

# 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>	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.

<b>Direct or indirect interest</b>	Direct and Indirect.
<b>Nature of indirect interest (including registered holder)</b> <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.
<b>Date of change</b>	13 May 2021
<b>No. of securities held before 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>Class</b>	Ordinary fully paid shares and unlisted options.
<b>Number acquired</b>	
15,000,000 ordinary fully paid shares 7,500,000 Unlisted Options (ex \$0.01, exp 31/07/2022)	Vienna Holdings Pty Ltd
<b>Number disposed</b>	

+ See chapter 19 for defined terms.

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$105,000.00
<b>No. of securities held after change</b>  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.
<b>Nature of change</b> 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.

<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> 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> 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.

+ See chapter 19 for defined terms.

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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>	ANDREW BECKWITH
<b>Date of last notice</b>	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.

<b>Direct or indirect interest</b>	Direct and Indirect.
<b>Nature of indirect interest (including registered holder)</b> <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.
<b>Date of change</b>	13 May 2021
<b>No. of securities held before change</b>  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
<b>Class</b>	Ordinary fully paid shares and unlisted options.
<b>Number acquired</b>  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>
<b>Number disposed</b>	N/A

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$21,000.00
<b>No. of securities held after change</b>  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
<b>Nature of change</b> 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.

<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> 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> 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.

+ See chapter 19 for defined terms.