



18 May 2010

The Manager
ASX Ltd
Level 4, 20 Bridge Street
Sydney, NSW 2000

Dear Sir

COMPLETION OF CAPITAL RAISING

Further to its announcements dated 24 March 2010, Carnavale Resources Limited ("Carnavale" or the "Company") confirms completion of its capital raising. The Company had shareholder approval for a \$2 million raising, via the issue of 10 million shares at \$0.20 each with 5 million free attaching options (ASX: CAVO). Funds raised will be used to contribute to the investment in the Lambouka project.

The Company also confirms the issue of 5 million options (CAVO) to nominees of Cicero Corporate Services (Cicero) upon the successful completion of the placement mentioned above and for the introduction of the Lambouka project, pursuant to Shareholder approval which was granted at the general meeting held on 5 May 2010.

An Appendix 3B is attached with respect to the new securities issue and the Company gives notice that:

- it issued the securities without disclosure to investors under Part 6D.2 of the Corporations Act 2001 ("Act");
- this notice is being given under section 708A(5)(e) of the Act;
- as at today's date, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to the Company; and
 - (ii) section 674 of the Act; and
- as at today's date there is no other information that is excluded information which is required to be set out in this notice pursuant to section 708A(6)(e) of the Act.

Yours sincerely

A handwritten signature in black ink, appearing to read "Ron Gajewski", written in a cursive style.

Ron Gajewski
Executive Director

CARNAVALE RESOURCES LIMITED

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Appendix 3B

**New issue announcement,
application for quotation of additional securities
and agreement**

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

CARNAVALE RESOURCES LIMITED

ABN

49 119 450 243

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

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|---|--|---|
| 1 | +Class of +securities issued or to be issued | <ol style="list-style-type: none"> 1. Ordinary shares. 2. Ordinary shares and Listed options. 3. Listed options. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ol style="list-style-type: none"> 1. 30,000 2. 10,000,000 Ordinary shares and 5,000,000 Listed options. 3. 5,000,000 Listed options. |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <ol style="list-style-type: none"> 1. Shares rank equally with existing quoted shares (CAV). 2. Shares rank equally with existing quoted shares (CAV) and each option has the right to subscribe for one ordinary share at an exercise price of 20 cents, with an expiry date of 28 February 2013 (ASX: CAVO). 3. Each option has the right to subscribe for one ordinary share at an exercise price of 20 cents, with an expiry date of 28 February 2013 (ASX: CAVO). |

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes, the shares rank equally with existing quoted shares and the options rank equally with the existing Listed options (ASX: CAVO).</p>
<p>5 Issue price or consideration</p>	<ol style="list-style-type: none"> 1. 20 cents per share for shares issued on exercise of Listed options (CAVO). 2. 20 cents per share with free attaching options. Funds raised will be used to contribute to the investment in the Lambouka project. 3. 5,000,000 options have been issued to Cicero Corporate Services Pty Ltd and its nominees as part of the share placement fee for the completion of the share placement in May 2010 and for the introduction of the Lambouka Project. Shareholder approval was granted at the general meeting held on 5 May 2010.
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>See 5) above.</p>

+ See chapter 19 for defined terms.

7 Dates of entering +securities into uncertificated holdings or despatch of certificates

	17 May 2010.
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8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
	83,731,116	Ordinary fully paid shares
	83,597,116	Options exercisable at 20 cents on or before 28 February 2013

9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

	N/A
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Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?

Not Applicable

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12 Is the issue renounceable or non-renounceable?

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13 Ratio in which the +securities will be offered

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+ See chapter 19 for defined terms.

- 14 +Class of +securities to which the offer relates
- 15 +Record date to determine entitlements
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has +security holders who will not be sent new issue documents
Note: Security holders must be told how their entitlements are to be dealt with.
 Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders
- 25 If the issue is contingent on +security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled

+ See chapter 19 for defined terms.

- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through a broker?
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1
- (b) All other securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders.

+ See chapter 19 for defined terms.

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

 If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now
 Example: In the case of restricted securities, end of restriction period

 (if issued upon conversion of another security, clearly identify that other security)

42 Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)

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+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:
(Company secretary)

Date: 18 May 2010

Print name: Paul Jurman

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+ See chapter 19 for defined terms.