

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	4 November 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. Redtown Enterprises Pty Ltd - a company owned and directed by an associate of Mr Gajewski.
Date of change	27 November 2013.
No. of securities held prior to change 10,497,618 ordinary fully paid shares. 12,220,750 options (ex \$0.03, exp 30/11/2016)	Vienna Holdings Pty Ltd.
Class	Ordinary shares and unlisted options.
Number acquired 2,000,000 ordinary fully paid shares 4,000,000 options (ex \$0.03, exp 30/11/2016)	Redtown Enterprises Pty Ltd.
Number disposed	N/A.

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$30,000.00
No. of securities held after change 10,497,618 ordinary fully paid shares. 12,220,750 options (ex \$0.03, exp 30/11/2016) 2,000,000 ordinary fully paid shares 4,000,000 options (ex \$0.03, exp 30/11/2016)	Vienna Holdings Pty Ltd. Redtown Enterprises Pty Ltd.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Subscription to 2,000,000 shares at \$0.015 each, with 4,000,000 attaching options, following shareholder approval received on 12 November 2013.

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	Performance Rights
Name of registered holder (if issued securities)	N/A
Date of change	27 November 2013
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	Nil
Interest acquired	4,000,000 Performance Rights, each converting to one ordinary share subject to vesting conditions noted below.
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Nil – rights granted as part of remuneration package
Interest after change	4,000,000 Performance Rights

Vesting condition

The Performance Rights will vest and convert into Shares upon the successful acquisition of a 65% interest in the Essex Project by the Company.

+ 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.

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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	KLAUS ECKHOF
Date of last notice	11 January 2008.

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
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
Date of change	27 November 2013.
No. of securities held prior to change Nil	
Class	Ordinary shares and unlisted options.
Number acquired 3,333,333 ordinary fully paid shares 6,666,666 options (ex \$0.03, exp 30/11/2016)	Klaus Eckhof
Number disposed	N/A.
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$50,000

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Appendix 3Y
Change of Director's Interest Notice

No. of securities held after change 3,333,333 ordinary fully paid shares 6,666,666 options (ex \$0.03, exp 30/11/2016)	Klaus Eckhof
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>	Subscription to 3,333,333 shares at \$0.015 each, with 6,666,666 attaching options, following shareholder approval received on 12 November 2013.

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	Performance Rights
Name of registered holder (if issued securities)	N/A
Date of change	27 November 2013
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>	Nil
Interest acquired	1,000,000 Performance Rights, each converting to one ordinary share subject to vesting conditions noted below.
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Nil – rights granted as part of remuneration package
Interest after change	1,000,000 Performance Rights

Vesting condition

The Performance Rights will vest and convert into Shares upon the successful acquisition of a 65% interest in the Essex Project by the Company.

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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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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	RHETT BRANS
Date of last notice	18 September 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>	Proman Consulting Engineers Pty Ltd – an entity in which Mr Brans is a director and holds a beneficial interest.
Date of change	27 November 2013.
No. of securities held prior to change	
Nil	
Class	Ordinary shares and unlisted options.
Number acquired	
2,000,000 ordinary fully paid shares 4,000,000 options (ex \$0.03, exp 30/11/2016)	Proman Consulting Engineers Pty Ltd
Number disposed	N/A.
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$30,000

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Appendix 3Y
Change of Director's Interest Notice

No. of securities held after change 2,000,000 ordinary fully paid shares 4,000,000 options (ex \$0.03, exp 30/11/2016)	Proman Consulting Engineers 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>	Subscription to 2,000,000 shares at \$0.015 each, with 4,000,000 attaching options, following shareholder approval received on 12 November 2013.

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	Performance Rights
Name of registered holder (if issued securities)	N/A
Date of change	27 November 2013
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>	Nil
Interest acquired	1,000,000 Performance Rights, each converting to one ordinary share subject to vesting conditions noted below.
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Nil – rights granted as part of remuneration package
Interest after change	1,000,000 Performance Rights

Vesting condition

The Performance Rights will vest and convert into Shares upon the successful acquisition of a 65% interest in the Essex Project by the Company.

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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.

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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	4 November 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	27 November 2013.
No. of securities held prior to 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. Waterbeach Investments Pty Ltd. Chelmayne Pty Ltd.
Class	N/A. See Part 2 below.
Number acquired	N/A.
Number disposed	N/A.

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A.
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 Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(See part 2 below).

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	Performance Rights
Name of registered holder (if issued securities)	N/A
Date of change	27 November 2013
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	Nil
Interest acquired	1,000,000 Performance Rights, each converting to one ordinary share subject to vesting conditions noted below.
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Nil – rights granted as part of remuneration package
Interest after change	1,000,000 Performance Rights

Vesting condition

The Performance Rights will vest and convert into Shares upon the successful acquisition of a 65% interest in the Essex Project by the Company.

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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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