMENTS**

*The United States Private Securities Litigation Reform Act of 1995 provides a safe harbor for certain forward-looking statements. Such forward-looking statements are based upon the current expectations of CanArgo and speak only as of the date made. These forward-looking statements involve risks, uncertainties and other factors. The factors discussed elsewhere in this Quarterly Report on Form 10-Q are among those factors that in some cases have affected CanArgo's historic results and could cause actual results in the future to differ significantly from the results anticipated in forward-looking statements made in this Quarterly Report on Form 10-Q, future filings by CanArgo with the Securities and Exchange Commission, in CanArgo's press releases and in oral statements made by authorized officers of CanArgo. When used in this Quarterly Report on Form 10-Q, the words estimate, project, anticipate, expect, intend, believe, hope, may and similar expressions, as well as will, shall and other indications of future tense, are intended to identify forward-looking statements. Few of the forward-looking statements in this Report deal with matters that are within our unilateral control. Acquisition, financing and other agreements and arrangements must be negotiated with independent third parties and, in some cases, must be approved by governmental agencies. These third parties generally have interests that do not coincide with ours and may conflict with our interests. Unless the third parties and we are able to compromise their various objectives in a mutually acceptable manner, agreements and arrangements will not be consummated.*

**Table of Contents****PART I FINANCIAL INFORMATION****Item 1. Financial Statements****CANARGO ENERGY CORPORATION AND SUBSIDIARIES****Consolidated Condensed Balance Sheets**

	<b>March 31, 2007</b>	December 31, 2006
	(Expressed in United States dollars)	
	(Unaudited)	(Audited)
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 22,960,988	\$ 16,452,550
Restricted cash		299,777
Accounts receivable	52,514	509,323
Crude oil inventory	981,080	452,500
Prepayments	6,158,536	6,443,417
Assets to be disposed	7,929	7,856
Other current assets	164,011	163,561
<b>Total current assets</b>	<b>\$ 30,325,058</b>	<b>\$ 24,328,984</b>
<b>Non Current Assets</b>		
Investments Restricted	210,491	205,484
Accounts receivable	1,389,200	1,086,350
Prepaid financing fees	380,014	318,682
Capital assets, net (including unevaluated amounts of \$70,986,471 and \$68,313,162, respectively)	115,594,850	110,545,982
<b>Total Assets</b>	<b>\$ 147,899,613</b>	<b>\$ 136,485,482</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Accounts payable trade	\$ 2,311,003	\$ 4,460,312
Deferred revenue		484,515
Accrued liabilities	8,932,966	7,387,230
Liabilities to be disposed	372,435	368,939
<b>Total current liabilities</b>	<b>\$ 11,616,404</b>	<b>\$ 12,700,996</b>
Long term debt	41,234,892	40,347,943
Other non current liabilities	1,059,153	1,291,794
Provision for future site restoration	670,891	655,867
<b>Total Liabilities</b>	<b>\$ 54,581,340</b>	<b>\$ 54,996,600</b>

Minority interest in subsidiaries	<b>10,918,311</b>	
Temporary Equity	<b>\$ 2,119,530</b>	\$ 2,119,530
Stockholders' equity:		
Common stock, par value \$0.10; authorized - 375,000,000 shares at March 31, 2007 and December 31, 2006; shares issued, issuable and outstanding - 238,500,974 at March 31, 2007 and 237,145,974 at December 31, 2006	<b>23,850,096</b>	23,714,596
Capital in excess of par value	<b>240,104,496</b>	233,397,113
Accumulated deficit	<b>(183,674,160)</b>	(177,742,357)
Total stockholders' equity	<b>\$ 80,280,432</b>	\$ 79,369,352
<b>Total Liabilities, Temporary Equity and Stockholders' Equity</b>	<b>\$ 147,899,613</b>	\$ 136,485,482

The accompanying notes are an integral part of the Consolidated Condensed Financial Statements.

Table of Contents

**CANARGO ENERGY CORPORATION AND SUBSIDIARIES**  
**Consolidated Condensed Statements of Operations**

	Unaudited Three Months Ended	
	<b>March 31, 2007</b>	March 31, 2006
	(Expressed in United States dollars)	
Operating Revenues from Continuing Operations:		
Oil and gas sales	\$ 446,847	\$ 698,945
	<b>446,847</b>	698,945
Operating Expenses:		
Field operating expenses	230,551	410,159
Direct project costs	176,646	268,988
Selling, general and administrative	3,309,978	2,922,637
Depreciation, depletion and amortization	279,226	811,902
	<b>3,996,401</b>	4,413,686
<b>Operating Loss from Continuing Operations</b>	<b>(3,549,554)</b>	(3,714,741)
Other Income (Expense):		
Interest income	169,979	182,664
Interest and amortization of debt discount and expense	(2,623,512)	(1,068,226)
Foreign exchange gains (losses)	(116,989)	(887,895)
Other	(173,936)	(48,703)
<b>Total Other Expense</b>	<b>(2,744,458)</b>	(1,822,160)
<b>Loss from Continuing Operations Before Taxes and Minority Interest</b>	<b>(6,294,012)</b>	(5,536,901)
Income taxes		
Minority interest in loss of consolidated subsidiaries	364,818	
<b>Loss from Continuing Operations</b>	<b>(5,929,194)</b>	(5,536,901)
<b>Net Income (Loss) from Discontinued Operations, net of taxes</b>	<b>(2,609)</b>	77,759
<b>Net Loss and Comprehensive Loss</b>	<b>\$ (5,931,803)</b>	\$ (5,459,142)
Weighted average number of common shares outstanding		
- Basic	<b>238,100,918</b>	211,586,953



- Diluted	<b>238,100,918</b>	211,586,953
<b>Basic and Diluted Net Loss Per Common Share</b>		
- from continuing operations	\$ (0.02)	\$ (0.03)
- from discontinued operations	\$ (0.00)	\$ 0.00
<b>Basic and Diluted Net Loss Per Common Share</b>	<b>\$ (0.02)</b>	<b>\$ (0.03)</b>

The accompanying notes are an integral part of the Consolidated Condensed Financial Statements.

**Table of Contents**

**CANARGO ENERGY CORPORATION AND SUBSIDIARIES**  
Consolidated Condensed Statements of Cash Flows

	Unaudited	
	<b>Three Months Ended March 31,</b>	
	<b>2007</b>	2006
	(Expressed in United States dollars)	
Operating activities:		
Net Loss	<b>(5,931,803)</b>	(5,459,142)
Net income (loss) from discontinued operations, net of taxes and minority interest	<b>(2,609)</b>	77,759
Loss from continuing operations	<b>(5,929,194)</b>	(5,536,901)
Adjustments to reconcile net loss from continuing operations to net cash used by operating activities:		
Non-cash stock compensation expense	<b>219,660</b>	489,372
Non-cash interest expense and amortization of debt discount	<b>2,618,382</b>	408,665
Depreciation, depletion and amortization	<b>279,226</b>	811,902
Allowance for doubtful accounts		69,408
Minority interest in loss of consolidated subsidiaries	<b>(364,818)</b>	
Changes in assets and liabilities:		
Restricted cash	<b>294,770</b>	(22,109)
Accounts receivable	<b>153,959</b>	(313,472)
Inventory	<b>(528,580)</b>	51,567
Prepayments	<b>(82,342)</b>	1,342,167
Other current assets	<b>(450)</b>	
Accounts payable	<b>(1,842,544)</b>	(2,231,114)
Deferred revenue	<b>(484,515)</b>	1,132,936
Accrued liabilities	<b>(110,327)</b>	(320,457)
<b>Net cash used by continuing operating activities</b>	<b>(5,776,773)</b>	(4,118,036)
Investing activities:		
Capital expenditures	<b>(5,634,860)</b>	(5,241,939)
Change in oil and gas supplier prepayments	<b>327,880</b>	(662,466)
<b>Net cash used in investing activities</b>	<b>(5,306,980)</b>	(5,904,405)
Financing activities:		
Proceeds from sale of common stock	<b>947,800</b>	
Proceeds from sale of subsidiary's common stock	<b>16,720,677</b>	
Proceeds from loans		13,000,000
Deferred loan costs	<b>(77,101)</b>	(206,158)
<b>Net cash provided by financing activities</b>	<b>17,591,376</b>	12,793,842

Discontinued activities:		
Net cash generated by operating activities	<b>815</b>	605,787
Net cash used in investing activities		
Net cash provided by financing activities		
<b>Net cash flows from assets and liabilities held for sale and to be disposed</b>	<b>815</b>	605,787
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>6,508,438</b>	3,377,188
<b>Cash and cash equivalents, beginning of period</b>	<b>16,452,550</b>	18,540,558
<b>Cash and cash equivalents, end of period</b>	<b>\$ 22,960,988</b>	\$ 21,917,746

The accompanying notes are an integral part of the Consolidated Condensed Financial Statements.

**Table of Contents**

**CANARGO ENERGY CORPORATION AND SUBSIDIARIES**  
**Notes to Unaudited Consolidated Condensed Financial Statements**

1. **Basis of Presentation**

The interim consolidated condensed financial statements and notes thereto of CanArgo Energy Corporation and its subsidiaries (collectively, we, our, CanArgo or the Company) have been prepared by management without audit pursuant to the rules and regulations of the U.S. Securities and Exchange Commission. In the opinion of management, the consolidated condensed financial statements include all adjustments, consisting of normal recurring adjustments, except the discontinued operations as explained in note 18, necessary for a fair statement of the results for the interim period. Although management believes that the disclosures are adequate to make the information presented not misleading, certain information and footnote disclosures, including a description of significant accounting policies normally included in the financial statements prepared in accordance with accounting principles generally accepted in the U.S., have been condensed or omitted pursuant to such rules and regulations. The accompanying consolidated condensed financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in CanArgo's Annual Report on Form 10-K for the year ended December 31, 2006 filed with the Securities and Exchange Commission. All amounts are in U.S. dollars. The results of operations for interim periods are not necessarily indicative of the results for any subsequent quarter or the entire fiscal year ending December 31, 2007.

**Going Concern**

The interim consolidated condensed financial statements have been prepared in accordance with U.S. GAAP, which contemplates continuation of the Company as a going concern. The items listed below raise substantial doubt about the Company's ability to continue as a going concern. The interim consolidated condensed financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The Company has incurred net losses from continuing operations to common stockholders of approximately \$61,214,000, \$12,938,000 and \$6,262,000 for the years ended December 31, 2006, 2005 and 2004 respectively. These net losses included non-cash charges related to depreciation and depletion, impairments, loan interest, amortization of debt discount and stock-based compensation of approximately \$48,653,000, \$6,928,000 and \$5,104,000 for the years ended December 31, 2006, 2005 and 2004 respectively.

The amount of cash needed for operations for the remainder of 2007 exceeds the amount of cash held by the Company at March 31, 2007. The Company estimates it will need additional funds in July 2007 to continue operations.

In the years ended December 31, 2006 and 2005 the Company's revenues from its Georgian operations did not cover the costs of its operations.

At March 31, 2007 the Company had cash and cash equivalents available for general corporate use or for use in the Georgian operations of approximately \$10,608,000. In the three months ended March 31, 2007 the Company experienced net cash outflows from operations, including capital expenditures, of approximately \$5,000,000 in Georgia.

The Company has a planned capital expenditure budget in 2007 of approximately \$9,200,000 in Georgia.

At June 30, 2007, interest payments amounting to \$3,125,000 are required to be paid by the Company under our current debt agreements (see Note 13). If we do not pay this interest we would default on our debt obligations (see Note 13).

The Company's ability to continue as a going concern is dependent upon raising capital through debt and equity financing on terms desirable to the Company in the immediate short-term.

The covenants contained in the Note Purchase Agreements to which the Company is a party (see Note 13), restrict the Company from incurring additional debt obligations unless it receives consent from at least 51% of the noteholders

The Company ability to raise equity funding is limited by the amount of its authorized share capital. 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. As of May 1, 2007 238,500,974 shares of Common 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 for: i.) shares in connection with the exchange of Exchangeable Shares previously issued by the Company in connection with an acquisition; ii) shares of Common Stock upon exercise of outstanding stock options granted under certain stock option plans; iii.) shares issuable upon exercise of outstanding warrants; iv.) under our existing option plans; and v.) in connection with certain existing contractual arrangements.

There are no assurances the Company could raise additional sources of equity financing and because of the covenants contained in the Note Purchase Agreements to which the Company is a party

## **Table of Contents**

(see Note 13), the Company is restricted from incurring additional debt obligations unless it receives consent from at least 51% of the noteholders, which cannot be assured.

If the Company is unable to obtain additional funds when they are required or if the funds cannot be obtained on terms favorable to the Company, management may be required to delay, scale back or eliminate its well development program or enter into contractual arrangements with third parties to develop or market products that the Company would otherwise seek to develop or market itself, or even be required to relinquish its interest in the properties or in the extreme situation, cease operations.

### **Managements Plan**

The Company anticipates it will require additional funding within the next two months to continue with its Georgian operations as planned. The Company is in the process of addressing this situation as follows:

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 at the annual general shareholders meeting on June 5, 2007.

Subject to stockholder approval of the share capital expansion, the Company may plan to seek appropriate equity financing to cover its short-term working capital needs.

The Company is currently negotiating with its Noteholders the possibility of restructuring its debt and its short-term loan interest obligations so as to allow for the current operations to proceed as planned.

The Company believes that if it is able to secure the necessary financing and to successfully complete the Manavi 12 well later in the year such that a significant quantity of oil flows are produced, that it will be able to raise additional debt and or equity funds in order to continue operations and to properly develop the Manavi Field, continue appraising the Norio discoveries, and further develop the Company's business in the region.

### **Use of Estimates in the Preparation of Financial Statements**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### **2 Dismantlement, Restoration and Environmental Costs**

We recognize liabilities for asset retirement obligations associated with tangible long-lived assets, such as producing well sites, with a corresponding increase in the related long-lived asset. The asset retirement cost is depreciated along with the property and equipment in the full cost pool. The asset retirement obligation is recorded at fair value and accretion expense, recognized over the life of the property, increases the liability to its expected settlement value. If the fair value of the estimated asset retirement obligation changes, an adjustment is recorded for both the asset retirement obligation and the asset retirement cost. As at March 31, 2007 and December 31, 2006, the asset retirement obligation, which is included on the consolidated balance sheet in provision for future site restoration, was \$670,891 and \$655,867, respectively.

### **3 Stock Based Compensation Plans**

Effective January 1, 2006 the Company adopted Statement of Financial Accounting Standard (SFAS) No. 123 (revised 2004), Share Based Payments (SFAS No. 123(R)) using the modified-prospective method, beginning January 1, 2006. We also elected to continue to estimate the fair value of stock options using the Black-Scholes-option pricing model. Total compensation cost related to non-vested awards not yet recognized was approximately \$397,063 as of March 31, 2007 and the weighted average period over which this cost will be recognized is approximately 6 months.

### **4 Income Taxes**

Effective January 1, 2007 the Company adopted FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109 (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in the financial statements if that position is more likely than not of being sustained by the

taxing authority. The Company does not believe it has any tax positions that meet this criteria; therefore, no amounts were recognized in the liability for unrecognized tax benefits and its effective tax rate was not impacted by the adoption of FIN 48. The Company did not adjust the opening balance of retained earnings as of January 1, 2007.

Accordingly, the Company did not accrue or recognize any amounts for interest or penalties in its financial statements during the first quarter of 2007. The Company will classify interest to be paid on an underpayment of income taxes and any related penalties as income tax expense if it is determined, in a subsequent period that a tax position is more likely than not of being sustained by the taxing authority.

**Table of Contents****5 Foreign Operations**

Our current and future operations and earnings depend upon the results of our operations primarily in Georgia and to a lesser degree in the Republic of Kazakhstan ( Kazakhstan ). There can be no assurance that we will be able to successfully conduct such operations, and a failure to do so would have a material adverse effect on our financial position, results of operations and cash flows. Also, the success of our operations generally will be subject to numerous contingencies, some of which are beyond management control. These contingencies include general and regional economic conditions, prices for crude oil and natural gas, competition and changes in regulation. Since we are dependent on international operations, we will be subject to various additional political, economic and other uncertainties. Among other risks, our operations may be subject to the risks and restrictions on transfer of funds, import and export duties, quotas and embargoes, domestic and international customs and tariffs, and changing taxation policies, foreign exchange restrictions, political conditions and restrictive regulations.

**6 Restricted Cash**

In the third quarter of 2005, we deposited approximately \$300,000 to secure the issuance of a letter of credit as required under a contract for drilling services we entered into with Baker Hughes International. This deposit became unrestricted in January 2007.

**7 Accounts Receivable**

Accounts receivable at March 31, 2007 and December 31, 2006 consisted of the following:

	<b>March 31, 2007 (Unaudited)</b>	December 31, 2006 (Audited)
Current Assets		
Trade receivables before allowance for doubtful debts	\$ 28,447	\$
Insurance receivable		474,665
Other receivables	24,067	34,658
	\$ 52,514	\$ 509,323
Non Current Assets	\$ 1,389,200	\$ 1,086,350
Other receivables	\$ 1,389,200	\$ 1,086,350

Bad debt expense for the three month periods ended March 31, 2007 and 2006 was \$0 and \$69,408 respectively.

In the second quarter of 2006 we filed a claim with our insurance carrier for recovery of drilling equipment lost in the Manavi 12 well. As of December 31, 2006, \$474,665 was recorded as a receivable in connection with this claim. This claim was settled in full by our insurance carrier in February 2007.

Non current asset accounts receivables of \$1,389,200 and \$1,086,350 at March 31, 2007 and December 31, 2006 respectively, relate to Value Added Tax ( VAT ) amounts recoverable from our Kazakhstan operations as an offset against VAT payable on future gas revenues.



