

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 December 2020

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>	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	13 May 2021
No. of securities held before change	
25,000,000 Unlisted Options (ex \$0.012, exp 30/11/23)	Ron Gajewski
115,728,409 ordinary fully paid shares.	Vienna Holdings Pty Ltd.
5,000,000 ordinary fully paid shares.	Redtown Enterprises Pty Ltd.
Class	Ordinary fully paid shares and unlisted options.
Number acquired	
15,000,000 ordinary fully paid shares 7,500,000 Unlisted Options (ex \$0.01, exp 31/07/2022)	Vienna Holdings Pty Ltd
Number disposed	

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$105,000.00
No. of securities held after change 25,000,000 Unlisted Options (ex \$0.012, exp 30/11/23) 130,728,409 ordinary fully paid shares. 7,500,000 Unlisted Options (ex \$0.01, exp 31/07/2022) 5,000,000 ordinary fully paid shares.	Ron Gajewski 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 15 million shares at \$0.007 each, with 7.5 million free attaching options, following shareholder approval received on 7 May 2021.

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	ANDREW BECKWITH
Date of last notice	4 December 2020

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	13 May 2021
No. of securities held before change 7,909,922 ordinary fully paid shares. 22,676,448 ordinary fully paid shares 2,775,000 ordinary fully paid shares. 25,000,000 Unlisted Options (ex \$0.012, exp 30/11/23)	Andrew Beckwith Penand Pty Ltd <Beckwith Super Fund A/C> Penelope Beckwith
Class	Ordinary fully paid shares and unlisted options.
Number acquired 3,000,000 ordinary fully paid shares 1,500,000 Unlisted Options (ex \$0.01, exp 31/07/2022)	Penand Pty Ltd <Beckwith Super Fund A/C>
Number disposed	N/A

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$21,000.00
No. of securities held after change 7,909,922 ordinary fully paid shares. 25,676,448 ordinary fully paid shares 1,500,000 Unlisted Options (ex \$0.01, exp 31/07/2022) 2,775,000 ordinary fully paid shares 25,000,000 Unlisted Options (ex \$0.012, exp 30/11/23)	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	Subscription to 3 million shares at \$0.007 each, with 1.5 million free attaching options, following shareholder approval received on 7 May 2021.

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.

+ See chapter 19 for defined terms.