Rule 3.19A.2

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	**Carly Holdings Limited**
ABN	**60 066 153 982**

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	Christopher James Noone
Date of last notice	8 October 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.	Noone Holdings Pty Ltd as trustee for the C and K Noone Family Trust Mr Noone is a director and shareholder of the company and a beneficiary of the trust.
Date of change	18 November 2021
No. of securities held prior to change	*Direct* Nil. *Indirect* 903,875 fully paid ordinary shares (**Shares**). 26,666 options exercisable at $0.3750 each on or before 31 October 2022 (**Tranche 2 Unquoted Options**). 129,125 options exercisable at $0.16 each on or before 31 May 2023 (**Quoted CL8OB Options**).

+ See chapter 19 for defined terms.

	1,620,000 options exercisable at $0.3750 each on or before 19 November 2025 (**Executive Options 2020**)[1].
Class	Options expiring on 18 November 2026 with various exercise prices (**Executive Options 2021**)[2].
Number acquired	5,000,000 Executive Options 2021
Number disposed	Nil.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Non-cash consideration. The primary purpose of the issue of the Executive Options is to provide a performance linked long-term incentive component in his remuneration packages to motivate and reward his performance in his role as CEO and Executive Director. Estimated value of AUD 111,085 based on an independent valuation.
No. of securities held after change	*Direct* Nil. *Indirect* 903,875 Shares 26,666 Tranche 2 Unquoted Options 129,125 Quoted CL8OB Options 1,620,000 Executive Options 2020 5,000,000 2021 Executive Options 2021.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of options as additional long-term incentive following receipt of shareholder approval at the Annual General Meeting held on 18 November 2021 (**2021 AGM**).

1 1,620,000 Executive Options 2020 (post-consolidation) are subject to satisfaction of performance conditions and vesting periods as set out in the ASX announcement released to the market on 20 October 2020.
2 5,000,000 Executive Options 2021 have vesting periods and various exercise prices as set out in the ASX announcement released to the market on 8 October 2021.

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	Additional long-term incentive structure for CEO and Executive Director, Chris Noone. Summary of key terms contained in the ASX announcement released to the market on 8 October 2021.
Nature of interest	Offer of a long-term incentive comprising a total of 5,000,000 Executive Options, the issue of which was subject to shareholder approval at the 2021 AGM.
Name of registered holder (if issued securities)	Noone Holdings Pty Ltd as trustee for the C and K Noone Family Trust
Date of change	18 November 2021
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	Not applicable.
Interest acquired	Nil.
Interest disposed	Shareholder approval received to issue Executive Options 2021.
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Non-cash consideration. The primary purpose of the issue of the Executive Options is to provide a performance linked long-term incentive component in his remuneration packages to motivate and reward his performance in his role as CEO and Executive Director. Estimated value of AUD 111,085 based on an independent valuation.
Interest after change	_Direct_ Nil. _Indirect_ 903,875 Shares 26,666 Tranche 2 Unquoted Options 129,125 Quoted CL8OB Options 1,620,000 Executive Options 2020. 5,000,000 Executive Options 2021.

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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

+ See chapter 19 for defined terms.