**Table of Contents****8 Inventory**

Inventory of crude oil at March 31, 2007 and December 31, 2006 consisted of the following:

	<b>March 31, 2007 (Unaudited)</b>	December 31, 2006 (Audited)
Crude oil	\$ 981,080	\$ 452,500
	\$ 981,080	\$ 452,500

**9 Prepayments**

Prepayments consisted of the following at March 31, 2007 and December 31, 2006:

	<b>March 31, 2007 (Unaudited)</b>	December 31, 2006 (Audited)
Drilling Contractors and Pipeline Suppliers	\$ 5,626,324	\$ 5,954,204
Financing Fees	201,526	201,526
Insurance	230,897	105,052
Other	99,789	182,635
	\$ 6,158,536	\$ 6,443,417

**10 Investments Restricted**

Investments of \$210,491 and \$205,484 at March 31, 2007 and December 31, 2006 respectively, consisted of bank deposits with a maturity date of April 27, 2008. These deposits have been placed to satisfy local Kazakhstan requirements in respect of asset retirement obligations.

**11 Prepaid financing fees**

Prepaid financing fees at March 31, 2007 and December 31, 2006:

	<b>March 31, 2007 (Unaudited)</b>	December 31, 2006 (Audited)
Commission and Professional fees	\$ 380,014	\$ 318,632
	\$ 380,014	\$ 318,632

Prepaid financing fees as at March 31, 2007 and December 31, 2006 are corporate finance fees incurred in respect of the following transactions: the proposed Tethys Spin-Out on the Toronto Stock Exchange, the private placement of a \$25,000,000 issue of Senior Convertible Secured Notes due July 25, 2009, a \$13,000,000 issue of Senior Subordinated Convertible Guaranteed Notes due September 1, 2009, a \$10,000,000 issue of a 12% Subordinated Convertible Guaranteed Note due June 28, 2010 and a \$5,000,000 issue of Senior Secured Notes by CanArgo's then wholly owned subsidiary Tethys, with a group of investors, discussed in Note 13 and which are to be amortized as interest payable over the term of the loans.

Prepaid financing fees as at December 31, 2006 are corporate finance fees incurred in respect of the private placement of a \$25,000,000 issue of Senior Convertible Secured Notes

10

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**Table of Contents**

due July 25, 2009, a \$13,000,000 issue of Senior Subordinated Convertible Guaranteed Notes due September 1, 2009, a \$10,000,000 issue of a 12% Subordinated Convertible Guaranteed Note due June 28, 2010 and a \$5,000,000 issue of Senior Secured Notes by CanArgo's then wholly owned subsidiary Tethys Petroleum Limited, with a group of investors, discussed in Note 13 and which are to be amortized as interest payable over the term of the loans.

**12 Capital Assets**

Capital assets, net of accumulated depreciation and impairment, include the following at March 31, 2007:

	Cost	(Unaudited) Accumulated Depreciation And Impairment	Net Capital Assets
Oil and Gas Properties			
Proved properties	103,308,910	(68,187,479)	35,121,431
Unproved properties	70,986,471		70,986,471
	174,295,381	(68,187,479)	106,107,902
Property and Equipment			
Oil and gas related equipment	14,534,950	(5,711,880)	8,823,070
Office furniture, fixtures and equipment and other	1,329,329	(665,451)	663,878
	15,864,279	(6,377,331)	9,486,948
	190,159,660	(74,564,810)	\$ 115,594,850

Capital assets, net of accumulated depreciation and impairment, include the following at December 31, 2006:

	Cost	(Audited) Accumulated Depreciation And Impairment	Net Capital Assets
Oil and Gas Properties			
Proved properties	\$ 101,261,686	\$ (67,608,087)	\$ 33,653,599
Unproved properties	68,313,162		68,313,162
	169,574,848	(67,608,087)	101,966,761
Property and Equipment			
Oil and gas related equipment	13,474,127	(5,598,712)	7,875,415
Office furniture, fixtures and equipment and other	1,365,274	(661,468)	703,806
	14,839,401	(6,260,180)	8,579,221

\$ 184,414,249      \$ (73,868,267)      \$ 110,545,982

Oil and Gas Properties

Unproved property additions relate to our exploration activity in the period.

11

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**Table of Contents****Property and Equipment**

Oil and gas related equipment includes materials, drilling rigs and related equipment currently in use by us in the development of the Ninotsminda and Norio Fields.

**13 Loans Payable and Long Term Debt**

Loans payable at March 31, 2007 and December 31, 2006 consisted of the following:

	<b>March 31, 2007 (Unaudited)</b>	December 31, 2006 (Audited)
Long term debt:		
Senior Convertible Secured Loan Notes	\$ 25,000,000	\$ 25,000,000
Senior Subordinated Convertible Guaranteed Loan Notes	13,000,000	13,000,000
12% Subordinated Convertible Guaranteed Loan Note	10,000,000	10,000,000
Tethys Senior Secured Notes	5,000,000	5,000,000
Unamortized debt discount	(11,765,108)	(12,652,057)
Long term debt	 \$ 41,234,892	 \$ 40,347,943

In order to ensure timely procurement of long lead items for our drilling programs in Georgia and Kazakhstan and for working capital purposes, we have entered into a number of loan agreements of which those outstanding during the first quarter of 2007 are described below.

*Senior Secured Convertible Notes:* On July 25, 2005, CanArgo completed a private placement of \$25,000,000 in aggregate principal amount of our Senior Convertible Secured Loan Notes due July 25, 2009 (the Senior Secured Notes) with a group of private investors (the Purchasers) all of which qualified as accredited investors under Rule 501(a) promulgated under the Securities Act of 1933 as amended, (the Securities Act) arranged through Ingalls & Snyder LLC of New York City, as Placement Agent, pursuant to a Note Purchase Agreement of even date (the Senior Note Purchase Agreement). The Company paid approximately \$100,000 of legal fees for the Purchasers and a \$250,000 arrangement fee to Orion Securities in connection with the Senior Secured Notes.

The unpaid principal balance under the Senior Secured Notes bears interest (computed on the basis of a 360-day year of twelve 30-day months) (a) at increasing rates ranging from 3% from the date of issuance to December 31, 2005; 10% from January 1, 2006 until December 31, 2006; and 15% from January 1, 2007 until final payment, payable semi-annually, on June 30 and December 30, commencing December 30, 2005, until the principal shall have become due and payable, and (b) at 3% above the applicable rate on any overdue payments of principal and interest,

Pursuant to the provisions of Emerging Issue Task Force 86-15: Increasing-Rate Debt, the Company recognizes interest expense using the effective interest rate method, which results in the use of a constant interest rate for the life of the Senior Secured Notes. The effective interest rate is approximately 12.3% per annum. The difference between the interest computed using the actual interest rate in effect (3% per annum to December 31, 2005, 10% from January 1, 2006 and 15% from January 1, 2007) and the effective interest rate (12.3% per annum) totalled \$1,407,291 as of March 31, 2007 of which \$675,000 has been included in accrued liabilities and \$732,291 has been accrued as a non-current liability.

The Company is amortising the professional fees incurred in relation to the Senior Secured Notes over the term of the Senior Secured Notes.

The Senior Secured Notes are convertible any time, in whole or in part, at the option of the Note holder, into shares of CanArgo common stock (the Conversion Stock) which is subject to (a) customary anti-dilution adjustments and (b) adjustment if CanArgo issues any equity

**Table of Contents**

securities (other than pursuant to the granting of employee stock options pursuant to shareholder approved employee stock option plans or existing outstanding options, warrants and convertible securities), at a price per share of less than \$0.90 per share, as adjusted (the CanArgo Conversion Price ), determined net of all discounts, fees, costs and expenses incurred in connection with such issuance, in which case the CanArgo Conversion Price will be reset to such lower price.

We may, at our option without the consent of Note holders, upon not less than 90 days and not more than 120 days prior written notice, prepay at any time and from time to time after July 31, 2006, all or any part of the Senior Secured Notes, in a principal amount of not less than \$100,000 at the following Redemption Prices (expressed as percentages of the principal amount so prepaid): 105% after July 31, 2006; 104% after January 1, 2007; 103% after July 1, 2007; 102% after January 1, 2008; 101% after July 1, 2008, and 100% after January 1, 2009, together with all accrued and unpaid interest.

The Senior Secured Notes are subject to mandatory prepayment due to a change in control of the Company, as defined by the Senior Note Purchase Agreement.

In connection with the execution and delivery of the Senior Note Purchase Agreement, CanArgo entered into a Registration Rights Agreement with the Purchasers pursuant to which it agreed to register the Conversion Stock for resale under the Securities Act and indemnify the purchasers in connection with the registration. Under the terms of a Registration Rights Agreement the Company provided the Purchasers with certain registration rights with respect to the Conversion Stock. The Conversion Stock was registered on a Registration Statement on Form S-1 which was declared effective by the SEC on January 30, 2006.

The Senior Secured Notes are secured by substantially all of the assets of the Company and its subsidiaries and contain certain negative and affirmative covenants and also restricts the ability of the Company to pay dividends to its common stockholders until the loan and all accrued interest have been paid or the Note holders elect to convert their loans to common stock. (See page 35 Liquidity and Capital Resources section of Item 2 below for a more detailed discussion of covenants).

The Company evaluated the embedded conversion feature in this debt and determined it did not meet the criteria for bifurcation under SFAS No 133 Accounting for Derivative Instruments and Hedging Activities during the quarter.

*Senior Subordinated Convertible Guaranteed Notes:* On March 3, 2006, we finalised a private placement with a limited group of investors arranged by Ingalls & Snyder LLC of New York City of a \$13,000,000 issue of Senior Subordinated Convertible Guaranteed Notes due September 1, 2009 (the Senior Subordinated Notes ) and warrants to purchase an aggregate of 13,000,000 shares of our common stock, par value \$0.10 per share ( Warrant Shares ) at an exercise price of \$1.37 per share, subject to adjustment as defined below, and expiring on March 3, 2008 or sooner under certain circumstances ( Warrants ).

The proceeds of this financing, after the payment of all placing expenses and professional fees estimated at \$150,000, have been used to fund the development of the Kyzylol Gas Field in Kazakhstan and on the commitment exploration programs in Kazakhstan through Tethys Petroleum Limited ( Tethys ), the subsidiary of CanArgo which holds CanArgo's Kazakhstan assets.

Pursuant to the provisions of Emerging Issue Task Force 86-15: Increasing-Rate Debt , the Company recognizes interest expense using the effective interest rate method, which results in the use of a constant interest rate for the life of the Senior Subordinated Notes. The effective interest rate is approximately 8.3% per annum. The difference between the interest computed using the actual interest rate in effect (3% per annum to December 31, 2006 and 10% from January 1, 2007) and the effective interest rate (8.3% per annum) which totalled \$520,948 as of March 31, 2007 of which \$215,800 has been included as an accrued liability and \$305,148 has been accrued as a non-current liability.

We entered into a Note and Warrant Purchase Agreement dated as of March 3, 2006 ( Senior Subordinated Note Purchase Agreement ) with a limited group of private investors (the Purchasers ) all of whom qualified as accredited investors under Rule 501(a) promulgated under the Securities Act. Pursuant to the Note Purchase Agreement, we issued the Senior Subordinated Notes, one of which was issued to Ingalls & Snyder LLC as nominee

**Table of Contents**

for certain Purchasers, and the Warrants, one of which was also issued to Ingalls & Snyder LLC as nominee for certain Purchasers, in a transaction intended to qualify for an exemption from registration under the Securities Act pursuant to Section 4(2) thereof and Regulation D promulgated thereunder. For purposes hereof each of the Purchasers for whom Ingalls & Snyder LLC acts as nominee is deemed a beneficial holder of the Senior Subordinated Note and Warrant issued in Ingalls & Snyder LLC's name and such Purchasers may each be assigned their own Senior Subordinated Note and Warrant as provided in the Senior Subordinated Note Purchase Agreement.

The principal terms of the Senior Subordinated Note Purchase Agreement and related agreements include the following:

*Interest.* The unpaid principal balance under the Senior Subordinated Notes bears interest (computed on the basis of a 360-day year of twelve 30-day months) payable semi-annually on June 30 and December 30 in cash at the rate of 3% per annum until December 31, 2006 and 10% per annum thereafter and (b) at the rate of 3% per annum above the applicable rate on any overdue payments of principal and interest.

*Optional Prepayments.* CanArgo may, at its option, upon at least not less than 60 days and not more than 120 days prior written notice, prepay at any time and from time to time after March 1, 2007, all or any part of the Senior Subordinated Notes, in a principal amount of not less than \$100,000 at the following Redemption Prices (expressed as percentages of the principal amount so prepaid): 105% after March 1, 2007; 104% after September 1, 2007; 103% after March 1, 2008; 102% after September 1, 2008; 101% after March 1, 2009, and 100% after September 1, 2009, together with all accrued and unpaid interest.

*Mandatory Prepayment.* CanArgo will not take any action to consummate a Change of Control (or Change of Control contemplated by a Control Event) unless it shall offer to prepay all, but not less than all, of the Senior Subordinated Notes, on not less than 15 business days prior written notice, in the event of an occurrence of a Change of Control or Control Event. Mandatory prepayment of the Senior Subordinated Notes shall be in an amount equal to 101% of the outstanding principal amount of such Senior Subordinated Notes, together with interest on such Senior Subordinated Notes accrued to the date of prepayment. *Change in Control* is defined to mean (a) if CanArgo shall at any time cease to be a publicly held company or cease to have its capital stock traded on an exchange or (b) a transaction or series of related transactions pursuant to which (i) at least fifty-one percent (51%) of the outstanding shares of CanArgo's common stock or, on a fully diluted basis, shall subsequent to March 3, 2006 be owned by any person which is not related to or affiliated with CanArgo, (ii) if CanArgo merges into or with, consolidates with or effects any plan of share exchange or other combination with any person which is not related to or affiliated with CanArgo, or (iii) if CanArgo disposes of all or substantially all of its assets other than in the ordinary course of business and

*Control Event* is defined to mean (i) the execution by CanArgo or any material subsidiary of CanArgo which has guaranteed the indebtedness evidenced by the Senior Subordinated Notes (a CanArgo Group Member) of any agreement or letter of intent with respect to any proposed transaction or event or series of transactions or events which, individually or in the aggregate, may reasonably be expected to result in a Change in Control, or (ii) the execution of any written agreement which, when fully performed by the parties thereto, would result in a Change in Control.

*Conversion.* The Senior Subordinated Notes are convertible, in whole or in part, (A) into shares of CanArgo common stock (CanArgo Conversion Stock) at a conversion price per share of \$1.37 (the CanArgo Conversion Price), which is subject to adjustment if CanArgo issues any equity securities (other than pursuant to the granting of employee stock options pursuant to shareholder approved employee stock option plans or existing outstanding options, warrants and convertible securities, including, without limitation, the Company's Senior Secured Notes) at a price per share of less than \$1.37 per share, as adjusted, determined net of all discounts, fees, costs and expenses incurred in connection with such issuance, in which case the CanArgo Conversion Price will be reset to such lower price and (B) for a period of one year from closing (or until 30 days after receipt of the consent of the Senior Secured Note holders is obtained if such conversion is prevented under the terms of the Senior Secured Notes) into shares of common stock of Tethys, with a nominal value of £0.10 per share (Tethys Conversion Stock) and together with the CanArgo Conversion Stock, collectively, the Conversion Stock) at a conversion price per share based on a formula determined by dividing the sum of \$52 million plus the amount of any unreimbursed amounts advanced by the Company to Tethys by 100,000 (Tethys Conversion Price) and together





**Table of Contents**

with the CanArgo Conversion Price, collectively, the Conversion Price ) in the Note holders Relevant Percentages (as defined in the Senior Subordinated Note Purchase Agreement). The Conversion Price shall also be adjusted in connection with any stock split, stock dividend, reverse stock split, reclassification, recapitalization, combination, merger, consolidation or any similar transaction, in which case the Conversion Price and number of shares of Conversion Stock will be appropriately adjusted to reflect any such event, such that the holders of the Senior Subordinated Notes will receive upon conversion the identical number of shares of common stock or other consideration or property to be received by the holders of the common stock as if the holders had converted the Senior Subordinated Notes immediately prior to any such event as such amount would then be adjusted by reason of such stock split, stock dividend, reverse stock split, reclassification, recapitalization, combination, merger, consolidation or other similar transaction; provided, however, in no event shall the number of shares of common stock issuable to the Purchasers upon conversion cause the Purchasers to collectively own in excess of 19.9% of the shares of CanArgo common stock outstanding as of March 3, 2006 absent shareholder approval in accordance with applicable stock exchange requirements. No fractional shares of common stock shall be issued upon any conversion; instead the Conversion Price shall be appropriately adjusted so that holders shall receive the nearest whole number of shares upon any conversion.

In connection with the execution and delivery of the Senior Subordinated Note Purchase Agreement, CanArgo entered into a Registration Rights Agreement with the Purchasers pursuant to which it agreed to register the CanArgo Conversion Stock and the Warrant Shares for resale under the Securities Act. Pursuant to the terms of the Registration Rights Agreement the Company provided the Purchasers with certain registration rights with respect to all shares of the Company's common stock issuable upon conversion of the Senior Subordinated Notes and all shares of the Company's common stock issuable upon exercise of the Warrants. The Company has not provided the Purchasers with any registration rights in relation to the Tethys Conversion Stock. Under the Registration Rights Agreement the Company had agreed to use all commercially reasonable efforts to file a Registration Statement on Form S-3 or Form S-1 in respect of the CanArgo Conversion Stock by December 31, 2006.

