

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	5 December 2016

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	7, 9 and 10 August 2018
No. of securities held before change 41,960,000 ordinary fully paid shares. 2,000,000 ordinary fully paid shares 13,000,000 options (ex \$0.02, exp 30/12/2019)	Vienna Holdings Pty Ltd. Redtown Enterprises Pty Ltd. Ron Gajewski
Class	Ordinary shares
Number acquired 4,331,364 ordinary fully paid shares	Vienna Holdings Pty Ltd.

+ See chapter 19 for defined terms.

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Number disposed	N/A.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$62,982.27.
No. of securities held after change 46,291,364 ordinary fully paid shares. 2,000,000 ordinary fully paid shares 13,000,000 options (ex \$0.02, exp 30/12/2019)	 Vienna Holdings Pty Ltd. Redtown Enterprises Pty Ltd. Ron Gajewski
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 \$0.017 each, following shareholder approval received on 26 July 2018. On-market trades 7 August 2018: 536,718 ordinary shares 9 August 2018: 794,646 ordinary shares

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	10 August 2018
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
Interest acquired	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 disposed	Nil

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Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A – the issue of performance rights forms part of Mr Gajewski's remuneration package and was approved by shareholders at the general meeting on 26 July 2018.
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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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	5 December 2016

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) Note: Provide details of the circumstances giving rise to the relevant interest.	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	10 August 2018
No. of securities held before change 7,209,922 ordinary fully paid shares. 4,000,000 options (ex \$0.02, exp 30/12/2019) 13,676,448 ordinary fully paid shares 2,775,000 ordinary fully paid shares.	Andrew Beckwith Penand Pty Ltd <Beckwith Super Fund A/C> Penelope Beckwith
Class	Ordinary shares
Number acquired 3,000,000 ordinary fully paid shares.	Penand Pty Ltd <Beckwith Super Fund A/C>

+ See chapter 19 for defined terms.

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Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$51,000
No. of securities held after change 7,209,922 ordinary fully paid shares. 4,000,000 options (ex \$0.02, exp 30/12/2019) 16,676,448 ordinary fully paid shares 2,775,000 ordinary fully paid 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	Subscription to 3 million shares at \$0.017 each, following shareholder approval received on 26 July 2018.

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	10 August 2018
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
Interest acquired	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 disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A – the issue of performance rights forms part of Mr Beckwith's remuneration package and was approved by shareholders at the general meeting on 26 July 2018.
Interest after change	15,000,000 Performance Rights.

+ See chapter 19 for defined terms.

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.

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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	RHETT BRANS
Date of last notice	5 December 2016.

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	Indirect.
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Proman Consulting Engineers Pty Ltd – an entity in which Mr Brans is a director and holds a beneficial interest. Rhett and Monica Brans A/T/F The R & M Brans Super Fund, an entity of which Mr and Mrs Brans are beneficiaries.
Date of change	10 August 2018.
No. of securities held prior to change 2,000,000 ordinary fully paid shares 1,000,000 options (ex \$0.02, exp 30/12/2019)	Proman Consulting Engineers Pty Ltd Rhett and Monica Brans A/T/F The R & M Brans Super Fund.
Class	N/A.
Number acquired	N/A.
Number disposed	N/A.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil.

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No. of securities held after change	
2,000,000 ordinary fully paid shares	Proman Consulting Engineers Pty Ltd
1,000,000 options (ex \$0.02, exp 30/12/2019)	Rhett and Monica Brans A/T/F the R & M Brans Super Fund.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	N/A.

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	10 August 2018
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
Interest acquired	3,000,000 performance rights expiring 30 June 2021. Each performance right can convert to one ordinary share upon satisfaction of specified performance criteria.
Interest disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A – the issue of performance rights forms part of Mr Brans's remuneration package and was approved by shareholders at the general meeting on 26 July 2018.
Interest after change	3,000,000 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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