

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	9 June 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	Not applicable
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable
Date of change	Not applicable
No. of securities held prior to change	Not applicable
Class	Not applicable
Number acquired	Not applicable
Number disposed	Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable
No. of securities held after change	Not applicable
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Not applicable

+ See chapter 19 for defined terms.

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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	Subscription agreement with the Company (Subscription Agreement). Proposed participation in Placement disclosed in the ASX announcement released to the market on 9 June 2023.
Nature of interest	Subject to the Company obtaining all necessary regulatory and prior shareholder approvals, issue of fully paid ordinary shares (Shares) and quoted options exercisable at \$0.06 each on or before 31 October 2024 (Quoted CL8O Options) under the Subscription Agreement.
Name of registered holder (if issued securities)	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	9 June 2023
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	<u>Direct</u> Nil. <u>Indirect</u> 2,228,750 Shares. 516,937 Quoted CL8O Options 1,620,000 options exercisable at \$0.3750 each on or before 19 November 2025 (Executive Options 2020) ¹ . 5,000,000 options expiring on 18 November 2026 with various exercise prices (Executive Options 2021) ² .
Interest acquired	Subscription for 1,200,000 Shares and 600,000 Quoted CL8O Options under the Subscription Agreement.
Interest disposed	Not applicable

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.

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Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	\$0.025 per Share and free-attaching options on a 1-for-2 basis under the Subscription Agreement.
Interest after change	Assuming all necessary approvals are received and subscription for securities pursuant to the Subscription Agreement: <u>Direct</u> Nil. <u>Indirect</u> 3,428,750 Shares 1,116,937 Quoted CL8O 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.

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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	Stephen Hagop Abolakian
Date of last notice	9 June 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	Not applicable
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable
Date of change	Not applicable
No. of securities held prior to change	Not applicable
Class	Not applicable
Number acquired	Not applicable
Number disposed	Not applicable

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable
No. of securities held after change	Not applicable
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Not applicable

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	Subscription agreement with the Company (Subscription Agreement). Proposed participation in Placement disclosed in the ASX announcement released to the market on 9 June 2023.
Nature of interest	Subject to the Company obtaining all necessary regulatory and prior shareholder approvals, issue of fully paid ordinary shares (Shares) and quoted options exercisable at \$0.06 each on or before 31 October 2024 (Quoted CL8O Options) under the Subscription Agreement.
Name of registered holder (if issued securities)	Stephen Abolakian (or his nominee)
Date of change	9 June 2023
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	<u>Direct</u> Nil <u>Indirect</u> ¹ 49,984,772 Shares. 10,431,472 Quoted CL8O Options.
Interest acquired	Subscription for 2,000,000 Shares and 1,000,000 Quoted CL8O Options under the Subscription Agreement.
Interest disposed	Not applicable

¹ MNA Family Holdings Pty Ltd <Hishenk Pty Ltd Super A/C> holds 612,500 Shares in Carly Holdings Limited. Mr Abolakian's parents are directors and shareholders of MNA Family Holdings Pty Ltd and are beneficiaries of the Hishenk Pty Ltd Superannuation Fund.

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	\$0.025 per Share and free-attaching options on a 1-for-2 basis under the Subscription Agreement.
Interest after change	Assuming all necessary approvals are received and subscription for securities pursuant to the Subscription Agreement: <u>Direct</u> Nil <u>Indirect</u> ² 51,984,772 fully paid ordinary shares (Shares). 11,431,472 Quoted CL80 Options.

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

² MNA Family Holdings Pty Ltd <Hishenk Pty Ltd Super A/C> holds 612,500 Shares in Carly Holdings Limited. Mr Abolakian's parents are directors and shareholders of MNA Family Holdings Pty Ltd and are beneficiaries of the Hishenk Pty Ltd Superannuation Fund.

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