*Security.* Payment of all amounts due and payable under the Senior Subordinated Note Purchase Agreement, the Senior Subordinated Note and all related agreements (collectively, the Loan Documents ) is secured by subordinated guarantees from each other CanArgo Group Member (the Subordinated Subsidiary Guaranty ). If CanArgo forms or acquires a Material Subsidiary (as defined in the Senior Subordinated Note Purchase Agreement) it shall cause such Subsidiary to execute a Subordinated Subsidiary Guaranty (other than for certain excepted companies and legal entities) and thereby become a CanArgo Group Member subject to the provisions of the Senior Subordinated Note Purchase Agreement.

In connection with the Tethys Financing, on February 9, 2007, CanArgo entered into an amendment, consent, waiver and release agreement with the Senior Secured Note Purchasers to amend the Note Senior Secured Note Purchase Agreement, the Senior Secured Note Guaranty Agreement and Senior Secured Note Security Agreement and terminate the Senior Secured Note Supplemental Agreement such that Tethys shall not be a guarantor under the Senior Secured Note Guaranty Agreement or subject to the Senior Secured Note Security Agreement.

In addition, on February 9, 2007, the Senior Secured Note Purchasers entered into a certificate of discharge thereby terminating the Tethys Pledge (the Discharge ) and entered into a new pledge of all of the outstanding stock of Tethys held by CanArgo Limited (the New Pledge Agreement ) in favour of the Senior Secured Note Purchasers.

*Subordination.* Payments on the Senior Subordinated Notes and under the Subordinated Subsidiary Guaranty are subordinated and junior in right of payment to the prior payment or conversion in full of CanArgo's Senior Indebtedness in the event of the bankruptcy, insolvency or other reorganization of CanArgo. Under the terms of the subordination, holders of the Senior Subordinated Notes agree for the benefit of the holders of the Senior Indebtedness to certain limitations on their right to accelerate or demand payment under the Senior Subordinated Notes or otherwise realize under the Subordinated Subsidiary Guaranty in the event of a default under the Senior Indebtedness. *Senior Indebtedness* is defined to mean (i) all indebtedness under the Senior Secured Notes or any related agreements; (ii) certain permitted indebtedness now existing or hereafter arising, and (iii) all renewals, refinancings, extensions, modifications and replacements of any of the foregoing.



**Table of Contents**

*Covenants.* Under the terms of the Senior Subordinated Note Purchase Agreement CanArgo is subject to certain affirmative and negative covenants, which can be waived by the beneficial holders of at least 50% of the outstanding principal amount of the Senior Subordinated Notes (the Required Holders ), including the following affirmative and negative covenants, respectively: (a) providing current information regarding CanArgo and rights of inspection; compliance with laws; maintenance of corporate existence, insurance and properties; payment of taxes; adding new material subsidiaries as additional guarantors under the Subordinated Subsidiary Guaranty; payment of professional fees for the Purchasers (not in excess of US\$75,000), and (b) restrictions on: transactions with affiliates; mergers, consolidations and sales of all of CanArgo's assets; liens (except for certain permitted liens); the issuance of additional senior indebtedness; changes in CanArgo's line of business; certain types of payments; sale-and leasebacks; sales of assets other than in the ordinary course of business; future Indebtedness, as defined in the Senior Subordinated Note Purchase Agreement (other than certain permitted indebtedness); cancelling, terminating, waiving or amending provisions of, or selling any interests in (other than under certain circumstances) any of the Basic Agreements (as defined in the Senior Subordinated Note Purchase Agreement); adopting any anti-take-over defences except as permitted by the Senior Subordinated Note Purchase Agreement, and restricting distributions of Tethys cash flow to CanArgo except for certain reimbursements of payments made by CanArgo on Tethys' behalf, or in respect of management fees and overhead not to exceed \$100,000 per month. CanArgo is not subject to any financial covenants, such as the maintenance of minimum net worth or coverage ratios, other than the restriction on its ability to incur additional Indebtedness.

*Events of Default.* An Event of Default shall exist if one or more of the following occurs and is continuing: (i) failure to pay when due any principal and, after 5 business days, any interest, payable under the Senior Subordinated Note or any Loan Document; (ii) default in the performance of certain enumerated covenants; (iii) default in the performance or compliance with any other terms which remains unremedied for 30 days after the earlier of a Responsible Officer first obtaining actual and not constructive knowledge of the default or the receipt of notice; (iv) any representation or warranty made in writing on behalf of CanArgo or any other CanArgo Group Member proves to have been false or incorrect in any material respect; (v) customary events involving bankruptcy, insolvency or reorganization; (vi) the entry of a final judgment or judgments in excess of \$2,500,000 (uncovered by insurance), which is not discharged or settled; (vii) violations of ERISA or the Internal Revenue Code of 1986, as amended, under funding of accrued benefit liabilities and other matters relating to employee benefit plans subject to ERISA or Foreign Pension Plans; (viii) any Loan Document ceases to be in full force and effect (except in accordance with its terms) or its validity is challenged by CanArgo or any affiliate; (ix) CanArgo or any other CanArgo Group Member modifies its Charter Document which results in a Default or Event of Default or will adversely affect the rights of Note holders (other than for an increase in the number of authorized shares of the Company's common stock from 300 million to 375 million shares); or (x) a change occurs in the consolidated financial condition of CanArgo or in the physical, operational or financial status of the Properties (as defined in the Senior Subordinated Note Purchase Agreement), which change has a Material Adverse Effect (as defined in the Senior Subordinated Note Purchase Agreement).

Other than for certain Events of Default that will result in an automatic acceleration without notice, such as bankruptcy, if an Event of Default occurs and is continuing, the Required Holders may at any time at its or their option, by notice to CanArgo, declare all outstanding Senior Subordinated Notes to be immediately due and payable and holders of the Senior Subordinated Note may proceed to enforce their rights under the Loan Documents at law or in equity. CanArgo is responsible for the payment of all costs of collection, including all reasonable legal fees actually incurred in connection therewith.

*Warrants.* The Warrants expire on March 3, 2008 or such sooner date at the election of the Company and upon at least 30 days prior written notice in the event that the Manavi M12 well indicates, by an independent engineering report, sustainable production, if developed, in excess of 7,500 barrels of oil per day, and are exercisable at an exercise price of \$1.37 per share ( Exercise Price ), subject to adjustment in connection with any stock split, stock dividend, reverse stock split, reclassification, recapitalization, combination, merger, consolidation or any similar transaction, in which case the Exercise Price and number of Warrant Shares will be appropriately adjusted to reflect any such event, such that the holders of the Warrants will receive upon exercise the identical number of shares of common stock or other consideration or property to be received by the holders of the common stock as if the



**Table of Contents**

holders had exercised the Warrants immediately prior to any such event as such amount would then be adjusted by reason of such stock split, stock dividend, reverse stock split, reclassification, recapitalization, combination, merger, consolidation or other similar transaction. If CanArgo issues any equity securities (other than pursuant to the granting of employee stock options pursuant to shareholder approved employee stock option plans or existing outstanding options, warrants and convertible securities, including, without limitation, the conversion of the Senior Secured Notes) at a price per share of less than \$1.37 per share, as adjusted, determined net of all discounts, fees, costs and expenses incurred in connection with such issuance, the Exercise Price will be reset to such lower price; provided, however, in no event shall the number of Warrant Shares issuable upon exercise cause Warrant holders to collectively own in excess of 19.9% of the shares of CanArgo common stock outstanding as of March 3, 2006 absent shareholder approval in accordance with applicable stock exchange requirements. No fractional shares of common stock shall be issued upon any exercise; instead the Exercise Price shall be appropriately adjusted so that holders shall receive the nearest whole number of shares upon any conversion.

*Miscellaneous.* The execution of the Senior Subordinated Note Purchase Agreement was conditional upon the consent, which was obtained, from 51% of the holders of the Senior Secured Notes pursuant to a Waiver, Consent and Amendment dated as of March 3, 2006 ( Waiver, Consent and Amendment Agreement ). Under the terms of the Waiver, Consent and Amendment Agreement, the holders of the Senior Secured Notes further consented to certain amendments to the Note Purchase Agreement dated July 25, 2005 among the Company and Ingalls & Snyder Value Partners, L.P together with the other purchasers listed therein to provide for the amendment or termination of the Company s or any of the Subsidiaries interests in the Production Sharing Contract dated May 2001 among the State Agency of Georgia, Georgian Oil and National Petroleum Limited (the Samgori PSC ), a Basic Document as defined in the Senior Note Purchase Agreement, including without limitation, a waiver of the negative covenants set forth in Section 11.10 of the Senior Note Purchase Agreement and an increase in the authorized capital stock of the Company to 380 million shares of which 375 million shares shall constitute common stock and 5 million shares shall constitute preferred stock. The Senior Subordinated Note Purchase Agreement, the Senior Subordinated Note, the Subordinated Subsidiary Guaranty and the Registration Rights Agreement are all governed by New York Law and the Warrants are governed by the laws of the State of Delaware; the CanArgo Group Members party thereto subject themselves to the jurisdiction of New York Courts and waive the right to jury trial.

The Company evaluated the embedded conversion feature in this debt and determined it did not meet the criteria for bifurcation under SFAS No 133 Accounting for Derivative Instruments and Hedging Activities during the quarter.

Pursuant to EITF 98-5 Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratios and EITF 00-27 Application of Issue No. 98-5 to Certain Convertible Instruments , the Company had initially recorded a discount to the Senior Subordinated Note in the amount of approximately \$6,483,000 based on the relative fair value of the beneficial conversion feature and warrants of \$2,245,000 and \$4,238,000, respectively.

We used the following assumptions to determine the fair value of the Senior Subordinated Notes and Warrants:

	Additional Loan
Stock price on date of grant	\$ 1.16
Risk free rate of interest	4.72%
Expected life of warrant months	24
Dividend rate	
Historical volatility	68.6%

On June 28, 2006, we announced that we had entered into the private placement with Persistency, a Cayman Islands company, of a \$10,000,000 issue of a 12% Subordinated Convertible Guaranteed Note due June 28, 2010 (see 12% Subordinated Convertible Guaranteed Note below) and warrants to purchase an aggregate of 12,500,000 shares of CanArgo common stock ( Warrant Shares ), at an exercise price of \$1.00 per share, subject

**Table of Contents**

to adjustment, and expiring on June 28, 2008 or sooner under certain circumstances (the 12% Note Warrants ) which is described more fully below.

As a result of entering into this private placement we issued warrants at an exercise price below \$1.37 and therefore the terms of the Senior Subordinated Note Purchase Agreement and related agreements dictated that the conversion and warrant exercise prices under the Senior Subordinated Note Purchase Agreement be reset to \$1.00 per share as described above.

The Company therefore recorded an additional debt discount of \$3,683,000 to the Senior Subordinated Note, increasing the total debt discount to approximately \$10,166,000 based on the relative fair value of the beneficial conversion feature and warrants of \$6,123,000 and \$4,043,000, respectively. Debt discount of \$688,594 has been amortised to interest expense in the first quarter of 2007.

The Company has announced that it is planning listing the securities of Tethys on the Toronto Stock Exchange in connection with a proposed offering of Tethys shares, by Tethys and the Company (the Tethys Spin-Out ), with the primary aim of raising additional capital to finance further development and exploration programs in Kazakhstan. It is currently planned that the Company will retain a significant, but not controlling, equity interest in Tethys. The Tethys Spin-Out is currently planned for later this year, dependant on market conditions, pricing etc.

In a separate transaction Persistency have arranged the acquisition of \$5 million of the Senior Subordinated Notes including its conversion obligations into Tethys.

We used the following assumptions in our Black Scholes model to determine the fair value of the Senior Subordinated Notes and Warrants:

	Additional Loan
Stock price on date of grant	\$ 0.74
Risk free rate of interest	5.3%
Expected life of warrant days	1,161
Dividend rate	
Historical volatility	64.3%

*12% Subordinated Convertible Guaranteed Note* : On June 28, 2006, we entered into a \$10,000,0000 private placement with Persistency (the Purchaser ) of a 12% Subordinated Convertible Guaranteed Note due June 28, 2010 (the 12% Note ) and warrants to purchase an aggregate of 12,500,000 shares of CanArgo common stock ( Warrant Shares ), at an exercise price of \$1.00 per share, subject to adjustment, and expiring on June 28, 2008 or sooner under certain circumstances (the 12% Note Warrants ).

The proceeds of this financing, after the payment of all placing expenses and professional fees (estimated at \$150,000), will be used to fund our appraisal and development activities in Georgia including further development of the Ninotsminda Field and potentially appraisal of the Kumisi gas discovery.

We entered into a Note and Warrant Purchase Agreement dated as of June 28, 2006 ( 12% Note Purchase Agreement ) with the Purchaser which qualified as an accredited investor under Rule 501(a) promulgated under the Securities Act. Pursuant to the 12% Note Purchase Agreement, we issued the 12% Note and the 12% Note Warrants in a transaction intended to qualify for an exemption from registration under the Securities Act pursuant to Section 4(2) thereof and Regulation D promulgated thereunder.

The terms of the 12% Note Purchase Agreement and related agreements include the following:  
*Interest.* The unpaid principal balance under the 12% Note bears interest (computed on the basis of a 360-day year of twelve 30-day months) payable semi-annually on June 30 and December 31, commencing December 31, 2006, in cash at the rate of 12% per annum and (b) at the rate of 15% per annum on any overdue payments of principal and interest.  
*Optional Prepayments.* CanArgo may, at its option, upon at least not less than 60 days and not more than 120 days prior written notice, prepay at any time and from time to time after June 28, 2007, any part of the 12% Notes up to an aggregate of \$5,000,000 in aggregate principal amount, in multiples of not less than \$100,000, and at any time after June 28, 2008 the remaining outstanding principal amount at the following Redemption Prices (expressed as



**Table of Contents**

percentages of the principal amount so prepaid): 105% after June 28, 2007 and 103% after June 28, 2008, together with all accrued and unpaid interest.

*Mandatory Prepayment.* CanArgo will not take any action to consummate a Change of Control (or Change of Control contemplated by a Control Event) unless it shall offer to prepay all, but not less than all, of the 12% Note, on not less than 15 business days prior written notice, in the event of an occurrence of a Change of Control or Control Event. Mandatory prepayment of the 12% Note shall be in an amount equal to 101% of the outstanding principal amount of such 12% Note, together with interest on such 12% Note accrued to the date of prepayment. *Change in Control* is defined to mean (a) if CanArgo shall at any time cease to be a publicly held company or cease to have its capital stock traded on an exchange or (b) a transaction or series of related transactions pursuant to which (i) at least fifty-one percent (51%) of the outstanding shares of CanArgo's common stock or, on a fully diluted basis, shall subsequent to June 28, 2006 be owned by any person which is not related to or affiliated with CanArgo, (ii) if CanArgo merges into or with, consolidates with or effects any plan of share exchange or other combination with any person which is not related to or affiliated with CanArgo, or (iii) if CanArgo disposes of all or substantially all of its assets other than in the ordinary course of business; provided, the disposition of Tethys in an offering subject to certain conditions will not be deemed the disposition of all or substantially all of CanArgo's assets and *Control Event* is defined to mean (i) the execution by CanArgo or any material subsidiary of CanArgo which has guaranteed the indebtedness evidenced by the 12% Note (a CanArgo Group Member) of any agreement or letter of intent with respect to any proposed transaction or event or series of transactions or events which, individually or in the aggregate, may reasonably be expected to result in a Change in Control, or (ii) the execution of any written agreement which, when fully performed by the parties thereto, would result in a Change in Control.

*Conversion.* The 12% Note is convertible, in whole or in part, into shares of CanArgo common stock (CanArgo Conversion Stock) at a conversion price per share of \$1.00 (the CanArgo Conversion Price), which is subject to adjustment: (a) if CanArgo issues any equity securities (other than pursuant to the granting of employee stock options pursuant to shareholder approved employee stock option plans or existing outstanding options, warrants and convertible securities, including without limitation the Company's Senior Secured Notes and Senior Subordinated Notes) at a price per share of less than \$1.00 per share, as adjusted, determined net of all discounts, fees, costs and expenses incurred in connection with such issuance, in which case the CanArgo Conversion Price will be reset to such lower price. The CanArgo Conversion Price shall also be adjusted in connection with any stock split, stock dividend, reverse stock split, reclassification, recapitalization, combination, merger, consolidation or any similar transaction, in which case the CanArgo Conversion Price and number of shares of CanArgo Conversion Stock will be appropriately adjusted to reflect any such event, such that the holder of the 12% Note will receive upon conversion the identical number of shares of CanArgo common stock or other consideration or property to be received by the holder of the CanArgo common stock as if the holder had converted the 12% Note immediately prior to any such event as such amount would then be adjusted by reason of such stock split, stock dividend, reverse stock split, reclassification, recapitalization, combination, merger, consolidation or other similar transaction; provided, however, in no event shall the number of shares of CanArgo Common Stock issuable to the Purchasers upon conversion cause the Purchasers to collectively own in excess of 19.9% of the shares of CanArgo common stock outstanding as of June 28, 2006 absent shareholder approval in accordance with applicable stock exchange requirements. The 12% Note is subject to mandatory conversion under certain circumstances. No fractional shares of CanArgo common stock shall be issued upon any conversion; instead the CanArgo Conversion Price shall be appropriately adjusted so that holders shall receive the nearest whole number of shares upon any conversion.

In connection with the execution and delivery of the 12% Note Purchase Agreement, CanArgo entered into a Registration Rights Agreement with the Purchasers pursuant to which it agreed to register the CanArgo Conversion Stock and the Warrant Shares for resale under the Securities Act. The Registration Rights Agreement gives the holders of the 12% Notes and 12% Note Warrants both demand and piggyback registration rights. In addition the Registration Rights Agreement required us to use our best efforts to have a registration statement declared effective by December 31, 2006 and to maintain that effectiveness for a period of two years in the event that we use a Form S-3 and at least 90 days in the event we





**Table of Contents**

use a Form S-1 to register the shares. There is no penalty associated with our failure to perform under the Registration Rights Agreement.

