

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	ANDREW BECKWITH
Date of last notice	5 August 2014

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>	Penand Pty Ltd <Beckwith Super Fund A/C> - Mr Beckwith is a director and controlling shareholder. Penelope Beckwith, spouse of Mr Beckwith and an associate for this purpose.
Date of change	14 August 2014.
No. of securities held prior to change	
1,333,333 ordinary fully paid shares.	Andrew Beckwith
2,666,467 ordinary fully paid shares	Penand Pty Ltd <Beckwith Super Fund A/C>
Class	Ordinary fully paid shares.

+ See chapter 19 for defined terms.

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<p>Number acquired</p> <p>1,958,863 ordinary fully paid shares.</p> <p>572,727 ordinary fully paid shares.</p> <p>300,000 ordinary fully paid shares.</p>	<p>Andrew Beckwith</p> <p>Penand Pty Ltd < Beckwith Super Fund A/C></p> <p>Penelope Beckwith</p>
<p>Number disposed</p>	<p>N/A.</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>N/A – see below.</p>
<p>No. of securities held after change</p> <p>3,292,196 ordinary fully paid shares.</p> <p>3,239,194 ordinary fully paid shares</p> <p>300,000 ordinary fully paid shares.</p>	<p>Andrew Beckwith</p> <p>Penand Pty Ltd <Beckwith Super Fund A/C></p> <p>Penelope Beckwith</p>
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Shares issued to Tojo shareholders as consideration for the grant of an option to acquire 100% of the share capital of Tojo Minerals Pty Ltd pursuant to the terms of the Tojo Implementation Agreement dated 27 July 2014.</p>

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.

<p>Detail of contract</p>	<p>Participation in the Company's Capital Raising before joining as a Director. 3,999,800 ordinary shares at \$0.015 and 3,999,800 free attaching Options.</p>
<p>Nature of interest</p>	<p>Right to receive 3,999,800 free attaching Options which are subject to shareholder approval at a meeting to be held in September 2014.</p>
<p>Name of registered holder (if issued securities)</p>	<p>Andrew Beckwith</p> <p>Penand Pty Ltd <Beckwith Super Fund A/C></p>
<p>Date of change</p>	<p>N/A.</p>

+ See chapter 19 for defined terms.

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	N/A.
Interest acquired	N/A.
Interest disposed	N/A.
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A.
Interest after change	N/A.

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.