

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	13 August 2018

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) Note: Provide details of the circumstances giving rise to the relevant interest.	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	26 July 2019
No. of securities held before change 46,291,364 ordinary fully paid shares. 2,000,000 ordinary fully paid shares 13,000,000 options (ex \$0.02, exp 30/12/2019)	Vienna Holdings Pty Ltd. Redtown Enterprises Pty Ltd. Ron Gajewski
Class	Ordinary shares and options
Number acquired 46,291,364 ordinary fully paid shares 23,145,682 options (ex \$0.007, exp 30/09/20) 2,000,000 ordinary fully paid ordinary shares 1,000,000 options (ex \$0.007, exp 30/09/20)	Vienna Holdings Pty Ltd. Redtown Enterprises Pty Ltd.

+ See chapter 19 for defined terms.

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Number disposed	N/A.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$144,874.09.
No. of securities held after change 92,582,728 ordinary fully paid shares. 23,145,682 options (ex \$0.007, exp 30/09/20) 4,000,000 ordinary fully paid shares 1,000,000 options (ex \$0.007, exp 30/09/20) 13,000,000 options (ex \$0.02, exp 30/12/2019)	Vienna Holdings Pty Ltd. Redtown Enterprises Pty Ltd. Ron Gajewski
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	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	Performance Rights
Name of registered holder (if issued securities)	N/A
Date of change	N/A.
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	15,000,000 performance rights expiring 30 June 2021. Each performance right can convert to one ordinary share upon satisfaction of specified performance criteria.
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	15,000,000 Performance Rights.

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	ANDREW BECKWITH
Date of last notice	13 August 2018

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) Note: Provide details of the circumstances giving rise to the relevant interest.	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	26 July 2019
No. of securities held before change 7,209,922 ordinary fully paid shares. 4,000,000 options (ex \$0.02, exp 30/12/2019) 16,676,448 ordinary fully paid shares 2,775,000 ordinary fully paid shares.	Andrew Beckwith Penand Pty Ltd <Beckwith Super Fund A/C> Penelope Beckwith
Class	Ordinary shares and options.
Number acquired 4,000,000 ordinary fully paid shares. 2,000,000 options (ex \$0.007, exp 30/09/20)	Penand Pty Ltd <Beckwith Super Fund A/C>

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Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$12,000
No. of securities held after change 7,209,922 ordinary fully paid shares. 4,000,000 options (ex \$0.02, exp 30/12/2019) 20,676,448 ordinary fully paid shares 2,000,000 options (ex \$0.007, exp 30/09/20) 2,775,000 ordinary fully paid shares.	Andrew Beckwith Penand Pty Ltd <Beckwith Super Fund A/C> Penelope Beckwith
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	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	Performance Rights
Name of registered holder (if issued securities)	N/A
Date of change	N/A.
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	15,000,000 performance rights expiring 30 June 2021. Each performance right can convert to one ordinary share upon satisfaction of specified performance criteria.
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	15,000,000 Performance Rights.

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	RHETT BRANS
Date of last notice	13 August 2018.

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) Note: Provide details of the circumstances giving rise to the relevant interest.	Proman Consulting Engineers Pty Ltd – an entity in which Mr Brans is a director and holds a beneficial interest. Rhett and Monica Brans A/T/F The R & M Brans Super Fund, an entity of which Mr and Mrs Brans are beneficiaries.
Date of change	26 July 2019.
No. of securities held prior to change 2,000,000 ordinary fully paid shares 1,000,000 options (ex \$0.02, exp 30/12/2019)	Proman Consulting Engineers Pty Ltd Rhett and Monica Brans A/T/F The R & M Brans Super Fund.
Class	Ordinary shares and options.
Number acquired 2,000,000 ordinary fully paid shares 1,000,000 options (ex \$0.007, exp 30/09/20)	Proman Consulting Engineers Pty Ltd.

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Number disposed	N/A.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$6,000.00.
No. of securities held after change 4,000,000 ordinary fully paid shares 1,000,000 options (ex \$0.007, exp 30/09/20) 1,000,000 options (ex \$0.02, exp 30/12/2019)	Proman Consulting Engineers Pty Ltd Rhett and Monica Brans A/T/F the R & M Brans Super Fund.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	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	Performance Rights
Name of registered holder (if issued securities)	N/A
Date of change	N/A.
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	3,000,000 performance rights expiring 30 June 2021. Each performance right can convert to one ordinary share upon satisfaction of specified performance criteria.
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	3,000,000 Performance Rights.

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.