*Security.* Payment of all amounts due and payable under the 12% Note Purchase Agreement, the 12% Note and all related agreements (collectively, the Loan Documents ) is secured by subordinated guarantees from each other CanArgo Group Member (the 12% Subordinated Subsidiary Guaranty ). If CanArgo forms or acquires a Material Subsidiary (as defined in the 12% Note Purchase Agreement) it shall cause such Subsidiary to execute a 12% Subordinated Subsidiary Guaranty (other than for certain excepted companies and legal entities) and thereby become a CanArgo Group Member subject to the provisions of the 12% Note Purchase Agreement.

In connection with the Tethys Financing, on February 9, 2007, CanArgo entered into an amendment, consent, waiver and release agreement with the Purchaser to amend the 12% Subordinated Note and Warrant Purchase Agreement and the 12% Subordinated Note Guaranty Agreement such that Tethys shall not be a guarantor under the Guaranty Agreement.

*Subordination.* Payments on the 12% Note and under the 12% Subordinated Subsidiary Guaranty is subordinated and junior in right of payment to the prior payment or conversion in full of CanArgo's Senior Indebtedness in the event of the bankruptcy, insolvency or other reorganization of CanArgo. Under the terms of the subordination, holders of the 12% Note agree for the benefit of the holders of the Senior Indebtedness to certain limitations on their right to accelerate or demand payment under the 12% Note or otherwise realize under the 12% Subordinated Subsidiary Guaranty in the event of a default under the Senior Indebtedness. *Senior Indebtedness* is defined to mean (i) all indebtedness under the Senior Secured Notes, the Senior Subordinated Notes, or any related agreements; (ii) certain permitted indebtedness now existing or hereafter arising, and (iii) all renewals, refinancings, extensions, modifications and replacements of the then outstanding principal amount owing under any of the foregoing.

*Covenants.* Under the terms of the 12% Note Purchase Agreement CanArgo is subject to certain affirmative and negative covenants, which can be waived by the beneficial holders of at least 50% of the outstanding principal amount of the 12% Notes (the Required Holders ), including the following affirmative and negative covenants, respectively: (a) providing current information regarding CanArgo and rights of inspection; compliance with laws; maintenance of corporate existence, insurance and properties; payment of taxes; adding new material subsidiaries as additional guarantors under the 12% Subordinated Subsidiary Guaranty; payment of professional fees for the Purchaser (not in excess of \$75,000), and (b) restrictions on: transactions with affiliates; mergers, consolidations and sales of all of CanArgo's assets; liens (except for certain permitted liens); the issuance of additional senior indebtedness; changes in CanArgo's line of business; certain types of payments; sale-and leasebacks; sales of assets other than in the ordinary course of business; future Indebtedness, as defined in the 12% Note Purchase Agreement (other than certain permitted indebtedness); cancelling, terminating, waiving or amending provisions of, or selling any interests in (other than under certain circumstances) any of the Basic Agreements (as defined in the 12% Note Purchase Agreement); and adopting any anti-take-over defences except as permitted by the 12% Note Purchase Agreement. CanArgo is not subject to any financial covenants, such as the maintenance of minimum net worth or coverage ratios, other than the restriction on its ability to incur additional Indebtedness.

*Events of Default.* An Event of Default shall exist if one or more of the following occurs and is continuing: (i) failure to pay when due any principal and, after 5 business days, any interest, payable under the 12% Note or any Loan Document; (ii) default in the performance of certain enumerated covenants; (iii) default in the performance or compliance with any other terms which remains unremedied for 30 days after the earlier of a Responsible Officer first obtaining actual and not constructive knowledge of the default or the receipt of notice; (iv) any representation or warranty made in writing on behalf of CanArgo or any other CanArgo Group Member proves to have been false or incorrect in any material respect; (v) customary events involving bankruptcy, insolvency or reorganization; (vi) the entry of a final judgment or judgments in excess of \$2,500,000 (uncovered by insurance), which is not discharged or settled; (vii) violations of ERISA or the Internal Revenue Code of 1986, as amended, under funding of accrued benefit liabilities and other matters relating to employee benefit plans subject to ERISA or Foreign Pension Plans; (viii) any Loan Document ceases to

**Table of Contents**

be in full force and effect (except in accordance with its terms) or its validity is challenged by CanArgo or any affiliate; (ix) CanArgo or any other CanArgo Group Member modifies its Charter Document which results in a Default or Event of Default or will adversely affect the rights of 12% Note holders; or (x) a change occurs in the consolidated financial condition of CanArgo or in the physical, operational or financial status of the Properties (as defined in the Note Purchase Agreement), which change has a Material Adverse Effect (as defined in the Note Purchase Agreement).

Other than for certain Events of Default that will result in an automatic acceleration without notice, such as bankruptcy, if an Event of Default occurs and is continuing, the Required Holders may at any time at its or their option, by notice to CanArgo, declare all outstanding 12% Notes to be immediately due and payable and holders of the 12% Note may proceed to enforce their rights under the Loan Documents at law or in equity. CanArgo is responsible for the payment of all costs of collection, including all reasonable legal fees actually incurred in connection therewith.

*12% Note Warrants.* The 12% Note Warrants may be exercised at an exercise price of \$1.00 per share, subject to adjustment (the Exercise Price) in whole or in part at any time during the period (the Exercise Period) commencing on the first Business Day six (6) months after the date of issuance and terminating at the close of business on June 28, 2008 or shall be exercised on such sooner date at the election of the Company (a Mandatory Exercise) and upon at least thirty (30) days prior written notice to the Registered Holder (the Mandatory Exercise Notice) in the event that: (i) the Manavi M12 well indicates, by way of an independent engineering report, sustainable production, if developed, in excess of 7,500 barrels of oil per day or (ii) all the warrants originally issued under that certain Note and Warrant Purchase Agreement dated as of March 3, 2006 by and among the Company and the holders of the Senior Subordinated Notes are exercised by the holders thereof and the average closing price for the CanArgo Common Stock on the American Stock Exchange or, if the CanArgo Common Stock is not then listed for CanArgo's trading on the American Stock Exchange then the Oslo Stock Exchange, is above \$1.25 (or its equivalent in NOK, and in any case adjusted for any stock dividends, stock split, its reverse split, recapitalization or reorganization) for a period of five consecutive trading days (the Warrant Expiration Date); except that (a) in the case of a Mandatory Conversion (as defined in the 12% Note Purchase Agreement), any and all outstanding 12% Note Warrants issued under the 12% Note Purchase Agreement and held by Purchaser shall automatically and simultaneously become immediately exercisable on receipt of the Mandatory Conversion Notice, and (b) in the case of a Mandatory Exercise, any and all outstanding 12% Notes issued under the 12% Note Purchase Agreement and held by Purchaser shall automatically and simultaneously become immediately convertible on receipt of the Mandatory Exercise Notice. The Exercise Period may also be extended by the Company's Board of Directors. The Exercise Price is subject to adjustment in connection with any stock split, stock dividend, reverse stock split, reclassification, recapitalization, combination, merger, consolidation or any similar transaction, in which case the Exercise Price and number of Warrant Shares will be appropriately adjusted to reflect any such event, such that the holders of the 12% Note Warrants will receive upon exercise the identical number of shares of CanArgo common stock or other consideration or property to be received by the holders of the CanArgo common stock as if the holders had exercised the 12% Note Warrants immediately prior to any such event as such amount would then be adjusted by reason of such stock split, stock dividend, reverse stock split, reclassification, recapitalization, combination, merger, consolidation or other similar transaction. If CanArgo issues any equity securities (other than pursuant to the granting of employee stock options pursuant to shareholder approved employee stock option plans or existing outstanding options, warrants and convertible securities, including without limitation the conversion of the Senior Secured Notes or the Senior Subordinated Notes) at a price per share of less than \$1.00 per share, as adjusted, determined net of all discounts, fees, costs and expenses incurred in connection with such issuance, the Exercise Price will be reset to such lower price; provided, however, in no event shall the number of Warrant Shares issuable upon exercise cause 12% Note Warrant holders to collectively own in excess of 19.9% of the shares of CanArgo common stock outstanding as of June 28, 2006 absent shareholder approval in accordance with applicable stock exchange requirements. The 12% Note Warrants may be converted at the election of the holders and with the concurrence of the Company into Warrant Shares on a net basis based upon the then spread between the Exercise Price and the market price of the Warrant Shares. No fractional shares of CanArgo common stock shall be issued upon any exercise; instead the Exercise Price shall be appropriately



**Table of Contents**

adjusted so that holders shall receive the nearest whole number of shares upon any conversion.

*Miscellaneous.* The execution of the 12% Note Purchase Agreement was conditional upon the consent, which was obtained, from 51% of the holders of the Senior Secured Notes and from 50% of the holders of the Senior Subordinated Notes each pursuant to Waiver and Consent Agreements each dated as of June 28, 2006. Under the terms of their Waiver and Consent Agreement, the holders of 51% in aggregate principal amount of the Senior Secured Notes further agreed to issue to the Purchaser an option to purchase their Senior Secured Notes at par in the event of Default and acceleration of the Senior Secured Notes provided that the Purchaser concurrently offers to purchase the remaining outstanding Senior Secured Notes on identical terms and conditions. The 12% Note Purchase Agreement, the 12% Note, the 12% Subordinated Subsidiary Guaranty and the Registration Rights Agreement are all governed by New York Law and the 12% Note Warrants are governed by the laws of the State of Delaware; the CanArgo Group Members party thereto subject themselves to the jurisdiction of New York Courts and waive the right to jury trial.

The Company evaluated the embedded conversion feature in this debt and determined it did not meet the criteria for bifurcation under SFAS No 133 Accounting for Derivative Instruments and Hedging Activities during the quarter.

Pursuant to EITF 98-5 Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratios and EITF 00-27 Application of Issue No. 98-5 to Certain Convertible Instruments, the Company has recorded a discount to the 12% Note in the amount of approximately \$2,700,000 based on the relative fair value of the beneficial conversion feature and warrants of \$50,000 and \$2,650,000, respectively.

We used the following assumptions to determine the fair value of the 12% Note and 12% Note Warrants:

	Additional Loan
Stock price on date of grant	\$ 0.74
Risk free rate of interest	5.30%
Expected life of warrant days	731
Dividend rate	
Historical volatility	64.3%

The discount is being amortized to interest expense over the life of the 12% Note using an effective interest rate of 10.1%. As of March 31, 2007 we had amortized \$458,000 of debt discount as interest expense. The total effective interest rate for the 12% Note is 22.1%.

*Senior Secured Notes in Tethys:* On September 7, 2006 we announced that Tethys had completed a \$5 million interim loan financing (the Tethys Bridge) to fund Tethys development activities in Kazakhstan ahead of Tethys planned Spin-Out. The funds were used by Tethys primarily for the purchase of pipeline, compressors and related equipment and services for the Kyzylloi field development. The financing took the form of the issue of \$5 million senior secured notes in Tethys redeemable on August 31, 2008 (the Tethys Notes) pursuant to a note and warrant or royalty purchase agreement dated September 5, 2006 (the Tethys NPA). Pursuant to the Tethys NPA, Tethys has the ability to pre-pay the Tethys Notes and the Tethys Notes fall to be automatically pre-paid in full following a change of control of Tethys which includes the admission of Tethys to AIM. Tethys has granted security over its bank account with HSBC Bank plc and its shareholding in its wholly owned subsidiary, Tethys Kazakhstan Limited, as a condition of the Tethys NPA with such security to be released on repayment of the funds. The Tethys Notes bear interest at the rate of 10% per annum for the period from the date of issue until December 31, 2006 and 15% per annum from January 1 2007 until they are repaid in full. The Tethys NPA contains certain affirmative and negative covenants on Tethys which apply provided at least \$500,000 in aggregate of the Tethys Notes is outstanding. The affirmative and negative covenants require Tethys among other things to maintain its corporate existence, to maintain insurance coverage on such terms and in such amounts as is customary in the case of entities in the same or similar businesses and which are similarly situated, to keep current with respect to payment of all due and payable taxes, to not permit Tethys to engage in transactions with affiliates unless they are in the ordinary course of business and on arm's length terms, to not enter into mergers



**Table of Contents**

or consolidations while an default or event of default is continuing or to allow liens on any pledged or secured assets under the NPA except specified permitted liens. In addition, while the covenants still apply Tethys must seek the permission of the noteholders to incur additional external third-part indebtedness in excess of \$2,500,000 except permitted indebtedness as specified in the Tethys NPA.

Pursuant to the provisions of Emerging Issue Task Force 86-15: Increasing-Rate Debt, the Company recognizes interest expense using the effective interest rate method, which results in the use of a constant interest rate for the life of the Tethys Notes. The effective interest rate is approximately 14.2% per annum. The difference between the interest computed using the actual interest rate in effect (10% per annum to December 31, 2006 and 15% from January 1, 2007) and the effective interest rate (14.2% per annum) totalled \$56,715 as of March 31, 2007 of which \$35,000 has been included in accrued liabilities and \$21,715 has been accrued as a non-current liability.

Under the terms of the Tethys NPA, the holders of the Tethys Notes are entitled to receive additional consideration for the advance of the loan in the form of either (1) at closing of the fundraising, warrants to subscribe for ordinary shares in the capital of Tethys (the Tethys Warrants) or (2) 90 days following first commercial sale of hydrocarbons, in which case Tethys may chose between granting the noteholder Tethys Warrants or entering into a royalty agreement with the noteholder. The Tethys Warrants shall be issued pursuant to the terms of an instrument by way of deed poll entered into by Tethys on September 5, 2006. The Tethys Warrants are exercisable in whole or in part at any time up to the expiry of 60 months from the date of the Tethys NPA. As of September 30, 2006, the number of ordinary shares in the capital of Tethys into which the Tethys Warrants are exercisable and the exercise price of the Tethys Warrants are based on an assumed valuation of Tethys, however, in the event of a listing prior to July 31, 2007 the number of shares and exercise price would change to become based on the listing price and valuation. In the event that Tethys raised equity capital at a lower price than the planned exercise price, the exercise price would be adjusted to reflect this lower price. The private placement of Tethys ordinary shares carried out in February 2007 were at a lower price and accordingly the exercise price of these Warrants is now the same as the price of the private placement. One of the noteholders elected to receive their Tethys Warrants at the closing of the fundraising. The other noteholder shall receive their additional consideration 90 days from first commercial sale of hydrocarbons by Tethys.

The requisite holders of the Senior Secured Notes, Senior Subordinated Notes and 12% Notes provided their consent to the Tethys Bridge as required under their respective Note Purchase Agreements.

The Tethys NPA, Tethys Notes, Tethys Warrants and the Warrant Instrument are governed by English law.

The Company evaluated the additional consideration for advancing its loan to Tethys 90 days after first commercial sale of hydrocarbons by Tethys for potential derivative treatment and determined it did not meet the criteria for bifurcation under SFAS No 133 Accounting for Derivative Instruments and Hedging Activities during the quarter.

Pursuant to EITF 98-5 Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratios and EITF 00-27 Application of Issue No. 98-5 to Certain Convertible Instruments, the Company has recorded a discount to the Tethys Notes in the amount of approximately \$2,220,000 based on the relative fair value of the Tethys Warrants.

We used the following assumptions to determine the fair value of the Tethys Warrants:

	Additional Loan
Stock price on date of grant	\$ 0.74
Risk free rate of interest	4.73%
Expected life of warrant months	60
Dividend rate	
Historical volatility	110.5%

**Table of Contents**

As a result of entering into the Tethys private placement in February 2007, Tethys issued shares of its common stock at a price of \$0.50 and therefore under the terms of the Tethys Bridge and related agreements dictated that the warrant exercise price be reset to \$0.50 per share as described above.

The Company therefore recorded an additional debt discount of approximately \$238,000 to the Tethys Bridge, increasing the total debt discount to approximately \$2,458,000 based on the relative fair value of the Tethys Warrants.

The discount is being amortized to interest expense over the life of the Tethys Warrants using an effective interest rate of 18.7%. As of March 31, 2007 we had amortized \$585,000 of debt discount as interest expense. The total effective interest rate for the Tethys Note is 32.9%.

14 **Accrued Liabilities**

Accrued liabilities consisted of the following at March 31, 2007 and December 31, 2006:

	<b>March 31, 2007 (Unaudited)</b>	December 31, 2006 (Audited)
Drilling contractors	\$5,299,819	\$5,144,255
Loan Interest	2,675,800	925,800
Professional fees	751,555	1,035,480
Other	205,792	281,695
	<b>\$8,932,966</b>	<b>\$7,387,230</b>

Included in the amounts due to drilling contractors at March 31, 2007 are amounts invoiced by WEUS Holding Inc ( WEUS ) a subsidiary of Weatherford International Ltd. totalling \$4,931,332. We have formally notified WEUS that we dispute the validity of certain billings to the Company for work WEUS performed in the first and second quarter of 2005. We have recorded all amounts billed by WEUS as of March 31, 2007 pending the outcome of the dispute resolution (see Note 18) which may require referral to the London Court of International Arbitration for resolution in accordance with the provisions of the contract.

15 **Minority Interest**

In February 2007 we announced that Tethys had completed a private placement with a limited group of private investors raising gross proceeds of approximately \$17.35 million, by issuing in total approximately 34.7 million new ordinary shares in Tethys, these representing approximately 33% of the issued and outstanding share capital of Tethys, and with us retaining our 70,000,000 shares in Tethys, these representing the remaining 67%. Under the terms of the Shareholders Agreement entered into with the new private investors, Tethys is subject to certain positive and negative covenants which require the consent of the holders of not less than 75% of the ordinary shares in issue in Tethys from time to time (the Shareholder Majority ). The Agreement also outlines certain provisions in relation to the conduct of the Tethys business and provided that the intention of Tethys, CanArgo Limited and the Investors is to use their reasonable endeavors to work towards a listing of Tethys as soon as practicable, subject to (i) the financial and commercial circumstances of Tethys, and the pre-money valuation of Tethys prior to the listing being acceptable to the Shareholder Majority; and (ii) the terms and amounts (if any) raised by Tethys on such listing being acceptable to the board of Tethys.



