

Notice of initial substantial shareholder

To: Company Name/Scheme Carnavale Resources Limited

ACN/ARSN 119 450 243

1. Details of substantial holder (1)

Name ANDREW BECKWITH, PENELOPE BECKWITH AND PENAND PTY LTD (ACN 078 977 198)

ACN/ARSN (if applicable) _____

The holder became a substantial shareholder on 13/03/2015

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
Ordinary Shares	15,161,370	15,161,370	6.77%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Andrew Beckwith, Penelope Beckwith and Penand Pty Ltd.	Mr Beckwith is a director and controlling shareholder of Penand Pty Ltd. Penelope Beckwith is the spouse of Mr Beckwith and an associate for this purpose.	15,161,370 ordinary shares

4. Details of present registered holders

The person registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Andrew Beckwith, Penelope Beckwith and Penand Pty Ltd.	Andrew Beckwith	Andrew Beckwith	7,209,922 ordinary shares
	Penelope Beckwith	Penelope Beckwith	7,051,448 ordinary shares
	Penand Pty Ltd	Penand Pty Ltd	900,000 ordinary shares.

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial shareholder became a substantial shareholder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Andrew Beckwith	13 March 2015	-	Refer note below	3,917,726 ordinary shares
Penand Pty Ltd	13 March 2015	-		1,145,454 ordinary shares
Penelope Beckwith	13 March 2015	-		600,000 ordinary shares

On 13 March 2015, the relevant interest holders' were issued with a total of 5,663,180 ordinary shares by Carnavale Resources Limited (CAV) in consideration for CAV acquiring their shareholding in Tojo Minerals Pty Ltd, an entity which has become a wholly owned subsidiary of CAV.

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Penand Pty Ltd	Mr Beckwith is a director and controlling shareholder of Penand Pty Ltd.
Penelope Beckwith	Penelope Beckwith is the spouse of Mr Beckwith and an associate for this purpose.

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Andrew Beckwith, Penelope Beckwith and Penand Pty Ltd.	35 Alexander Street Wembley WA 6014

Signature

Print name Andrew Beckwith Capacity Director

sign here  date 19/03/2015

Directions

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. A corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting of shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any an all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.