

Form 604

Corporations Act 2001
Section 671B

Notice of change in interests of substantial shareholder

To: Company Name/Scheme Carnavale Resources Limited

ACN/~~ARSN~~ 119 450 243

1. Details of substantial holder (1)

Name VIENNA HOLDINGS PTY LTD (ACN 008 811 783) AND
REDTOWN ENTERPRISES PTY LTD (ACN 093 238 218)

ACN

There was a change in the interests of the substantial holder on 10/08/2018

The previous notice was given to the company on 04/11/2013

The previous notice was dated 04/11/2013

2. Previous and present voting power

The total number of votes attached to all the voting share in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	10,497,618	8.75%	48,291,364	7.45%

Vienna Holdings Pty Ltd and Redtown Enterprises Pty Ltd's relevant interest has reduced as a result of recent share placements undertaken by Carnavale Resources Limited. The relevant interest dropped despite the actual number of shares in which the relevant interest is held increasing from 10,497,618 to 48,291,364.

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
27 November 2013	Redtown Enterprises Pty Ltd	Purchase of shares	AUD\$30,000.00	2,000,000	Redtown Enterprises Pty Ltd
10 October 2014	Vienna Holdings Pty Ltd	Purchase of shares	AUD\$49,535.73	3,302,382 Ordinary Shares	Vienna Holdings Pty Ltd
10 October 2014 and 13 March 2015	Vienna Holdings Pty Ltd	Purchase of shares	Nil. Shares issued to Vienna Holdings Pty Ltd as a Tojo shareholder as consideration for the grant of an option to acquire 100% of the share capital of Tojo Minerals Pty Ltd	2,160,000 Ordinary Shares	Vienna Holdings Pty Ltd

			pursuant to the terms of the Tojo Implementation Agreement dated 27 July 2014.		
28 May 2015	Vienna Holdings Pty Ltd	Purchase of shares	AUD\$19,834.40	1,000,000 Ordinary Shares	Vienna Holdings Pty Ltd
8 April 2016	Vienna Holdings Pty Ltd	Purchase of shares	AUD\$200,000.00	25,000,000 Ordinary Shares	Vienna Holdings Pty Ltd
7 and 9 and 10 August 2018	Vienna Holdings Pty Ltd	Purchase of shares	AUD\$62,982.27	4,331,364 Ordinary Shares	Vienna Holdings Pty Ltd

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Vienna Holdings Pty Ltd	Vienna Holdings Pty Ltd	Vienna Holdings Pty Ltd	N/A	46,291,364	46,291,364
Redtown Enterprises Pty Ltd	Redtown Enterprises Pty Ltd	Redtown Enterprises Pty Ltd	N/A	2,000,000	2,000,000

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Redtown Enterprises Pty Ltd	Mr Gajewski is a director of Redtown Enterprises Pty Ltd and an associate of Mr Gajewski is a director and controlling shareholder of Redtown Enterprises Pty Ltd.

6. Addresses

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

Name	Address
Vienna Holdings Pty Ltd and Redtown Enterprises Pty Ltd	61 Donegal Road Floreat, WA 6014

Signature

Print name Ron Gajewski

Capacity: Director

sign here



date 23 August 2018

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 manger and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout 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 6 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 shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) Details of the consideration must include any and 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.