**Table of Contents**16 Stockholders Equity

	Common Stock				
	Number of Shares Issued and Issuable	Par Value	Additional Paid-In Capital	Accumulated Deficit	Total Stockholders Equity
<b>Total, December 31, 2006</b>	<b>237,145,974</b>	<b>\$23,714,596</b>	<b>\$233,397,113</b>	<b>\$(177,742,357)</b>	<b>\$79,369,352</b>
Stock based compensation under SFAS 123R			219,660		219,660
Additional discount recorded for issue of warrants to purchase 5 million shares pursuant to a loan agreement			237,875		237,875
Exercise of warrants	1,000,000	100,000	530,000		630,000
Exercise of stock options	355,000	35,500	282,300		317,800
Minority book value adjustment for sale of subsidiary common stock			5,437,548		5,437,548
Net Loss				(5,931,803)	(5,931,803)
<b>Total, March 31, 2007</b>	<b>238,500,974</b>	<b>\$23,850,096</b>	<b>\$240,104,496</b>	<b>\$(183,674,160)</b>	<b>\$80,280,432</b>

17 Net Income (Loss) Per Common Share

Basic and diluted net loss per common share for the three month periods ended March 31, 2007 and March 31, 2006 were based on the weighted average number of common shares outstanding during those periods. Convertible debt, options and warrants to purchase CanArgo's common stock outstanding during the nine months ended September 30, 2006 were not included in the computation of diluted net loss per common share because the effect of such inclusion would have been anti-dilutive. The total numbers of such shares excluded from diluted net loss per common share were 96,010,214 for the three months ended March 31, 2007 and 64,628,260 for the three months ended March 31, 2006. The total numbers of such shares excluded from diluted net loss per common share exclude any Tethys warrants that may be issued to the holders of the Tethys Notes.

18 Commitments and Contingencies

We have contingent obligations and may incur additional obligations, absolute and contingent, with respect to the acquisition and development of oil and gas properties and ventures in which we have interests that require or may require us to expend funds and to issue shares of our Common Stock.

At March 31, 2007, we had the contingent obligation to issue an aggregate a maximum of 187,500 shares of our Common Stock to Fielden Management Services PTY, Ltd (a third party management services company), subject to the satisfaction of conditions related to the achievement of specified performance standards by the Stynawske Field project, an oil field in Ukraine in which we had a previous interest. As far as management is aware, the project is not progressing at the desired pace of development and consequently, in management's opinion the chance of having to issue these shares is remote.

Under the Production Sharing Contract for Blocks XI<sup>G</sup> and XI<sup>H</sup> (the Tbilisi PSC) in Georgia our subsidiary CanArgo Norio Limited had a commitment to acquire additional seismic data within three years of the effective date of the contract which is September 29, 2003. The State Agency for Oil & Gas Regulation in Georgia has consented to an extension to the period within which the data should be acquired to July 31, 2008 and we are currently working with the State Agency to amend the Tbilisi PSC accordingly. The total commitment over the remaining period is \$350,000. In the event that a commercial discovery is not

**Table of Contents**

established, our interest in the Tbilisi PSC would terminate 10 years from the effective date, which will be September 29, 2013.

In 2002, the Participation Agreement for the three well exploration program on the Ninotsminda /Manavi area with AES Gardabani (a subsidiary of AES Corporation) ( AES ) was terminated without AES earning any rights to any of the Ninotsminda / Manavi area reservoirs. We therefore have no present obligations in respect of AES. However, under a separate Letter of Agreement, if gas from the Sub Middle Eocene is discovered and produced from the exploration area covered by the Participation Agreement, AES will be entitled to recover at the rate of 15% of future gas sales from the Sub Middle Eocene, net of operating costs, approximately \$7,500,000, representing their prior funding under the Participation Agreement. AES have now withdrawn from Georgia, but hydrocarbons have been discovered in the Manavi area reservoir and in the event of a successful gas development from the Sub Middle Eocene, it is reasonably possible that AES may exercise their rights under the Letter of Agreement.

On February 4, 2005, NOC and PFG agreed to terminate the Sales Agreement and enter into a new agreement ( New Agreement ) whereby PFG would receive an immediate repayment of its Security Deposit and obtain an extended term over which it can purchase crude oil produced from the Ninotsminda Field while NOC receives better commercial terms for the sale of its production. The New Agreement has a minimum term of 45 months and contains the following principal terms:

- (i) NOC will make available to PFG NOC's entire share of production from the Ninotsminda Field including a minimum total amount of 68,555 metric tonnes (the Minimum Contract Quantity ). In the event NOC fails to produce the Minimum Contract Quantity it will have no liability to PFG;
- (ii) The delivery point shall be at Georgian Oil's storage reservoirs at Samgori (adjacent to the Ninotsminda Field);
- (iii) The price for the oil will be in US Dollars per net US Barrel equal to the average of the mean of three quotations in Platts Crude Oil Marketwire<sup>®</sup> for Brent Dated Quotations minus a discount: ranging for sales (a) up to the Minimum Contract Quantity from \$6.00 to \$7.50 based on Brent prices per barrel ranging from less than \$15.00 to greater than \$25.01, respectively; and (b) for sales of oil in excess of the Minimum Contract Quantity at the commercial discount in Georgia for oil of similar quality less \$0.10 per barrel with the maximum discount being \$6.00 per barrel for export sales and \$5.50 per barrel for local sales; and
- (iv) PFG will pay NOC for the monthly quantity of oil in advance of delivery.

NOC's obligations are subject to customary Force Majeure provisions, title and risk of loss pass to buyer at the delivery point, NOC agrees to assist the buyer to sell the oil locally or export oil in accordance with applicable law and the New Agreement is governed by English law.

As a result of PFG's continuing failure to lift crude oil under the New Agreement during 2006, we reached a mutual agreement to terminate the New Agreement in November 2006 with neither party being responsible for further performance under the New Agreement nor liable in any way to each other.

In September 2004, a blow-out occurred at the N100 well on the Ninotsminda Field. The Company currently estimates that the total costs attributable to the blow-out, including compensation and cleaning of the environment will be \$2,000,000. The Company's insurance policies cover 80% of these costs up to a maximum of \$2,500,000 and the remaining 20% insurance retention being payable by the Company. In 2005 we received \$800,000, as a first instalment, from our insurers and in 2006 we received a further \$560,000, in respect of costs incurred to date and the chance of receiving the remaining amount up to 80% of our total costs, is deemed probable.

On July 27, 2005, GBOC Ninotsminda, an indirect subsidiary of the Company, received a claim raised by certain of the Ninotsminda villagers (listed on pages 1 to 76 of the claim) in

**Table of Contents**

the Tbilisi Regional Court in respect of damage caused by the blowout of the N100 well on the Ninotsminda Field in Georgia on September 11, 2004. An additional claim was received in December 2005 and amended in March 2006, thus bringing the relief sought pursuant to both claims to the sum of approximately GEL 314,000,000 (approximately \$185,000,000 at the exchange rate of GEL to US dollars in effect on March 31, 2007). We believe that we have meritorious defences to this claim and intend to defend it vigorously and as a result of discussions with our legal advisors in Georgia, we would consider the chances of the claim being successful to be remote.

On September 12, 2005, WEUS Holding Inc ( WEUS ) a subsidiary of Weatherford International Ltd lodged a formal Request for Arbitration with the London Court of International Arbitration against CanArgo Energy Corporation in respect of unpaid invoices for work performed under the Master Service Contract dated June 1, 2004 between the Company and WEUS for the supply of under-balanced coil tubing drilling equipment and services during the first and second quarter of 2005. Pursuant to the Request for Arbitration, WEUS demand for relief is \$4,931,332.55. Although the Company has recorded all amounts billed by Weatherford as of December 31, 2005 (see Note 13) the Company is contesting the claim and has filed a counterclaim. We believe that we have meritorious defenses to this claim and intend to defend it vigorously. At this point in the proceedings it is not possible to predict the outcome of the arbitration. However, in the event that Weatherford is successful, the extent of the loss to the Company would be limited to payment of Weatherford's professional fees in regards to this matter.

The Company has been named in a claim with a group of defendants by former interest holders of the Lelyakov oil field in the Ukraine. The plaintiffs are seeking damages of approx 600,000 CDN (approx \$520,000 at March 31, 2007 exchange rates). The former owners of UK-Ran Oil Company disposed of their investment in the field prior to selling the Company to CanArgo. CanArgo believes the claim against it to be meritless. The Company is unable at this time to determine a potential outcome but in general would consider the chances of the claim being successful to be remote.

Under the Ninotsminda PSC, NOC is required to relinquish at least half of the area then covered by the production sharing contract, but not in portions being actively developed, at five year intervals commencing December 1999. In 1998, these terms were amended with the initial relinquishment being due in 2008 and a reduction in the area to be relinquished at each interval from 50% to 25% whereby the Contractor selects the relinquishment portions.

CanArgo Norio Limited currently owns a 100% interest in the Norio (Block XI<sup>C</sup>) and North Kumisi Production Sharing Agreement ( Norio PSA ), although this interest has a 25 year term it may be reduced to 85% should the state oil company, Georgian Oil and Gas Corporation ( GOGC ), exercise an option available to it under the PSA for a limited period following the submission of a field development plan. Although we are not able to speak for GOGC, in management's opinion it is likely that GOGC would exercise the option available to it in the event of a commercial oil or gas discovery. As a contractor party, GOGC would be liable for all costs and expenses in relation to any interest it may acquire in the PSA. This PSA covers an area of approximately 265,122 acres (1,061 km<sup>2</sup>) following a 25% relinquishment in April 2006 and will be subject to a further 50% relinquishment of the remaining contract area less any development area in April 2011.

Agreement has now also been reached whereby, subject to confirmation of the waiver of any Kazakh government pre-emption rights, Tethys, through its wholly owned subsidiary Tethys Kazakhstan Limited ( TKL ) will acquire the 30% of BNM it does not own in return for 30 million shares in Tethys, and making BNM a wholly owned subsidiary of TKL. TKL's interest in BNM is currently the principal asset of Tethys. Following this share swap there will be approximately 134.7 million shares in Tethys of which CanArgo owns 70 million(52 %).

At March 31, 2007, we have commitments of \$2,962,000 in respect of the construction of the pipeline tie-in for the Kyzylloi field development in Kazakhstan.

**19 Temporary Equity**

Our 2004 Plan, as amended, allows for up to 17,500,000 shares of the Company's common stock to be issued to officers, directors, employees, consultants and advisors pursuant to the grant of stock based awards, including qualified and non-qualified stock, options, restricted stock, stock appreciation rights and other stock based performance awards. Stock options may be exercised, in whole or in part, by giving written notice of exercise to the Company specifying the number of shares to be purchased. However, in the event of Change of Control (as defined in the 2004 Plan) an optionee (other than an optionee who initiated a Change of Control in a capacity other than as an

officer or director of the Company) may elect to

**Table of Contents**

surrender all or part of the stock option to the Company and to receive in cash an amount equal to the amount by which the fair market value per share of the stock on the date of exercise shall exceed the purchase price per share under the stock option multiplied by the number of shares of the stock granted under the stock option as to which the right granted by this proviso shall have been exercised.

The company accounts for options issued with redemption features in accordance with SEC Accounting Series Release 268 Presentation in Financial Statements of Redeemable Preferred Stocks and EITF D-98: Classification and Measurement of Redeemable Securities, the Company has calculated and classified the intrinsic value of \$2,119,530 as at December 31, 2005 to Temporary Equity, the vested portion of issued share options from our 2004 Long-Term Incentive Plan in accordance with the related guidance. The Company believes that the likelihood of a Change in Control is remote at this point in time and therefore has fixed its Temporary Equity as at the December 31, 2005 level.

**20 Discontinued Operations****Samgori PSC**

On February 17, 2006 we issued a press release announcing that our subsidiary, CanArgo Samgori Limited ( CSL ), was not proceeding with further investment in Samgori (Block XI<sup>B</sup>) Production Sharing Contract ( Samgori PSC ) in Georgia and associated farm-in which became effective in April 2004, and accordingly we terminated our 50% interest in the Samgori PSC with effect from February 16, 2006. The decision by CSL not to proceed with further investment under the current farm-in arrangements was due to the inability of CSL's partner in the project, Georgian Oil Samgori Limited ( GOSL ), to provide its share of funding to further the development of the Field. We consider that there would have been insufficient time to meet the commitments under the Agreement with National Petroleum Limited ( NPL ) the previous licence holders and we were not prepared to fund the project, which is not without risk, on a 100% basis without different commercial terms and an extension to the commitment period. It was not possible to negotiate a satisfactory position on either matter. CSL has been informed that NPL has now exercised its right to take back 100% of the Contractor Share in the Samgori PSC from GOSL and, accordingly, effective February 16, 2006 we have withdrawn from the Samgori PSC.

The results of discontinued operations in respect of CSL consisted of the following for the three month periods ended:

	<b>March 31, 2007 (Unaudited)</b>	March 31, 2006 (Unaudited)
Operating Revenues	\$	\$ 266,974
Income (Loss) Before Income Taxes and Minority Interest	(2,609)	77,759
Income Taxes		
Minority Interest in Income		
Net income (loss) from Discontinued Operations	\$ (2,609)	\$ 77,759

**Table of Contents**

Gross consolidated assets and liabilities in respect of CSL that are included in assets to be disposed consisted of the following at March 31, 2007 and December 31, 2006:

	<b>March 31, 2007 (Unaudited)</b>	December 31, 2006 (Unaudited)
Assets to be disposed:		
Accounts receivable (net)	\$ 1,131	\$ 1,120
Other current assets	6,798	6,736
	<b>\$ 7,929</b>	<b>\$ 7,856</b>
Liabilities to be disposed:		
Accounts payable	\$ 365,260	\$ 361,939
Provision for future site restoration	7,175	7,000
	<b>\$ 372,435</b>	<b>\$ 368,939</b>

21. **Segment and Geographical Data**

The segment and geographical data below is presented for the three month periods ended March 31, 2007.

Operating revenues from continuing operations for the three month period ended March 31, 2007 by geographical area were as follows:

	<b>March 31, 2007 (Unaudited)</b>
Oil and Gas Exploration, Development and Production	
Georgia	\$ 446,847
Republic of Kazakhstan	
Total	<b>\$ 446,847</b>

Operating income (loss) from continued operations for the three month period ended March 31, 2007 by geographical area was as follows:

	<b>March 31, 2007 (Unaudited)</b>
Oil and Gas Exploration, Development and Production	
Georgia	\$ 51,475
Kazakhstan	(1,453,741)
Corporate and Other Expenses	(2,006,338)
Total Operating Loss	<b>\$ (3,408,604)</b>





**Table of Contents**

Net (loss) income before minority interest from continuing operations for the three month period ended March 31, 2007 by geographic area was as follows:

	<b>March 31, 2007 (Unaudited)</b>
Oil and Gas Exploration, Development and Production	
Georgia	\$ 51,475
Kazakhstan	(1,453,741)
Corporate and Other Expenses	(4,861,746)
Net (Loss) Income Before Minority Interest	(6,264,012)

Identifiable assets of continuing and discontinued operations as of March 31, 2007 and December 31, 2006 by business segment and geographical area were as follows:

	<b>March 31, 2007 (Unaudited)</b>	<b>December 31, 2006 (Unaudited)</b>
Corporate		
Georgia	\$ 973,151	\$ 452,500
Western Europe (principally cash)	32,020,639	26,223,040
Total Corporate	32,993,790	26,675,540
Oil and Gas Exploration, Development and Production		
Georgia	89,964,577	87,224,208
Kazakhstan	24,933,317	22,577,878
Assets to be disposed		
Georgia	7,929	7,856
Total Identifiable Assets	\$ 147,899,613	\$ 136,485,482

**Table of Contents**

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations  
Qualifying Statement With Respect To Forward-Looking Information**

*THE FOLLOWING INFORMATION CONTAINS FORWARD-LOOKING STATEMENTS. SEE  
FORWARD-LOOKING STATEMENTS BELOW AND ELSEWHERE IN THIS REPORT.*

In addition to the historical information included in this report, you are cautioned that this Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. When the words believes, plans, anticipates, will likely result, will continue, projects, expects, and similar expressions in this Form 10-Q, they are intended to identify forward-looking statements, and such statements are subject to certain risks and uncertainties which could cause actual results to differ materially from those projected. Furthermore, our plans, strategies, objectives, expectations and intentions are subject to change at any time at the discretion of management and the Board.

These forward-looking statements speak only as of the date this report is filed. The Company does not intend to update the forward-looking statements contained in this report, so as to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as may occur as part of our ongoing periodic reports filed with the SEC.

The following is a discussion of our financial condition, results of operations, liquidity and capital resources. This discussion should be read in conjunction with our consolidated annual financial statements and the notes thereto, included in our Annual Report on Form 10-K filed for the year ended December 31, 2006 in addition to our condensed consolidated quarterly financial statements and the notes thereto, included in Item 1 of this report.

***Overview***

Our share of the 43,881 (488 barrels per day) of gross oil production from the Ninotsminda Field in Georgia for the three month period ended March 31, 2007 was 30,898 barrels. For the three month period ended March 31, 2006 our share of the 47,920 (532 barrels per day) of gross oil production from the Ninotsminda Field was 31,148 barrels.

During the first quarter 2007, we continued to progress our exploration, appraisal and development plans in both of our areas of operation, Georgia and Kazakhstan.

