

# 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.

|   |
|---|
| <b>Name of entity - CARNAVALE RESOURCES LIMITED</b> |
| <b>ABN: 49 119 450 243</b>                          |

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.

|                            |                   |
|----------------------------|-------------------|
| <b>Name of Director</b>    | RON GAJEWSKI      |
| <b>Date of last notice</b> | 11 September 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.

|   |  |
|---|--|
| <b>Direct or indirect interest</b>  | Direct and Indirect.   |
| <b>Nature of indirect interest (including registered holder)</b><br><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.<br><br>Redtown Enterprises Pty Ltd - a company owned and directed by an associate of Mr Gajewski. |
| <b>Date of change</b>   | 30 November 2020   |
| <b>No. of securities held before change</b>   |  |
| 115,728,409 ordinary fully paid shares.   | Vienna Holdings Pty Ltd.   |
| 5,000,000 ordinary fully paid shares.   | Redtown Enterprises Pty Ltd.   |
| <b>Class</b>  | Unlisted Options (ex \$0.012, exp 30/11/23)  |
| <b>Number acquired</b>  |  |
| 25,000,000 Unlisted Options (ex \$0.012, exp 30/11/23)  | Ron Gajewski   |
| <b>Number disposed</b>  |  |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>  | Nil.   |

+ See chapter 19 for defined terms.

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|   |   |
|---|---|
| <b>No. of securities held after change</b>  |   |
| 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.  |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | 25,000,000 unlisted options issued following shareholder approval received on 27 November 2020. |

**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.

|  |  |
|--|--|
| <b>Detail of contract</b>  | N/A  |
| <b>Nature of interest</b>  | Performance Rights   |
| <b>Name of registered holder (if issued securities)</b>  | N/A  |
| <b>Date of change</b>  | N/A.   |
| <b>No. and class of securities to which interest related prior to change</b><br>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. |
| <b>Interest acquired</b>   | N/A.   |
| <b>Interest disposed</b>   | N/A.   |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   | N/A.   |
| <b>Interest after change</b>   | 15,000,000 Performance Rights.   |

**Part 3 – Closed Period**

|  |      |
|--|------|
| <b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b> | No.  |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>   | N/A. |
| <b>If prior written clearance was provided, on what date was this provided?</b>  | N/A. |

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|---|
| <b>Name of entity - CARNAVALE RESOURCES LIMITED</b> |
| <b>ABN: 49 119 450 243</b>                          |

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.

|                            |                 |
|----------------------------|-----------------|
| <b>Name of Director</b>    | ANDREW BECKWITH |
| <b>Date of last notice</b> | 2 October 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.

|   |   |
|---|---|
| <b>Direct or indirect interest</b>  | Direct and Indirect.  |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Penand Pty Ltd <Beckwith Super Fund A/C><br>- Mr Beckwith is a director and controlling shareholder.<br><br>Penelope Beckwith, spouse of Mr Beckwith and an associate for this purpose. |
| <b>Date of change</b>   | 30 November 2020  |
| <b>No. of securities held before change</b>   |   |
| 7,209,922 ordinary fully paid shares.   | Andrew Beckwith   |
| 22,676,448 ordinary fully paid shares   | Penand Pty Ltd <Beckwith Super Fund A/C>  |
| 2,775,000 ordinary fully paid shares.   | Penelope Beckwith   |
| <b>Class</b>  | Unlisted Options (ex \$0.012, exp 30/11/23)   |
| <b>Number acquired</b>  |   |
| 25,000,000 Unlisted Options (ex \$0.012, exp 30/11/23)  | Penelope Beckwith   |
| <b>Number disposed</b>  | N/A   |

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|  |   |
|--|---|
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation  | Nil.  |
| <b>No. of securities held after change</b><br><br>7,209,922 ordinary fully paid shares.<br><br>22,676,448 ordinary fully paid shares<br><br>2,775,000 ordinary fully paid shares<br>25,000,000 Unlisted Options (ex \$0.012, exp 30/11/23) | Andrew Beckwith<br><br>Penand Pty Ltd <Beckwith Super Fund A/C><br><br>Penelope Beckwith        |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back  | 25,000,000 unlisted options issued following shareholder approval received on 27 November 2020. |

**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.

|  |  |
|--|--|
| <b>Detail of contract</b>  | N/A  |
| <b>Nature of interest</b>  | Performance Rights   |
| <b>Name of registered holder (if issued securities)</b>  | N/A  |
| <b>Date of change</b>  | N/A.   |
| <b>No. and class of securities to which interest related prior to change</b><br>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. |
| <b>Interest acquired</b>   | N/A.   |
| <b>Interest disposed</b>   | N/A.   |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   | N/A.   |
| <b>Interest after change</b>   | 15,000,000 Performance Rights.   |

**Part 3 – Closed Period**

|  |      |
|--|------|
| <b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b> | No.  |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>   | N/A. |
| <b>If prior written clearance was provided, on what date was this provided?</b>  | N/A. |

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|---|
| <b>Name of entity - CARNAVALE RESOURCES LIMITED</b> |
| <b>ABN: 49 119 450 243</b>                          |

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.

|                            |                   |
|----------------------------|-------------------|
| <b>Name of Director</b>    | RHETT BRANS       |
| <b>Date of last notice</b> | 25 September 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.

|   |   |
|---|---|
| <b>Direct or indirect interest</b>  | Direct and Indirect.  |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Proman Consulting Engineers Pty Ltd – an entity in which Mr Brans is a director and holds a beneficial interest.<br><br>Rhett and Monica Brans A/T/F The R & M Brans Super Fund, an entity of which Mr and Mrs Brans are beneficiaries. |
| <b>Date of change</b>   | 30 November 2020  |
| <b>No. of securities held prior to change</b><br><br>5,000,000 ordinary fully paid shares   | Proman Consulting Engineers Pty Ltd   |
| <b>Class</b>  | Unlisted Options (ex \$0.012, exp 30/11/23)   |
| <b>Number acquired</b><br><br>10,000,000 Unlisted Options (ex \$0.012, exp 30/11/23)  | Rhett Brans   |
| <b>Number disposed</b>  | N/A.  |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>  | Nil.  |

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|  |   |
|--|---|
| <b>No. of securities held after change</b>   |   |
| 10,000,000 Unlisted Options (ex \$0.012, exp 30/11/23)   | Rhett Brans   |
| 5,000,000 ordinary fully paid shares   | Proman Consulting Engineers Pty Ltd   |
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | 10,000,000 unlisted options issued following shareholder approval received on 27 November 2020. |

**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.

|   |   |
|---|---|
| <b>Detail of contract</b>   | N/A   |
| <b>Nature of interest</b>   | Performance Rights  |
| <b>Name of registered holder (if issued securities)</b>   | N/A   |
| <b>Date of change</b>   | N/A.  |
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> | 3,000,000 performance rights expiring 30 June 2021. Each performance right can convert to one ordinary share upon satisfaction of specified performance criteria. |
| <b>Interest acquired</b>  | N/A.  |
| <b>Interest disposed</b>  | N/A.  |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>   | N/A.  |
| <b>Interest after change</b>  | 3,000,000 Performance Rights.   |

**Part 3 – Closed Period**

|  |      |
|--|------|
| <b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b> | No.  |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>   | N/A. |
| <b>If prior written clearance was provided, on what date was this provided?</b>  | N/A. |

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