

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	18 March 2015

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	28 May, 29 May and 2 June 2015.
No. of securities held before change	
7,209,922 ordinary fully paid shares. 1,333,333 options (ex \$0.03, exp 30/11/2016) 3,917,726 A Class Performance Shares 3,917,726 B Class Performance Shares	Andrew Beckwith
7,051,448 ordinary fully paid shares 5,333,267 options (ex \$0.03, exp 30/11/2016) 1,145,454 A Class Performance Shares 1,145,454 B Class Performance Shares	Penand Pty Ltd <Beckwith Super Fund A/C>
900,000 ordinary fully paid shares. 600,000 A Class Performance Shares 600,000 B Class Performance Shares	Penelope Beckwith

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Class	Ordinary fully paid shares
Number acquired 1,000,000 ordinary fully paid shares.	Penand Pty Ltd < Beckwith Super Fund A/C>.
Number disposed	N/A.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$19,946.90
No. of securities held after change 7,209,922 ordinary fully paid shares. 1,333,333 options (ex \$0.03, exp 30/11/2016) 3,917,726 A Class Performance Shares 3,917,726 B Class Performance Shares 8,051,448 ordinary fully paid shares 5,333,267 options (ex \$0.03, exp 30/11/2016) 1,145,454 A Class Performance Shares 1,145,454 B Class Performance Shares 900,000 ordinary fully paid shares. 600,000 A Class Performance Shares 600,000 B Class Performance 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	On-market trade.

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	N/A.
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	N/A.

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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.