***Georgia***

On March 26, 2007 we announced that following a further review of possible workover candidates in the eastern part of the Ninotsminda Field, we mobilised CanArgo Rig #1 to the N52 well. We believe that the eastern part of the Ninotsminda Field has the greatest potential for additional production and is relatively un-drained. The N52 well was drilled in 1987 prior to our involvement in the field, but never produced due to the loss of several thousand feet of tubing in the hole, which is believed to be in a number of parts. It is located to the south east of our N98H well which has produced at a stable rate and with low water cut in excess of 445,000 barrels of oil to date. The planned operations on N52 are to recover the fish, perforate the Middle Eocene reservoir interval and put the well on production. The main risk concerns the magnitude of the fishing operation while the well itself is suitably placed to exploit unswept oil in this relatively under developed part of the field. Operations are progressing well and we have already successfully recovered over 5,250 feet (approximately 1,600 metres) of tubing from the well.

We previously announced that our subsidiary company, Ninotsminda Oil Company Limited, had contracted with the State of Georgia for the sale of gas from the Ninotsminda Field for consumption at the Gardabani gas fired thermal power plant to the south of Tbilisi once the State had completed repairs to the 25 mile (41 kilometres) pipeline between Ninotsminda and Gardabani. The initial planned quantity of gas to be supplied under the agreement is 7.06 MMscf (200 MCM) per day, and sales were expected to start in the fall of 2006, however, due to delays in completing repairs to the pipeline due to the pipeline being in a worse state of repair than initially believed, gas sales will now not commence before the 2007 winter heating season.

**Table of Contents**

The M12 appraisal well to the Manavi Cretaceous oil discovery made in 2003 completed drilling in mid-December 2006. The well was drilled to a total depth of 16,762 feet (5,109 meters) in the Cretaceous interval with the top of the carbonate section being penetrated at 14,829 feet (4,520 meters). Significant hydrocarbon shows whilst drilling and wireline logs indicate a potentially significant hydrocarbon column in the well with no definitive presence of a hydrocarbon-water contact. An 886 feet (270 meter) 5 pre-perforated production liner was run over an interval which was considered to have the better reservoir characteristics and a production testing string set to test the Cretaceous carbonate and underlying interbedded carbonate and tuffaceous units. During setting of the test string, the well began flowing and it was necessary to increase the mud weight to control the well whilst the test string was set. Despite the flow and gas observed at surface during drilling operations, the initial testing operations in January 2007 resulted in a pressure increase at surface but with no discernable flow. Subsequent re-perforating of parts of the test interval has resulted in minor flow with gas being flared and light, sweet, black 40.5° API oil collected at surface. It was concluded that the most likely cause for the lack of flow was that formation damage had occurred, probably whilst controlling the well during the setting of the test string, with drilling mud penetrating and blocking the formation. In carbonate reservoirs, this problem is best dealt with through acid stimulation techniques which help to clean the well and create conductive pathways from the reservoir to the well bore and hence bypass any reservoir damage and allow the potential of the well to be tested. FracTech Ltd., a UK company providing independent well completion and stimulation laboratory testing, design and consultancy services, and Schlumberger well completions experts were consulted for advice on the acid stimulation program and its method of application.

Whilst we were awaiting delivery of the acid and chemicals for the stimulation and the mobilisation of a coil tubing unit and equipment to Georgia from Europe, the Saipem drilling rig was demobilised from the M12 location.

On April 30, 2007 we announced that an initial acid stimulation program has been completed on the M12 well with a 564 foot (172 metre) interval consisting primarily of Cretaceous limestone where the best hydrocarbon shows were observed during drilling having been treated. On stimulation, which involved a low pressure acid squeeze using a coiled tubing unit, the well flowed back unaided and produced liquids at rates of up to 46 barrels per hour (1,104 barrels per day) and a sizeable gas flare. Immediately prior to the treatment process, the wellhead pressure had increased to approximately 1,600 psig (110 bars). Over a 12 hour period following the acid treatment, the well produced a total of 402 barrels of liquids consisting of pumped fluid and chemicals, polymer drilling mud released from the reservoir, oil and gas. The maximum oil cut observed was in excess of 50%.

The well, however, did not sustain flow, and it is now concluded that the extent of the formation damage is beyond that which can be cleaned using a simple acid stimulation process, and will require more powerful pumping equipment to perform a hydraulic fracturing of the formation with acid, this having always been regarded as a possibility. As the well was not able to sustain flow, and as drilling mud was observed in the return flow, it is clear that there continues to be a blockage in the vicinity of the well bore and invasion of drilling mud would appear to be a major factor. The results of the treatment suggest that acid is the correct approach to opening this formation up to flow while at the same time has proven the presence of oil in the reservoir. However, additional pump pressure is required to fracture the reservoir beyond the damaged zone and establish communication with undamaged formation.

Currently, equipment to carry out a hydraulic fracturing operation is not available in Georgia and we have approached the major providers of this equipment in the region confirming that we are now ready to commit to bringing hydraulic fracturing services and equipment to Georgia to perform this work on the M12 well as quickly as possible.

On February 8, 2007 we announced that the Kumisi #1 well had commenced drilling. This well, which is being drilled with our CanArgo Rig #2, is an appraisal well to the West Rustavi #16 Cretaceous gas condensate discovery made in Soviet times. Seismic data shot by CanArgo indicates a potentially large structure may be present and test data from the discovery well indicates that reservoir productivity should be good. This prospect is situated just to the south of the capital city, Tbilisi, close to the Rustavi industrial complex, the Gardabani thermal power plant and the route of the new South Caucasus gas trunkline from Azerbaijan to Turkey. The well is designed to test the Cretaceous limestones, the top of which is prognosed to be at a depth of approximately 9,845 feet (~3,000 metres), and an underlying volcanic sequence of pillow lavas at a depth of approximately 10,830 feet (~3,300 metres).



**Table of Contents**

In the Kumisi well, a 7 casing string has been successfully run and cemented at a depth of 8,881 feet (2,707 metres) in Palaeocene shales which are expected to provide a potential cap rock to the Cretaceous carbonates. The well is currently drilling ahead at 9,475 feet (2,888 metres) and is expected to reach target depth of 12,140 feet (3,700 metres) in June.

The government of Georgia, in accordance with a memorandum of understanding signed by the Ministry of Energy and a CanArgo subsidiary in March 2006, has committed to purchase any gas discovered at Kumisi, within the Nazvrevi / Block XIII Production Sharing Contract area on a take-or-pay basis and agreed commercial terms with security for payment.

*Kazakhstan*

On February 28, 2007 we announced that following a recent private placement of shares in the subsidiary holding our Kazakh assets, Tethys Petroleum Limited ( Tethys ), in which some \$17.4 million (gross) of capital was raised, with CanArgo retaining a 67% interest in Tethys, work has continued on the Kyzylloi Field development and the Akkulka exploration program in Kazakhstan this being carried by Tethys 70% subsidiary BN Munai LLP.

First gas expected in early summer from our Kyzylloi Gas Field development program with at an initial planned rate of approximately 22 MMscf (625 MCM) of gas per day . Construction work is progressing well on the 32 mile (51 km) export pipeline, infield lines and the compressors necessary to pressure up the gas for delivery into the main Bukhara Urals gas trunkline. The initial Kyzylloi development involves production from eight already tested gas wells on the Kyzylloi and NE Kyzylloi Fields, with the subsequent addition of recent exploration discoveries.

Work is also proceeding on further exploration for shallow gas in the Akkulka exploration area around the Kyzylloi Field. Under the terms of a contract awarded in 2006 to drill five further exploration / appraisal wells on identified shallow gas prospects, drilling is already underway with two wells having been drilled to date and the next well expected to commence in May. The AKK06 well, which was drilled as a downdip step-out to the AKK04 Central Akkulka Field discovery well encountered potential gas-bearing sandstones at two levels. The deeper Kyzylloi sandstone interval showed good gas shows when the well was drilled, and although gas was produced to surface on test, this was not at commercial rates, and the deeper zone has now been plugged and abandoned. The upper interval is currently being tested. The other well drilled to date, AKK07, which is an exploration wildcat located to the south west of the Kyzylloi Field, has encountered two zones which may contain commercially moveable gas bearing sandstones. This well remains to be tested as part of an integrated testing program using testing equipment which is currently focused on commissioning of the Kyzylloi production wells.

In the Greater Akkulka Exploration & Production Contract area in which BNM has a 100% interest, BNM considers that this area has substantial exploration potential, with extensions of the shallow gas exploration targets and deeper Mesozoic plays. This large area within a proven hydrocarbon system, has potential towards the south and east (towards the Aral Sea), where the Paleogene sand sequence is thought to become thicker and of better quality, and towards the west and north where potential may exist for stratigraphic and pinch-out plays. Initial seismic mapping has shown the presence of several shallow gas prospects and it is planned that drilling would commence on these structures in early 2008. Meanwhile, additional 2D seismic data will be acquired this year on the Greater Akkulka Contract Area as part of the work commitment under the contract and to infill the western part of the area prior to the contractual relinquishment of 20% of the area at the end of 2007. A seismic contractor has been selected and work is expected to commence in the near future.

Tethys has now entered into an Engagement Letter with Jennings Capital Inc. of Calgary, Alberta ( JCI ) engaging JCI to act as lead agent with respect to a planned initial public offering ( IPO ) and listing of Tethys on the Toronto Stock Exchange (TSX) later this year. In addition McDaniel and Associates Consultants Limited have been engaged to carry out an independent evaluation of Tethys projects in connection with the proposed listing. The full details of the planned IPO have yet to be finalised but is likely to take place in early summer. The funds to be raised through the TSX listing are currently intended to be used primarily to advance the development of the Kyzylloi Gas Field and further exploration and development plans for the Akkulka and Greater Akkulka contract areas in addition to further business development.

**Table of Contents**

In February 2007 we announced that TPL has signed a Protocol of Intent (the Protocol ) with the Ministry of Energy of the Republic of Tajikistan and the State Committee for Investments and Property Management of the Republic of Tajikistan giving TPL the exclusive right to carry out technical evaluations and negotiations with the aim of entering into a contractual arrangement: to carry out oil and gas exploration activities in the Kulibsky region of Southern Tajikistan; to consider involvement in the Alimtai prospect in that region; and to consider co-operation in increasing production on currently operating fields in Tajikistan. A phase of data collection, interpretation and negotiation is planned over the next six months, with the aim of concluding basic agreements during this period.

**Liquidity and Capital Resources**

As of March 31, 2007 we had working capital of \$18,709,000 compared to working capital of \$11,628,000 as of December 31, 2006.

On October 13, 2006, we announced the completion of a private placement in Norway of an aggregate of 12,263,368 shares of common stock at a purchase price of NOK 9.10 per share, for aggregate gross proceeds of NOK 111,596,239 (\$16,687,039 equivalent based upon a conversion rate of NOK 6.6876 per dollar) before placing fees and expenses estimated at NOK 6,695,774 (\$1,001,022). The shares were issued in a transaction intended to qualify for the exemption from registration afforded by Section 4(2) of the Securities Act and Regulation S promulgated thereunder. CanArgo agreed to register the Shares for resale under the Securities Act and the Company filed a Registration Statement on Form S-3 with the SEC on October 13, 2006, which included these shares. As a result of the delays incurred in registering the Shares we have paid subscribers a cash liquidity penalty of 5% of the subscription price of their Shares in the aggregate amount of NOK 5,579,812 (\$834,352 equivalent). The net proceeds of the placement will be used by the Company for working capital; future capital expenditures in Georgia, including, without limitation, securing drilling equipment and other related activities.

In February 2007 we announced that TPL had completed a private placement with a limited group of private investors raising aggregate gross proceeds of \$17,337,195, by issuing in total 34,674,390 new ordinary shares in TPL (representing approximately 33% of the issued and outstanding share capital of TPL) and with CanArgo Limited (a wholly owned subsidiary of CanArgo) retaining our 70,000,000 shares in TPL (representing the remaining 67%). Under the terms of the Shareholders Agreement entered into with the new private investors (the Investors ), TPL is subject to certain positive and negative covenants which require the consent of the holders of not less than 75% of the ordinary shares in issue in TPL from time to time (the Shareholder Majority ). The Agreement also outlines certain provisions in relation to the conduct of the TPL business and provided that the intention of TPL, CanArgo Limited and the Investors is to use their reasonable endeavors to work towards a listing of TPL as soon as practicable, subject to (i) the financial and commercial circumstances of TPL, and the pre-money valuation of TPL prior to the listing being acceptable to the Shareholder Majority; and (ii) the terms and amounts (if any) raised by TPL on such listing being acceptable to the board of TPL.

Cash flows from our Georgian operations together with the net proceeds of the private placement in Norway and the net proceeds of the TPL private placement means we have some of the working capital necessary to cover our immediate and near term funding requirements. In order to continue with all of our currently planned development activities in Georgia on our Ninotsminda Field and the appraisal of our Manavi oil discovery, and our exploration and development plans in the Republic of Kazakhstan, we are currently investigating further fundraising proposals.

**Going Concern**

The interim consolidated condensed financial statements have been prepared in accordance with U.S. GAAP, which contemplates continuation of the Company as a going concern. The items listed below raise substantial doubt about the Company's ability to continue as a going concern. The interim consolidated condensed financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The Company has incurred net losses from continuing operations to common stockholders of approximately \$61,214,000, \$12,938,000 and \$6,262,000 for the years ended December 31, 2006, 2005 and 2004 respectively.

These net losses included non-cash charges related to depreciation and depletion, impairments, loan interest, amortization of debt discount and stock-based compensation of approximately \$48,653,000, \$6,928,000 and \$5,104,000 for the years ended December 31, 2006, 2005 and 2004 respectively.

The amount of cash needed for operations for the remainder of 2007 exceeds the amount of cash held by the Company at March 31, 2007. The Company estimates it will need additional funds in July 2007 to continue operations.

In the years ended December 31, 2006 and 2005 the Company's revenues from its Georgian operations did not cover the costs of its operations.

At March 31, 2007 the Company had cash and cash equivalents available for general corporate use or for use in the Georgian operations of approximately \$10,608,000. In the three months ended March 31, 2007 the Company experienced net cash outflows from operations, including capital expenditures, of approximately \$5,000,000 in Georgia.

The Company has a planned capital expenditure budget in 2007 of approximately \$9,200,000 in Georgia.

At June 30, 2007, interest payments amounting to \$3,125,000 are required to be paid by the Company under our current debt agreements (see Note 13). If we do not pay this interest we would default on our debt obligations (see Note 13).

The Company's ability to continue as a going concern is dependent upon raising capital through debt and equity financing on terms desirable to the Company in the immediate short-term.

The covenants contained in the Note Purchase Agreements to which the Company is a party (see Note 13), restrict the Company from incurring additional debt obligations unless it receives consent from at least 51% of the noteholders

The Company's ability to raise equity funding is limited by the amount of its authorized share capital. 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. As of May 1, 2007, 238,500,974 shares of Common 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 for: i.) shares in connection with the exchange of Exchangeable Shares previously issued by the Company in connection with an acquisition; ii) shares of Common Stock upon exercise of outstanding stock options granted under certain stock option plans; iii.) shares issuable upon exercise of outstanding warrants; iv.) under our existing option plans; and v.) in connection with certain existing contractual arrangements.

There are no assurances the Company could raise additional sources of equity financing and because of the covenants contained in the Note Purchase Agreements to which the Company is a party (see Note 13), the Company is restricted from incurring additional debt obligations unless it receives consent from at least 51% of the noteholders, which cannot be assured.

If the Company is unable to obtain additional funds when they are required or if the funds cannot be obtained on terms favorable to the Company, management may be required to delay, scale back or eliminate its well development program or enter into contractual arrangements with third parties to develop or market products that the Company would otherwise seek to develop or market itself, or even be required to relinquish its interest in the properties or in the extreme situation, cease operations.

#### Managements Plan

The Company anticipates it will require additional funding within the next two months to continue with its Georgian operations as planned. The Company is in the process of addressing this situation as follows:

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 at the annual general shareholders meeting on June 5, 2007.

Subject to stockholder approval of the share capital expansion, the Company may plan to seek appropriate equity financing to cover its short-term working capital needs.

The Company is currently negotiating with its Noteholders the possibility of restructuring its debt and its short-term loan interest obligations so as to allow for the current operations to proceed as planned.

The Company believes that if it is able to secure the necessary financing and to successfully complete the Manavi 12 well later in the year such that a significant quantity of oil flows are produced, that it will be able to raise additional debt and or equity funds in order to continue operations and to properly develop the Manavi Field, continue appraising the Norio discoveries, and further develop the Company's business in the region.

On June 28, 2006 we announced that Tethys was planning to seek admission to the AIM market of the London Stock Exchange and raise funds for its development and exploration activities in Kazakhstan ( Tethys Spin-Out ). We planned to retain a significant, but not controlling, equity



**Table of Contents**

interest in Tethys after the admission of Tethys to the AIM market. The intention was that this funding would enable the Kazakh assets to be financed whilst minimizing dilution for our shareholders and potentially raising additional funds for our operations. Tethys engaged ODL Securities Limited to act as principal broker for this transaction, which was planned for the end of 2006, subject to prevailing market conditions. In view of then prevailing market conditions, our brokers were unable to indicate that sufficient capital would be raised to fulfill the capital required to proceed with the AIM admission as planned.

Tethys has now entered into an Engagement Letter with Jennings Capital Inc. of Calgary, Alberta ( JCI ) engaging JCI to act as lead agent with respect to a planned initial public offering ( IPO ) and listing of Tethys on the Toronto Stock Exchange (TSX) later this year. In addition McDaniel and Associates Consultants Limited have been engaged to carry out an independent evaluation of Tethys' projects in connection with the proposed listing. The full details of the planned IPO have yet to be finalised but this is likely to take place in the early summer.

