

Appendix 3Y

Change of Director's Interest Notice

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 30/9/2001.

Name of entity - CARNAVALE RESOURCES LIMITED
ABN: 49 119 450 243

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	RON GAJEWSKI
Date of last notice	5 March 2013

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect.
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Vienna Holdings Pty Ltd - Mr Gajewski is a director and controlling shareholder.
Date of change	28 October and 4 November 2013.
No. of securities held prior to change 4,387,243 ordinary fully paid shares	Vienna Holdings Pty Ltd.
Class	Ordinary shares and unlisted options.
Number acquired 6,110,375 ordinary fully paid shares 12,220,750 options (ex \$0.03, exp 30/11/2016)	Vienna Holdings Pty Ltd.
Number disposed	N/A.
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$91,655.63

+ See chapter 19 for defined terms.

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No. of securities held after change 10,497,618 ordinary fully paid shares. 12,220,750 options (ex \$0.03, exp 30/11/2016)	Vienna Holdings Pty Ltd.
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issued pursuant to Entitlements Issue and amounts sub-underwritten under the Entitlements Issue.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A.
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – Closed Period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No.
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A.
If prior written clearance was provided, on what date was this provided?	N/A.

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Introduced 30/9/2001.

Name of entity - CARNAVALE RESOURCES LIMITED
ABN: 49 119 450 243

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	PETER CHRISTIE
Date of last notice	5 March 2013.

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect.
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Waterbeach Investments Pty Ltd - Mr Christie is a director and shareholder. Chelmayne Pty Ltd - Mr Christie is a director and shareholder.
Date of change	28 October 2013.
No. of securities held prior to change 250,001 ordinary fully paid shares 252,000 ordinary fully paid shares 20,000 ordinary fully paid shares	Peter James Christie. Waterbeach Investments Pty Ltd. Chelmayne Pty Ltd.
Class	Ordinary shares and unlisted options.
Number acquired 83,334 ordinary fully paid shares 166,668 options (ex \$0.03, exp 30/11/2016) 84,001 ordinary fully paid shares 168,002 options (ex \$0.03, exp 30/11/2016) 6,667 ordinary fully paid shares 13,334 options (ex \$0.03, exp 30/11/2016)	Peter James Christie. Peter James Christie. Waterbeach Investments Pty Ltd. Waterbeach Investments Pty Ltd. Chelmayne Pty Ltd. Chelmayne Pty Ltd.

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Number disposed	N/A.
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$2,610.03
No. of securities held after change 333,335 ordinary fully paid shares 166,668 options (ex \$0.03, exp 30/11/2016) 336,001 ordinary fully paid shares 168,002 options (ex \$0.03, exp 30/11/2016) 26,667 ordinary fully paid shares 13,334 options (ex \$0.03, exp 30/11/2016)	Peter James Christie. Peter James Christie. Waterbeach Investments Pty Ltd. Waterbeach Investments Pty Ltd. Chelmayne Pty Ltd. Chelmayne Pty Ltd.
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issued pursuant to Entitlements Issue.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A.
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

+ See chapter 19 for defined terms.

Part 3 – Closed Period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No.
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A.
If prior written clearance was provided, on what date was this provided?	N/A.

+ See chapter 19 for defined terms.