

Appendix 3Y – Change in Director’s Interest Notices

Attached are notices relating to changes in Directors’ interests in the Company. The Directors were issued Unlisted Options pursuant to the Company’s Employee Share Option Plan which was approved by shareholders at the 2021 Annual General Meeting.

This announcement was authorised for release by the Board of Directors.

ASX Announcement

29 October 2021

Fast Facts

Shares on Issue 117.9M

Market Cap (@ 29.5 cents) \$34.8M

Cash \$5.6M¹

¹As of 30 September 2021

Board and Management

Peter Bowler, Non-Exec Chairman

Rob Watkins, Managing Director

Greg Barrett, Non-Exec Director & Company Secretary

Paul Payne, Non-Exec Director

Company Highlights

- Proven and highly credentialed management team
- Tight capital structure and strong cash position
- Projects near to De Grey’s Hemi gold discovery on 442 km² of highly prospective tenure
- Greater Duchess Copper Gold Project, numerous camp scale IOCG deposits over 323 km² of tenure
- 100% ownership of the Tick Hill Gold Project (granted ML’s) in Qld, historically one of Australia highest grade and most profitable gold mines
- Past production of 511 koz at 22 g/t gold
- Indicated and Inferred Mineral Resource of 206,000 t @ 6.72 g/t gold for 44,500 ounces
- Proven and Probable Ore Reserves of 48,600 t @ 6.53 g/t gold for 10,200 ounces

Registered Office

78 Churchill Avenue Subiaco Western Australia 6008

T: +61 8 9320 2320

www.carnabyresources.com.au

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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 30/09/01 Amended 01/01/11

Name of entity: Carnaby Resources Limited
ABN: 62 610 855 064

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	Robert Watkins
Date of last notice	29/10/2020

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.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	COSMO HOLDINGS (WA) PTY LTD <THE WATKINS FAMILY A/C> Robert Watkins is a Director and Beneficiary
Date of change	28/10/2021
No. of securities held prior to change	COSMO HOLDINGS (WA) PTY LTD <THE WATKINS FAMILY A/C> - 4,444,418 ordinary fully paid shares - 2,000,000 unlisted options expiring 23/04/2024 @ \$0.09 - 1,000,000 unlisted options expiring 23/04/2024 @ \$0.10
Class	CNBAC Unlisted Options
Number acquired	1,000,000
Number disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil

+ See chapter 19 for defined terms.

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<p>No. of securities held after change</p>	<p>COSMO HOLDINGS (WA) PTY LTD <THE WATKINS FAMILY A/C></p> <ul style="list-style-type: none"> - 4,444,418 ordinary fully paid shares - 2,000,000 unlisted options expiring 23/04/2024 @ \$0.09 - 1,000,000 unlisted options expiring 23/04/2024 @ \$0.10 - 1,000,000 unlisted options expiring 27/10/2025 @ \$0.45
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Issued as a performance linked incentive component in the remuneration package pursuant to the Company's Employee Share Option Plan and approved by shareholders at the 2021 Annual General Meeting. Results of which can be found at: https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02443339-6A1059204?access_token=83ff96335c2d45a094dfo2a206a39ff4</p>

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.

<p>Detail of contract</p>	
<p>Nature of interest</p>	
<p>Name of registered holder (if issued securities)</p>	
<p>Date of change</p>	
<p>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</p>	
<p>Interest acquired</p>	
<p>Interest disposed</p>	
<p>Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation</p>	

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Interest after change	
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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?	
If prior written clearance was provided, on what date was this provided?	

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Introduced 30/09/01 Amended 01/01/11

Name of entity: Carnaby Resources Limited
ABN: 62 610 855 064

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	Gregory Barrett
Date of last notice	29/10/2020

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.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	HOOKIP PTY LTD <G BARRETT FAMILY A/C> Gregory Barrett is a Director and Beneficiary
Date of change	28/10/2021
No. of securities held prior to change	HOOKIP PTY LTD <G BARRETT FAMILY A/C> - 4,444,418 ordinary fully paid shares - 2,000,000 unlisted options expiring 23/04/2024 @ \$0.09 - 1,000,000 unlisted options expiring 23/04/2024 @ \$0.10
Class	CNBAC Unlisted Options
Number acquired	400,000
Number disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil

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No. of securities held after change	HOOKIP PTY LTD <G BARRETT FAMILY A/C> <ul style="list-style-type: none"> - 4,444,418 ordinary fully paid shares - 2,000,000 unlisted options expiring 23/04/2024 @ \$0.09 - 1,000,000 unlisted options expiring 23/04/2024 @ \$0.10 - 400,000 unlisted options expiring 27/10/2025 @ \$0.45
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issued as a performance linked incentive component in the remuneration package pursuant to the Company's Employee Share Option Plan and approved by shareholders at the 2021 Annual General Meeting. Results of which can be found at: https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02443339-6A1059204?access_token=83ff96335c2d45a094df02a206a39ff4

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	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – +Closed period

+ See chapter 19 for defined terms.

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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?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.