

APPENDIX 3Y – CHANGE OF DIRECTOR'S INTEREST NOTICES

Carnaby Resources Limited (ASX: CNB) (**Carnaby** or the **Company**) advises of a change in Directors' interests in the Company.

All Directors have been issued Unlisted Share Options (**Options**) pursuant to the Company's Employee Incentive Securities Plan (**EISP**). The Options are exercisable at \$1.10 on or before 19 September 2027; allocations are as follows:

Director	Options Issued
Rob Watkins	480,000
Peter Bowler	300,000
Greg Barrett	300,000
Paul Payne	300,000

The issue of the Options was approved by shareholders at the 2023 Annual General Meeting (see ASX release 8 November 2023).

An Appendix 3Y for each Director is attached with full details of the issue and an Appendix 3G will be lodged with the ASX following this announcement.

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

ASX Announcement

24 November 2023

Fast Facts

Shares on Issue 162.8M

Market Cap (@ 60 cents) \$98M

Cash \$21.5M¹

¹As at 30 September 2023

Directors

Peter Bowler, Non-Exec Chairman

Rob Watkins, Managing Director

Greg Barrett, Non-Exec Director & Joint Company Secretary

Paul Payne, Non-Exec Director

Company Highlights

- Proven and highly credentialed management team.
- Tight capital structure and strong cash position.
- Greater Duchess Copper Gold Project, numerous camp scale IOCG deposits over 1,921 km² of tenure.
- Maiden interim Mineral Resource Estimate at Greater Duchess: 21.8Mt @ 1.4% CuEq for 315kt CuEq.¹
- Mount Hope, Nil Desperandum and Lady Fanny Iron Oxide Copper Gold discoveries within the Greater Duchess Copper Gold Project, Mt Isa inlier, Queensland.
- Projects near to De Grey's Hemi gold discovery on 442 km² of highly prospective tenure.

¹Refer to ASX release dated 27 October 2023.

Registered Office

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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	13/02/2023

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	24/11/2023
No. of securities held prior to 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
Class	CNBAC Unlisted Options (Options)

+ See chapter 19 for defined terms.

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Number acquired	480,000 Options
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
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 - 480,000 unlisted options expiring 19/09/2027 @ \$1.10
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issued as a performance linked incentive component in the remuneration package pursuant to the Company's Employee Incentive Securities Plan (EISP). The issue of the Options was approved by shareholders at the 2023 Annual General Meeting held on 8 November 2023. Results of which can be found on the ASX company announcement platform at: https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02737313-6A1179452?access_token=83ff96335c2d45a094dfo2a206a39ff4

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

+ See chapter 19 for defined terms.

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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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	13/02/2023

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	24/11/2023
No. of securities held prior to change	BRAIDWOOD INVESTMENTS (WA) PTY LTD - 6,000,000 ordinary fully paid shares
Class	CNBAC Unlisted Options (Options)
Number acquired	300,000 Options
Number disposed	N/A

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	BRAIDWOOD INVESTMENTS (WA) PTY LTD - 6,000,000 ordinary fully paid shares - 300,000 unlisted options expiring 19/09/2027 @ \$1.10
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issued as a performance linked incentive component in the remuneration package pursuant to the Company's Employee Incentive Securities Plan (EISP). The issue of the Options was approved by shareholders at the 2023 Annual General Meeting held on 8 November 2023. Results of which can be found on the ASX company announcement platform at: https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02737313-6A1179452?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	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

+ 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?	
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	13/02/2023

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	24/11/2023
No. of securities held prior to change	HOOKIPA PTY LTD <G BARRETT FAMILY A/C> - 5,844,418 ordinary fully paid shares
Class	CNBAC Unlisted Options (Options)
Number acquired	300,000 Options
Number disposed	N/A

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	HOOKIPA PTY LTD <G BARRETT FAMILY A/C> - 5,844,418 ordinary fully paid shares - 300,000 unlisted options expiring 19/09/2027 @ \$1.10
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issued as a performance linked incentive component in the remuneration package pursuant to the Company's Employee Incentive Securities Plan (EISP). The issue of the Options was approved by shareholders at the 2023 Annual General Meeting held on 8 November 2023. Results of which can be found on the ASX company announcement platform at: https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02737313-6A1179452?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	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

+ 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?	
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	Paul Payne
Date of last notice	11/08/2023

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.	PAYNE GEOLOGICAL SERVICES PTY LTD <PAYNE SUPER FUND A/C> Paul Payne is a Director and Beneficiary
Date of change	24/11/2023
No. of securities held prior to change	PAYNE GEOLOGICAL SERVICES PTY LTD <PAYNE SUPER FUND A/C> - 475,000 ordinary fully paid shares
Class	CNBAC Unlisted Options (Options)
Number acquired/transferred	300,000 Options
Number disposed	N/A

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	PAYNE GEOLOGICAL SERVICES PTY LTD <PAYNE SUPER FUND A/C> - 475,000 ordinary fully paid shares - 300,000 unlisted options expiring 19/09/2027 @ \$1.10
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issued as a performance linked incentive component in the remuneration package pursuant to the Company's Employee Incentive Securities Plan (EISP). The issue of the Options was approved by shareholders at the 2023 Annual General Meeting held on 8 November 2023. Results of which can be found on the ASX company announcement platform at: https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02737313-6A1179452?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	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

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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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