While a considerable amount of infrastructure for the Ninotsminda Field has already been put in place, we cannot provide assurance that:

funding of a field development plan will be timely;

that our development plan will be successfully completed or will increase production; or

that field operating revenues after completion of the development plan will exceed operating costs.

Under the terms of each of the Note issues (see Note 13 to the Financial Statements), we are restricted from incurring future indebtedness and from issuing additional senior or *pari passu* indebtedness, except with the prior consent of the Required Holders or in limited permitted circumstances. The definition of indebtedness encompasses all customary forms of indebtedness including, without limitation, liabilities for the deferred consideration, liabilities for borrowed money secured by any lien or other specified security interest, liabilities in respect of letters of credit or similar instruments (excluding letters of credit which are 100% cash collateralised) and guarantees in relation to such forms of indebtedness (excluding parent company guarantees provided by the Company in respect of the indebtedness or obligations of any of the Company's subsidiaries under its Basic Documents (as defined in the respective Note Purchase Agreements). Pursuant to the terms of the Note Purchase Agreements, permitted future indebtedness is (a) indebtedness outstanding under the Notes; (b) any additional unsecured indebtedness, the aggregate amount outstanding thereunder at any time not exceeding certain specified amounts and; (c) certain unsecured intra-group indebtedness (in the case of Senior Secured Notes, Senior Subordinated Notes and 12% Notes this is limited to the indebtedness of a CanArgo Group Member (as defined in the Note Purchase Agreements) to a direct or indirect subsidiary of the Company which is not deemed to be a Material Subsidiary (under the Note Purchase Agreements the aggregate amount outstanding under the particular indebtedness shall not exceed certain specified levels at any time). See Note 13 to the financial statements included herein.

To pursue existing projects beyond our immediate appraisal and development plans and to pursue new opportunities, we will require additional capital. While expected to be substantial, without further exploration work and evaluation the exact amount of funds needed to fully develop all of our oil and gas properties cannot at present, be quantified. Potential sources of funds include additional sales of equity securities, project financing, debt financing and the participation of other oil and gas entities in our projects. Based on our past history of raising capital and continuing discussions, we believe that such required funds may be available. However, there is no assurance that such funds will be available, and if available, will be offered on attractive or acceptable terms. Should such funding not be forthcoming, we may not be able to pursue projects beyond our current appraisal and development plans or to pursue new opportunities. As discussed above, under the terms of the Notes, we are restricted from incurring additional indebtedness.

Development of the oil and gas properties and ventures in which we have interests involves multi-year efforts and substantial cash expenditures. Full development of our oil and gas properties and ventures may require the availability of substantial additional financing from external sources. We may also, where opportunities exist, seek to transfer portions of our interests in oil and gas properties and ventures to entities in exchange for such financing. We generally have the principal responsibility for arranging financing for the oil and gas properties and ventures in which we have

an interest. There can be no assurance, however, that we or the entities that are developing the oil and gas properties and ventures will be able to arrange the financing necessary to develop the projects being undertaken or to support the corporate and other activities of CanArgo. There can also be no assurance that such

**Table of Contents**

financing will be available on terms that are attractive or acceptable to or are deemed to be in the best interest of CanArgo, such entities and their respective stockholders or participants.

Ultimate realization of the carrying value of our oil and gas properties and ventures will require production of oil and gas in sufficient quantities and marketing such oil and gas at sufficient prices to provide positive cash flow to CanArgo. Establishment of successful oil and gas operations is dependent upon, among other factors, the following:

mobilization of equipment and personnel to implement effectively drilling, completion and production activities;

raising of additional capital;

achieving significant production at costs that provide acceptable margins;

reasonable levels of taxation, or economic arrangements in lieu of taxation in host countries; and

the ability to market the oil and gas produced at or near world prices.

Subject to our ability to raise additional capital, above, we have plans to mobilize resources and achieve levels of production and profits sufficient to recover the carrying value of our oil and gas properties and ventures. However, if one or more of the above factors, or other factors, are different than anticipated, these plans may not be realized, and we may not recover the carrying value of our oil and gas properties and ventures.

**Balance Sheet Changes**

Cash and cash equivalents increased \$6,508,000 from \$16,453,000 at December 31, 2006 to \$22,961,000 at March 31, 2007. The increase was due to cash received pursuant to the Tethys private placement partially offset by expenditures in the period to primarily fund the cost of development activities at the Ninotsminda Field, our appraisal activities at the Manavi oil discovery and Kumisi gas discovery in Georgia, activities in Kazakhstan and net cash used by operating activities.

Restricted cash decreased from \$300,000 at December 31, 2006 to \$0 at March 31, 2007 due to the maturing of a deposit funding a letters of credit as required under a drilling service contract we entered into with Baker Hughes International.

Accounts receivable decreased from \$509,000 at December 31, 2006 to \$53,000 at March 31, 2007 primarily due to the settlement in January of this year of an insurance claim in connection with our Georgian exploration activities.

Crude oil inventory increased to \$981,000 at March 31, 2007 from \$453,000 at December 31, 2006 primarily as a result of increased levels of crude oil in storage at the end of the period.

Prepayments decreased from \$6,443,000 at December 31, 2006 to \$6,159,000 at March 31, 2007 as a result of timing differences in respect of prepayments for materials and services related to our appraisal activities at the Manavi oil discovery and Kumisi gas discovery and our Kazakhstan pipeline construction activities and an increase in insurance premiums prepaid. Upon receipt of the materials and services, those amounts will be transferred to capital assets. This increase is included in the statement of cash flows as an investing activity.

Non current accounts receivables increased to \$1,389,000 at March 31, 2007 from \$1,086,000 at December 31, 2006 and relate to VAT amounts recoverable from our Kazakhstan operations as an offset against VAT payable on future gas revenues.

Prepaid financing fees increased to \$380,000 at March 31, 2007 from \$319,000 at December 31, 2006 as a result of incurring professional fees in relation to the planned Tethys listing on the Toronto Stock Exchange later this year partially offset by amortising the fees incurred in respect of the \$13,000,000 issue of Senior Subordinated Notes due September 1, 2009, the \$10,000,000 issue of 12% Notes due June 28, 2010 and the \$5,000,000 issue of Senior Secured Notes redeemable 31 August 2008, by our then wholly owned subsidiary, Tethys, over the term of the loans.

Capital assets net, increased to \$115,595,000 at March 31, 2007 from \$110,546,000 at December 31, 2006, due to investing in capital assets including oil and gas properties and equipment, principally

**Table of Contents**

related to the Ninotsminda Production Sharing Contract, the Nazvrevi / Block XIII Production Sharing Contract and the development of the Kazakhstan project.

Accounts payable decreased to \$2,311,000 at March 31, 2007 from \$4,460,000 at December 31, 2006 primarily due to timing differences in respect of payments to suppliers in connection with our appraisal activities at the Manavi oil discovery and Kumisi gas discovery and our Kazakhstan activities.

Accrued liabilities increased from \$7,387,000 as at December 31, 2006 to \$8,933,00 at March 31, 2007 due primarily to an increase in accrued loan interest at the end of the period partially offset by a decrease in accrued professional fees. Approximately \$4,931,000 relates to the disputed Weatherford invoices referred to in Note 14 of these financial statements.

Long term debt net of discounts increased from \$40,348,000 at December 31, 2006 to \$41,235,000 at March 31, 2007 due to the amortization of debt discounts associated with the detachable warrants and beneficial conversion features in connection with the issuance of the \$13,000,000 in Senior Subordinated Notes in March 2006, the \$10,000,000 issue of the 12% Notes in June 2006 and the issue of the \$5,000,000 Senior Secured Notes by our then wholly owned subsidiary, Tethys, in September 2006.

Other non current liabilities decreased to \$1,059,000 at March 31, 2007 from \$1,292,000 at December 31, 2006 as a result of amortizing some of the difference in computing interest using the actual interest rate and the effective interest rate due on the \$25,000,000 in Senior Secured Notes, on the issue of \$13,000,000 in Senior Subordinated Notes, in March 2006 and also on the issue of the \$5,000,000 Senior Secured Notes by our then wholly owned subsidiary, Tethys, in September 2006.

Provision for future site restoration increased to \$671,000 at March 31, 2007 from \$655,000 at December 31, 2006 primarily due to increases in the provisions for future site restoration in our Kazakhstan oil and gas properties.

Minority interest of \$10,918,000 at March 31, 2007 arises as a result of the Tethys private placement in February issuing 34,674,390 new ordinary shares in TPL (representing approximately 33% of the issued and outstanding share capital of TPL) and with CanArgo Limited (a wholly owned subsidiary of CanArgo) retaining our 70,000,000 shares in TPL (representing the remaining 67%) and represents the minority interests share of the book value of Tethys at March 31, 2007.

**Results of Continuing Operations***Three Month Period Ended March 31, 2007 Compared to Three Month Period Ended March 31, 2006*

We recorded operating revenue from continuing operations of \$447,000 during the three month period ended March 31, 2007 compared with \$699,000 for the three month period ended March 31, 2006. This decrease is attributable to lower sales volumes achieved from the Ninotsminda Field in 2007 at a lower price per barrel realized by the Company in 2007. Ninotsminda Oil Company Limited ( NOC ) sold 7,508 barrels of oil for the three month period ended March 31, 2007 compared to 9,259 barrels of oil for the three month period ended March 31, 2006.

NOC generated \$447,000 of oil and gas revenue in the three month period ended March 31, 2007 compared with \$699,000 for the three month period ended March 31, 2006 primarily due to lower sales volumes achieved from the Ninotsminda Field in 2007 at a lower price per barrel realized by the Company in 2007. For the three month period ended March 31, 2007, its net share of the 43,881 (488 barrels per day) of gross oil production for sale from the Ninotsminda Field in the period amounted to 30,898 barrels. In the period, no barrels of oil were sold from storage. For the three month period ended March 31, 2006, NOC's net share of the 47,920 barrels (532 barrels per day) of gross oil production was 31,148 barrels.

NOC's entire share of production was either sold under international contracts or added to storage. Net sale prices for Ninotsminda oil sold during the first quarter of 2007 averaged \$53.61 per barrel as compared with an average of \$57.47 per barrel in the first quarter of 2006. Its net share of the 192,893 thousand cubic feet (mcf) of gas delivered was 125,380 mcf at an average net sale price of \$0.70 per mcf of gas. However, due to the uncertainty of the collectibility of gas revenues under these contracts, the Company has decided in accordance with its revenue recognition policy, to record gas revenues on

**Table of Contents**

a cash basis. Gas revenues recorded for the three months ended March 31, 2007 were \$44,000. No gas sales were delivered for the three month period ended March 31, 2006.

The operating loss from continuing operations for the three month period ended March 31, 2007 amounted to \$3,550,000 compared with an operating loss of \$3,715,000 for the three month period ended March 31, 2006. The decrease in operating loss is attributable to reduced field operating expenses, direct project costs and depreciation, depletion and amortization in the period partially offset by higher selling, general and administration costs.

Field operating expenses decreased to \$231,000 for the three month period ended March 31, 2007 as compared to \$410,000 for the three month period ended March 31, 2006. The decrease is primarily a result of lower sales volumes in 2007 compared to 2006..

Direct project costs decreased to \$177,000 for the three month period ended March 31, 2007, from \$269,000 for the three month period ended March 31, 2006, primarily due to reduced costs directly associated with non operating activity at the Ninotsminda Field.

Selling, general and administrative costs increased to \$3,310,000 for the three month period ended March 31, 2007 from \$2,923,000 for the three month period ended March 31, 2006. The increase is primarily as a result of higher office, travel and administrative costs in relation to our Kazakhstan activities partially offset by lower non cash stock compensation expense for the three month period ended March 31, 2007 compared to the three month period ended March 31, 2006.

The decrease in depreciation, depletion and amortization expense to \$279,000 for the three month period ended March 31, 2007 from \$812,000 for the three month period ended March 31, 2006 is attributable principally to the reduction in our cost base of proved oil and gas properties in Georgia as a result of the impairment of \$30,000,000 recorded at December 21, 2006.

The increase in other expense to \$2,745,000 for the three month period ended March 31, 2007, from \$1,822,000 for the three month period ended March 31, 2006 is primarily a result of higher loan interest payable and amortised debt discount partially offset by lower foreign exchange losses for the three month period ended March 31, 2007 compared to the three month period ended March 31, 2006.

Minority interest in the loss of consolidated subsidiaries of \$365,000 for the three month period ended March 31, 2007 is as a result of allocating to the 33% minority interest holding in Tethys, arising from the Tethys private placement in February, their share of Tethys' loss from acquisition date to March 31, 2007.

The loss from continuing operations of \$5,929,000 or \$0.03 per share for the three month period ended March 31, 2007 compares to a net loss from continuing operations of \$5,537,000 or \$0.02 per share for the three month period ended March 31, 2006.

The weighted average number of common shares outstanding was higher during the three month period ended March 31, 2007 than during the three month period ended March 31, 2006, principally due to the exercise of share options in 2007 and 2006, the exercise of warrants in 2007 and a private placement in 2006.

**Results of Discontinued Operations***Three Month Period Ended March 31, 2007 Compared to Three Month Period Ended March 31, 2006*

The net loss from discontinued operations, net of taxes and minority interest for the three month period ended March 31, 2007 of \$3,000 compares to a net income from discontinued operations of \$78,000 for the three month period ended March 31, 2006 due to the activities of CanArgo Samgori Limited ( CSL ). On February 16, 2006 we withdrew from the Samgori PSC.

CSL generated \$0 of oil and gas revenue in the three month period ended March 31, 2007 compared with \$267,000 for the three month period ended March 31, 2006.

## **Table of Contents**

### **Commitments and Contingencies**

See Item 1, Financial Statements, Note 17, which is incorporated herein by reference.

### **Forward-Looking Statements**

The forward-looking statements contained in this Item 2 and elsewhere in this Form 10-Q are subject to various risks, uncertainties and other factors that could cause actual results to differ materially from the results anticipated in such forward-looking statements. Included among the important risks, uncertainties and other factors are those hereinafter discussed.

Operating entities in various foreign jurisdictions must be registered by governmental agencies, and production licenses for development of oil and gas fields in various foreign jurisdictions must be granted by governmental agencies. These governmental agencies generally have broad discretion in determining whether to take or approve various actions and matters. In addition, the policies and practices of governmental agencies may be affected or altered by political, economic and other events occurring either within their own countries or in a broader international context.

We may not have a majority of the equity that is the licence developer of some projects that we may pursue in countries that were a part of the former Soviet Union, even though we may be the designated operator of the oil or gas field. In such circumstances, the concurrence of co-venturers may be required for various actions. Other parties influencing the timing of events may have priorities that differ from ours, even if they generally share our objectives. Demands by or expectations of governments, co-venturers, customers and others may affect our strategy regarding the various projects. Failure to meet such demands or expectations could adversely affect our participation in such projects or our ability to obtain or maintain necessary licenses and other approvals.

Our ability to finance all of our present oil and gas projects and other ventures according to present plans is dependent upon obtaining additional funding. An inability to obtain financing could require us to scale back or abandon part or all of our project development, capital expenditure, production and other plans. The availability of equity or debt financing to us or to the entities that are developing projects in which we have interests is affected by many factors, including:

- world economic conditions;

- the state of international relations;

- the stability and policies of various governments located in areas in which we currently operate or intend to operate;

- fluctuations in the price of oil and gas, the outlook for the oil and gas industry and competition for available funds; and

- an evaluation of us and specific projects in which we have an interest.

Rising interest rates might affect the feasibility of debt financing that is offered. Potential investors and lenders will be influenced by their evaluations of us and our projects and comparisons with alternative investment opportunities.

The development of oil and gas properties is subject to substantial risks. Expectations regarding production, even if estimated by independent petroleum engineers, may prove to be unrealized. There are many uncertainties in estimating production quantities and in projecting future production rates and the timing and amount of future development expenditures. Estimates of properties in full production are more reliable than production estimates for new discoveries and other properties that are not fully productive. Accordingly, estimates related to our properties are subject to change as additional information becomes available.

Most of our interests in oil and gas properties and ventures are located in former Soviet Union countries.

Operations in those countries are subject to certain additional risks including the following:

- uncertainty as to the enforceability of contracts;

- currency convertibility and transferability;

unexpected changes in fiscal and tax policies;

sudden or unexpected changes in demand for crude oil and or natural gas;

the lack of trained personnel; and

**Table of Contents**

the lack of equipment and services and other factors that could significantly change the economics of production.

Production estimates are subject to revision as prices and costs change. Production, even if present, may not be recoverable in the amount and at the rate anticipated and may not be recoverable in commercial quantities or on an economically feasible basis. World and local prices for oil and gas can fluctuate significantly, and a reduction in the revenue realizable from the sale of production can affect the economic feasibility of an oil and gas project. World and local political, economic and other conditions could affect our ability to proceed with or to effectively operate projects in various foreign countries.

Demands by, or expectations of governments, co-venturers, customers and others may affect our strategy regarding the various projects. Failure to meet such demands or expectations could adversely affect our participation in such projects or our ability to obtain or maintain necessary licenses and other approvals.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Our principal exposure to market risk is due to changes in oil and gas prices and currency fluctuations. As indicated elsewhere in this Report, as a producer of oil and gas we are exposed to changes in oil and gas prices as well as changes in supply and demand which could affect its revenues. We do not engage in any commodity hedging activities. Due to the ready market for our production in Georgia, we do not believe that any current exposures from this risk will materially affect our financial position at this time, but there can be no assurance that changes in such market will not affect CanArgo adversely in the future.

