Carnaby

ASX Announcement

13 February 2023

Appendix 3Y – Change in Director's Interest Notices

Carnaby Resources Limited (ASX: CNB) (**Carnaby** or the **Company**) advises of changes in Directors' interests in the Company and the resultant issue of 900,000 ordinary fully paid shares.

Mr Rob Watkins and Mr Greg Barrett each exercised 500,000 and 400,000 Unlisted Share Options respectively, and concurrently sold 1,000,000 ordinary fully paid shares each to fund the conversion of the options and to cover subsequent tax obligations.

Mr Peter Bowler also took the opportunity to dispose of 1,000,000 ordinary fully paid shares to partially fund the purchase of an additional pastoral lease in Queensland.

Pleasingly, the combined 3,000,000 shares disposed by the Directors were all crossed to a well-regarded institutional investor.

An Appendix 2A will be lodged with the ASX following this announcement and a cleansing notice is also attached with respect to the issue.

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

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Fast Facts

Shares on Issue 145.5M

Market Cap (@ $1.28) $186M

Cash $12.6M[1]

[1]As of 31 December 2022

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.
- Mount Hope, Nil Desperandum and Lady Fanny Iron Oxide Copper Gold discoveries within the Greater Duchess Copper Gold Project, Mt Isa inlier, Queensland.
- Greater Duchess Copper Gold Project, numerous camp scale IOCG deposits over 1,022 km^2 of tenure.
- Projects near to De Grey's Hemi gold discovery on 442 km^2 of highly prospective 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 producing 511 koz at 22 g/t gold.

Registered Office

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13 February 2023
Company Announcements Office
ASX Limited
Level 40
152 – 158 St Georges Terrace
PERTH WA 6000

CLEANSING NOTICE UNDER SECTION 708A(5)(e) OF THE CORPORATIONS ACT

Carnaby Resources Limited (**ASX: CNB or the Company**) advises that the Company issued 900,000 ordinary fully paid shares (**Shares**) on 10 February 2023 on the exercise of 900,000 unlisted options exercisable at $0.45 on or before 27 October 2025.

The Company gives this notice pursuant to section 708A(5)(e) of the Corporations Act ("the Act"):

(a) the Company issued the Shares without disclosure to investors under Part 6D.2 of the Act;

(b) as at the date of this notice, the Company has complied with the provisions of chapter 2M of the Act as they apply to the Company and section 674 of the Act; and

(c) as at the date of this notice, there is no information that is 'excluded information' under section 708A(7) and (8) of the Act.

This announcement has been authorised for release by the Board.

Greg Barrett

Company Secretary

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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 30/09/01 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	02/12/2022

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.	COSMO HOLDINGS (WA) PTY LTD <THE WATKINS FAMILY A/C> Robert Watkins is a Director and Beneficiary
Date of change	10/02/2023
No. of securities held prior to change	**COSMO HOLDINGS (WA) PTY LTD <THE WATKINS FAMILY A/C>** - 6,844,418 ordinary fully paid shares - 1,000,000 unlisted options expiring 27/10/2025 @ $0.45 - 400,000 unlisted options expiring 24/11/2026 @ $0.95
Class	Ordinary fully paid shares **(Shares)** CNBAC Unlisted Options **(Options)**
Number acquired	500,000 Shares (options exercise)

+ See chapter 19 for defined terms.

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Number disposed	500,000 Options (options exercise) 1,000,000 Shares
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Shares Acquired: 500,000 @ $0.45 per share Shares Disposed: 1,000,000 @ $1.15 per share
No. of securities held after change	**COSMO HOLDINGS (WA) PTY LTD <THE WATKINS FAMILY A/C>** - **6,344,418 ordinary fully paid shares** - **500,000 unlisted options expiring 27/10/2025 @ $0.45** - 400,000 unlisted options expiring 24/11/2026 @ $0.95
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market Trade (1,000,000 Shares) Exercise of Options (500,000 Options)

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	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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	N/A
Interest disposed	N/A

+ See chapter 19 for defined terms.

Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

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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Rule 3.19A.2

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Change of Director's Interest Notice

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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	31/12/2021

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.	HOOKIPA PTY LTD <G BARRETT FAMILY A/C> Gregory Barrett is a Director and Beneficiary
Date of change	10/02/2023
No. of securities held prior to change	**HOOKIPA PTY LTD <G BARRETT FAMILY A/C>** - 6,444,418 ordinary fully paid shares - 400,000 unlisted options expiring 27/10/2025 @ $0.45
Class	Ordinary fully paid shares **(Shares)** CNBAC Unlisted Options **(Options)**
Number acquired	400,000 Shares (options exercise)

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Number disposed	400,000 Options (options exercise) 1,000,000 Shares
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Shares Acquired: 400,000 @ $0.45 per share Shares Disposed: 1,000,000 @ $1.15 per share
No. of securities held after change	**HOOKIPA PTY LTD <G BARRETT FAMILY A/C>** - **5,844,418 ordinary fully paid shares**
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market Trade (1,000,000 Shares) Exercise of Options (400,000 Options)

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	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A

+ See chapter 19 for defined terms.

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Interest after change	N/A

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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Rule 3.19A.2

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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	Peter Bowler
Date of last notice	31/12/2021

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.	BRAIDWOOD INVESTMENTS (WA) PTY LTD Peter Bowler is a Director and Beneficiary
Date of change	10/02/2023
No. of securities held prior to change	**BRAIDWOOD INVESTMENTS (WA) PTY LTD** - 7,000,000 ordinary fully paid shares
Class	Ordinary fully paid shares **(Shares)**
Number acquired	N/A
Number disposed	1,000,000
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	1,000,000 @ $1.15 per share

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No. of securities held after change	**BRAIDWOOD INVESTMENTS (WA) PTY LTD** - **6,000,000 ordinary fully paid shares**
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market Trade

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	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

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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