Also, as indicated elsewhere in this Report, because all of our operations are being conducted in countries that were a part of the former Soviet Union, we are potentially exposed to the market risk of fluctuations in the relative values of the currencies in areas in which we operates. At present we do not engage in any currency hedging operations since, to the extent we receive payments for our production in local currencies, we are utilizing such currencies to pay for our local operations. In addition, we frequently sell our production from the Ninotsminda Field in Georgia under export contracts which provide for payment in US dollars.

CanArgo had no material interest in investments subject to market risk during the period covered by this report.

Because the majority of all revenue to us is from the sale of production from the Ninotsminda Field a change in the price of oil or a change in the production rates could have a substantial effect on this revenue and therefore profits.

**Item 4. Controls and Procedures*****Evaluation of Disclosure Controls and Procedures***

Under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, we evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2007. Based on that evaluation, our chief executive officer and chief financial officer have concluded that our disclosure controls and procedures are not effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 ( Exchange Act ) is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms and to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

***Disclosure Control and Procedures***

We reported in our Form 10-K filed with the Securities and Exchange Commission on March 15, 2007 that we had identified material weaknesses in our *internal control over financial reporting* which are listed below.

A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of our annual or interim financial statements would not be prevented or detected.



**Table of Contents**

***1. Disclosure Controls***

The Company's disclosure controls and procedures were not effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms and to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including chief executive officer and chief financial officer, as appropriate to allow timely decisions. Inadequate controls include the lack of procedures used for identifying, determining, and calculating required disclosures and other supplementary information requirements.

***2. Information Technology***

The Company did not adequately implement certain controls over information technology, including certain spreadsheets, used in its core business and financial reporting. These areas included logical access security controls to financial applications, segregation of duties and backup and recovery procedures. The Company's controls over the completeness, accuracy, validity, restricted access, and the review of certain spreadsheets used in the period-end financial statement preparation and reporting process was not designed appropriately. This material weakness affects the Company's ability to prevent improper access and changes to its accounting records and misstatements in the financial statements could occur and not be prevented or detected by the Company's controls in a timely manner.

As a result, misappropriation of assets and misstatements in the financial statements could occur and not be prevented or detected by the Company's controls in a timely manner. In light of the review, Management, in consultation with the Audit Committee, is reviewing the most cost effective way to address the issues raised.

As of March 31, 2007 the material weaknesses identified above had not been remediated.

**CEO and CFO Certifications** The Certifications of our CEO and CFO which are attached as Exhibits 31(1) and 31(2) to this Report include information about our disclosure controls and procedures and internal control over financial reporting.

**Changes in Internal Control over Financial Reporting**

There were no changes in our internal control in the first quarter.

**PART II OTHER INFORMATION**

**Item 1. Legal Proceedings**

On September 12, 2005, WEUS Holding Inc ( WEUS ) a subsidiary of Weatherford International Ltd lodged a formal Request for Arbitration with the London Court of International Arbitration against CanArgo Energy Corporation in respect of unpaid invoices for work performed under the Master Service Contract dated June 1, 2004 between the Company and WEUS for the supply of under-balanced coil tubing drilling equipment and services during the first and second quarter of 2005. Pursuant to the Request for Arbitration, WEUS' demand for relief is \$4,931,332. The Company is contesting the claim and has filed a counterclaim.

On July 27, 2005, GBOC Ninotsminda, an indirect subsidiary of the Company, received a claim raised by certain of the Ninotsminda villagers (listed on pages 1 to 76 of the claim) in the Tbilisi Regional Court in respect of damage caused by the blowout of the N100 well on the Nintosminda Field in Georgia on September 11, 2004. An additional claim was received in December 2005 and amended in March 2006, thus bringing the relief sought pursuant to both claims to the sum of approximately 314,000,000 GEL (approximately \$185,000,000 at the exchange rate of GEL to US dollars in effect on March 31, 2007).

The Company has been named in a legal action commenced in Alberta, Canada, with a group of defendants by former interest holders of the Lelyaki Oil Field in the Ukraine. The defendants are

**Table of Contents**

seeking damages of approximately 600,000 CDN (approx \$520,000 at March 31, 2007 exchange rates). The former owners of UK-Ran Oil Corporation disposed of their investment in the field prior to selling the Company to CanArgo. CanArgo believes the claim against it to be meritless. The Company is unable at this time to determine a potential outcome.

We believe that we have meritorious defences to all three claims and intend to defend them vigorously.

Other than the foregoing, as at March 31, 2007 there were no legal proceedings pending involving the Company, which, if adversely decided, would have a material adverse effect on our financial position or our business. From time to time we are subject to various legal proceedings in the ordinary course of our business.

**Item 1A. Risk Factors**

There have been no material changes in our risk factors from those disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2006.

**Table of Contents**

**Item 6. Exhibits**

**(a) Exhibits**

Management Contracts, Compensation Plans and Arrangements are identified by an asterisk (\*) Documents filed herewith are identified by a cross ( ).

- 1(1) Engagement Agreement with Sundal Collier & Co ASA dated August 13, 2001. (Incorporated herein by reference from Post-Effective Amendment No. 2 to Form S-1 Registration Statement, File No. 333-85116 filed on September 10, 2002)).
- 1(2) Placement Agent Agreement dated September 22, 2004 by and between ABG Sundal Collier, Norge ASA and CanArgo Energy Corporation (Incorporated herein by reference from Amendment No 2 to Registration Statement on Form S-3 filed August 31, 2004 (Reg. No. 333-115645)).
- 1(3) Placement Agent Agreement dated September 22, 2004 by and between ABG Sundal Collier Inc. and CanArgo Energy Corporation (Incorporated herein by reference from Amendment No 1 to Registration Statement on Form S-3 filed July 1, 2004 (Reg. No. 333-115645)).
- 1(4) Engagement letter between ABG Sundal Collier Norge ASA and CanArgo Energy Corporation dated March 23, 2004 (Incorporated herein by reference from September 30, 2004 Form 10-Q).
- 1(5) Mandate Agreement dated September 19, 2006 by and among CanArgo Energy Corporation, Terra Securities ASA and Orion Securities ASA as amended by Addendum No. 1 dated September 21, 2006 (Incorporated herein by reference from December 31, 2006 Form 10-K).
- 2(4) Memorandum of Agreement between Fielden Management Services Pty, Ltd., A.C.N. 005 506 123 and Fountain Oil Incorporated dated May 16, 1995 (Incorporated herein by reference from December 31, 1997 Form 10-K/A).
- 3(1) Registrant s Certificate of Incorporation and amendments thereto (Incorporated by reference from the Company s Proxy Statements filed May 10, 1999 and May 9, 2000 and Form 8-K filed July 24, 1998 and May 23, 2006 and March 31, 2004 Form 10-Q filed on May 17, 2004).
- 3(2) Registrant s Amended and Restated Bylaws as amended (Incorporated herein by reference to Form 8-K dated March 2, 2007).
- \*4(1) Amended and Restated 1995 Long-Term Incentive Plan (Incorporated herein by reference from September 30, 1998 Form 10-Q).
- \*4(2) Amended and Restated CanArgo Energy Inc. Stock Option Plan (Incorporated herein by reference from March 31, 1998 Form 10-Q).
- \*4(3) CanArgo Energy Corporation 2004 Long Term Incentive Plan (Incorporated herein by reference from Form 8-K dated May 19, 2004 and Company s definitive Proxy Statement filed March 17, 2006).
- 4(4) Amended and Restated Loan and Warrant Agreement between CanArgo Energy Corporation and Salahi Ozturk dated August 27, 2004 (Incorporated herein by reference from Form 8-K dated August 27, 2004)
- 4(5)

Note Purchase Agreement dated July 25, 2005 among CanArgo Energy Corporation and Ingalls & Snyder Value Partners, L.P. together with the other Purchasers (Incorporated herein by reference from Form 8-K/A dated July 28, 2005).

**Table of Contents**

- 4(6) Registration Rights Agreement dated July 25, 2005 among CanArgo Energy Corporation and Ingalls & Snyder Value Partners, L.P. together with the other Purchasers ( Incorporated herein by reference from Form 8-K dated July 27, 2005).
- 4(7) Note and Warrant Purchase Agreement dated March 3, 2006 among CanArgo Energy Corporation and the Purchasers party thereto (Incorporated herein by reference from Form 8-K dated March 8, 2006).
- 4(8) Registration Rights Agreement dated March 3, 2006 among CanArgo Energy Corporation and the Purchasers party thereto (Incorporated herein by reference from Form 8-K dated March 8, 2006).
- 4(9) Note and Warrant Purchase Agreement dated June 28, 2006 among CanArgo Energy Corporation and the Purchaser party thereto (Incorporated by reference from Form 8-K dated June 28, 2006).
- 4(10) Registration Rights Agreement dated June 28, 2006 among CanArgo Energy Corporation and the Purchaser party thereto (Incorporated by reference from Form 8-K dated June 28, 2006).
- 4(11) Form of Subscription Agreement dated as of September 19, 2006 by and between CanArgo Energy Corporation and the Purchaser named therein (Incorporated by reference from Form 8-K dated October 12, 2006).
- 10(1) Production Sharing Contract between (1) Georgia and (2) Georgian Oil and JKX Ninotsminda Ltd. dated February 12, 1996 (Incorporated herein by reference from Form S-1 Registration Statement, File No. 333-72295 filed on June 7, 1999).
- \*10(2) Management Services Agreement between CanArgo Energy Corporation and Vazon Energy Limited relating to the provisions of the services of Dr. David Robson dated June 29, 2000 (Incorporated herein by reference from September 30, 2000 Form 10-Q). As amended by Deed of Variation of Management Services Agreement between CanArgo Energy Corporation and Vazon Energy Limited dated May 2, 2003 (Incorporated herein by reference to Form 8-K dated May 13, 2003).
- 10(3) Tenancy Agreement between CanArgo Energy Corporation and Grosvenor West End Properties dated September 8, 2000 (Incorporated herein by reference from September 30, 2000 Form 10-Q).
- 10(4) Production Sharing Contract between (1) Georgia and (2) Georgian Oil and CanArgo Norio Limited dated December 12, 2000 (Incorporated herein by reference from December 31, 2000 Form 10-K).
- \*10(5) Service Agreement between CanArgo Energy Corporation and Vincent McDonnell dated December 1, 2000 (Incorporated herein by reference from December 31, 2001 Form 10-K).
- 10(6) Sale agreement of CanArgo Petroleum Products Limited between CanArgo Limited and Westrade Alliance LLC dated October 14, 2002. (Incorporated herein by reference from September 30, 2002 Form 10-Q)
- 10(7) Stock Purchase Agreement dated September 24, 2003 regarding the sale of all of the issued and outstanding stock of Fountain Oil Boryslaw (Incorporated herein by reference from March 31, 2003 Form 10-Q)



**Table of Contents**

- 10(8) Agreement between CanArgo Samgori Limited and Georgian Oil Samgori Limited dated January 8, 2004 (Incorporated herein by reference from Form S-3 filed May 6, 2004 (Reg. No. 333-115261)).
- 10(9) Agreement dated March 17, 2004 between CanArgo Acquisition Corporation and Stanhope Solutions Ltd for the sale of Lateral Vector Resources Ltd. (Incorporated herein by reference from Form 8-K dated May 19, 2004).
- 10(10) Master Service Contract dated June 1, 2004 between CanArgo Energy Corporation and WEUS Holding Inc. (Incorporated herein by reference from Form 8-K dated June 1, 2004).
- 10(11) Agreement between Ninotsminda Oil Company Limited and Saipem S.p.A. dated January 27, 2005 (Incorporated herein by reference from Form 8-K dated January 27, 2005).
- 10(12) Agreement between Ninotsminda Oil Company Limited and Primrose Financial Group dated February 4, 2005 (Incorporated herein by reference from Form 8-K dated February 4, 2005).
- 10(13) Subsidiary Guaranty dated July 25, 2005 by and among Ninotsminda Oil Company Limited, CanArgo (Nazvrevi) Limited, CanArgo Norio Limited, CanArgo Limited, CanArgo Samgori Limited, Tethys Petroleum Investments Limited and CanArgo Ltd for the benefit of the holders of the Senior Secured Notes (Incorporated herein by reference from Form 8-K dated July 27, 2005).
- 10(14) Security Agreement dated July 25, 2005 among Ingalls & Snyder Value Partners, L.P. together with the other Purchasers (Incorporated herein by reference from Form 8-K dated July 27, 2005).
- 10(15) Agreement dated July 25, 2005 among CanArgo Limited and Ingalls & Snyder Value Partners, L.P. together with the other Purchasers (Incorporated herein by reference from Form 8-K dated July 27, 2005).
- 10(16) Security Interest Agreement (Securities) dated July 25, 2005 among CanArgo Ltd, CanArgo Limited, Ingalls & Snyder LLC as Security Agent for the Secured Parties (Incorporated herein by reference from Form 8-K dated July 27, 2005).
- 10(17) Security Interest Agreement (Securities) dated July 25, 2005 among Tethys Petroleum Investments Limited, CanArgo Limited, Ingalls & Snyder LLC, as Security Agent for the Secured Parties and the Secured Parties (Incorporated herein by reference from Form 8-K dated July 27, 2005).
- 10(18) Security Interest Agreement (Bank Account) dated July 25, 2005 by and among CanArgo Energy Corporation, Ingalls & Snyder LLC, as Security Agent for the Secured Parties and the Secured Parties (Incorporated herein by reference from Form 8-K dated July 27, 2005).
- 10(19) Subordinated Subsidiary Guaranty dated March 3, 2006 by and among Ninotsminda Oil Company Limited, CanArgo (Nazvrevi) Limited, CanArgo Norio Limited, CanArgo Limited, Tethys Petroleum Investments Limited, Tethys Kazakhstan Limited and CanArgo Ltd for the benefit of the holders of the Subordinated Notes (Incorporated herein by reference from Form 8-K dated March 8, 2006).
- 10(20) Subordinated Subsidiary Guaranty dated June 28, 2006 by and among Ninotsminda Oil Company Limited, CanArgo (Nazvrevi) Limited, CanArgo Norio Limited, CanArgo Limited, Tethys Petroleum Investments Limited, Tethys Kazakhstan Limited and CanArgo Ltd for the benefit of the holder of the





**Table of Contents**

- 10(21) Waiver, Consent and Amendment Agreement dated March 3, 2006 by and among CanArgo Energy Corporation and the Purchasers party thereto (Incorporated herein by reference from Form 8-K dated March 8, 2006).
- 10(22) Waiver, Consent and Amendment Agreement dated June 28, 2006, by and among CanArgo Energy Corporation and the Senior Secured Noteholders party thereto (Incorporated by reference from September 30, 2006 Form 10-Q).
- 10(23) Waiver, Consent and Amendment Agreement dated June 28, 2006, by and among CanArgo Energy Corporation and the Senior Secured Noteholders party thereto (Incorporated by reference from September 30, 2006 Form 10-Q).
- 10(24) Conversion Agreement dated June 28, 2006, by and among CanArgo Energy Corporation, the Subordinated Noteholders and Persistency (Incorporated by reference from Form 8-K dated June 28, 2006).
- 10(25) Gas Supply Contract between BN Munai LLP and Gaz Impex S.A. LLP dated January 5, 2006 (Incorporated herein by reference from Form 8-K dated January 5, 2006)
- 10(26) Memorandum of Understanding dated as of March 2, 2006 by and between the Ministry of Energy of Georgia and CanArgo (Nazvrevi) Limited (Incorporated herein by reference from Form 8-K dated March 8, 2006)
- 10(27) Form of Management Services Agreement for Elizabeth Landles, Executive Vice President and Corporate Secretary dated February 18, 2004 (Incorporated by reference from Form 10-K dated March 16, 2006).
- 10(28) Service Contract between CanArgo Energy Corporation and Jeffrey Wilkins dated August 22, 2006 (Incorporated by reference from September 30, 2006 Form 10-Q).
- 10(29) Amendment, Consent, Waiver and Release Agreement dated February 9, 2007 by and among CanArgo Energy Corporation and the Purchasers party thereto (Incorporated by reference from Form 8-K dated January 24, 2007).
- 10(30) Certificate of Discharge dated February 9, 2007 between Ingalls & Snyder LLC and CanArgo Limited (Incorporated by reference from Form 8-K dated January 24, 2007).
- 10(31) Security Interest Agreement, dated as of February 9, 2007, among Tethys Petroleum Limited, Ingalls & Snyder LLC and the Secured Parties, as defined herein (Incorporated by reference from Form 8-K dated January 24, 2007).
- 10(32) Amendment, Consent, Waiver and Release Agreement dated February 9, 2007 by and among CanArgo Energy Corporation and the Purchasers party thereto (Incorporated by reference from Form 8-K dated January 24, 2007).
- 10(33) Amendment, Consent, Waiver and Release Agreement dated February 9, 2007 by and among CanArgo Energy Corporation and Persistency (Incorporated by reference from Form 8-K dated January 24, 2007).

10(34)	Tethys Shareholders Agreement dated as of January 24, 2007 by and among CanArgo Limited, the Investors party thereto and Tethys Petroleum Limited (Incorporated herein by reference from December 31, 2006 Form 10-K).
10(35)	Share Exchange Agreement relating to BN Munai LLP between Coin Investments Limited, Tethys Petroleum Limited and Tethys, Kazakhstan Limited (Incorporated herein by reference from December 31, 2006 Form 10-K).
14	Code of Ethics (Incorporated herein by reference from December 31, 2004 Form 10-K).
21	List of Subsidiaries (Incorporated herein by reference from June 30, 2005 Form 10-Q).
31(1)	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer of CanArgo Energy Corporation.
31(2)	Rule 13a-14(c)/15d-14(a) Certification of Chief Financial Officer of CanArgo Energy Corporation.
32	Section 1350 Certifications.

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**CANARGO ENERGY CORPORATION**

Date: May 10, 2007

By: /s/ Jeffrey Wilkins  
Jeffrey Wilkins  
Chief Financial Officer

47