

# 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

|                       |                               |
|-----------------------|-------------------------------|
| <b>Name of entity</b> | <b>Carly Holdings Limited</b> |
| <b>ABN</b>            | <b>60 066 153 982</b>         |

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.

|                            |                         |
|----------------------------|-------------------------|
| <b>Name of Director</b>    | Christopher James Noone |
| <b>Date of last notice</b> | 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.

|                                                                                                                                                                             |                |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| <b>Direct or indirect interest</b>                                                                                                                                          | Not applicable |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest.                        | Not applicable |
| <b>Date of change</b>                                                                                                                                                       | Not applicable |
| <b>No. of securities held prior to change</b>                                                                                                                               | Not applicable |
| <b>Class</b>                                                                                                                                                                | Not applicable |
| <b>Number acquired</b>                                                                                                                                                      | Not applicable |
| <b>Number disposed</b>                                                                                                                                                      | Not applicable |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation                                                                   | Not applicable |
| <b>No. of securities held after change</b>                                                                                                                                  | Not applicable |
| <b>Nature of change</b><br>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.

## Appendix 3Y Change of Director's Interest Notice

### 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.

|                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Detail of contract</b>                                                                                                                                                                   | Subscription agreement with the Company ( <b>Subscription Agreement</b> ). Proposed participation in Placement disclosed in the ASX announcement released to the market on 9 June 2023.                                                                                                                                                                                           |
| <b>Nature of interest</b>                                                                                                                                                                   | Subject to the Company obtaining all necessary regulatory and prior shareholder approvals, issue of fully paid ordinary shares ( <b>Shares</b> ) and quoted options exercisable at \$0.06 each on or before 31 October 2024 ( <b>Quoted CL80 Options</b> ) under the Subscription Agreement.                                                                                      |
| <b>Name of registered holder (if issued securities)</b>                                                                                                                                     | Noone Holdings Pty Ltd as trustee for the C and K Noone Family Trust<br><br>Mr Noone is a director and shareholder of the company and a beneficiary of the trust.                                                                                                                                                                                                                 |
| <b>Date of change</b>                                                                                                                                                                       | 9 June 2023                                                                                                                                                                                                                                                                                                                                                                       |
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> | <u>Direct</u><br><br>Nil.<br><u>Indirect</u><br><br>2,228,750 Shares.<br><br>516,937 Quoted CL80 Options<br><br>1,620,000 options exercisable at \$0.3750 each on or before 19 November 2025 ( <b>Executive Options 2020</b> ) <sup>1</sup> .<br><br>5,000,000 options expiring on 18 November 2026 with various exercise prices ( <b>Executive Options 2021</b> ) <sup>2</sup> . |
| <b>Interest acquired</b>                                                                                                                                                                    | Subscription for 1,200,000 Shares and 600,000 Quoted CL80 Options under the Subscription Agreement.                                                                                                                                                                                                                                                                               |
| <b>Interest disposed</b>                                                                                                                                                                    | Not applicable                                                                                                                                                                                                                                                                                                                                                                    |

<sup>1</sup> 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.

<sup>2</sup> 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.

+ See chapter 19 for defined terms.

**Appendix 3Y**  
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|                                                                                                              |                                                                                                                                                                                                                                                                                                                         |
|--------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Value/Consideration</b><br>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.                                                                                                                                                                                                                       |
| <b>Interest after change</b>                                                                                 | Assuming all necessary approvals are received and subscription for securities pursuant to the Subscription Agreement:<br><br><u>Direct</u><br><br>Nil.<br><br><u>Indirect</u><br>3,428,750 Shares<br><br>1,116,937 Quoted CL8O Options<br><br>1,620,000 Executive Options 2020<br><br>5,000,000 Executive Options 2021. |

**Part 3 – <sup>+</sup>Closed period**

|                                                                                                                                                               |                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| <b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b> | No             |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>                                                          | Not applicable |
| <b>If prior written clearance was provided, on what date was this provided?</b>                                                                               | Not applicable |

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|-----------------------|-------------------------------|
| <b>Name of entity</b> | <b>Carly Holdings Limited</b> |
| <b>ABN</b>            | <b>60 066 153 982</b>         |

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.

|                            |                         |
|----------------------------|-------------------------|
| <b>Name of Director</b>    | Stephen Hagop Abolakian |
| <b>Date of last notice</b> | 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.

|                                                                                                                                                      |                |
|------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| <b>Direct or indirect interest</b>                                                                                                                   | Not applicable |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | Not applicable |
| <b>Date of change</b>                                                                                                                                | Not applicable |
| <b>No. of securities held prior to change</b>                                                                                                        | Not applicable |
| <b>Class</b>                                                                                                                                         | Not applicable |
| <b>Number acquired</b>                                                                                                                               | Not applicable |
| <b>Number disposed</b>                                                                                                                               | Not applicable |

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|                                                                                                                                                                             |                |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation                                                                   | Not applicable |
| <b>No. of securities held after change</b>                                                                                                                                  | Not applicable |
| <b>Nature of change</b><br>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.

|                                                                                                                                                                              |                                                                                                                                                                                                                                                                                              |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Detail of contract</b>                                                                                                                                                    | Subscription agreement with the Company ( <b>Subscription Agreement</b> ). Proposed participation in Placement disclosed in the ASX announcement released to the market on 9 June 2023.                                                                                                      |
| <b>Nature of interest</b>                                                                                                                                                    | Subject to the Company obtaining all necessary regulatory and prior shareholder approvals, issue of fully paid ordinary shares ( <b>Shares</b> ) and quoted options exercisable at \$0.06 each on or before 31 October 2024 ( <b>Quoted CL80 Options</b> ) under the Subscription Agreement. |
| <b>Name of registered holder (if issued securities)</b>                                                                                                                      | Stephen Abolakian (or his nominee)                                                                                                                                                                                                                                                           |
| <b>Date of change</b>                                                                                                                                                        | 9 June 2023                                                                                                                                                                                                                                                                                  |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed | <u>Direct</u><br>Nil<br><u>Indirect</u> <sup>1</sup><br>49,984,772 Shares.<br>10,431,472 Quoted CL80 Options.                                                                                                                                                                                |
| <b>Interest acquired</b>                                                                                                                                                     | Subscription for 2,000,000 Shares and 1,000,000 Quoted CL80 Options under the Subscription Agreement.                                                                                                                                                                                        |
| <b>Interest disposed</b>                                                                                                                                                     | Not applicable                                                                                                                                                                                                                                                                               |

<sup>1</sup> 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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|                                                                                                              |                                                                                                                                                                                                                                                                                      |
|--------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Value/Consideration</b><br>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.                                                                                                                                                                                    |
| <b>Interest after change</b>                                                                                 | Assuming all necessary approvals are received and subscription for securities pursuant to the Subscription Agreement:<br><br><i>Direct</i><br>Nil<br><br><i>Indirect</i> <sup>2</sup><br>51,984,772 fully paid ordinary shares ( <b>Shares</b> ).<br>11,431,472 Quoted CL80 Options. |

**Part 3 – +Closed period**

|                                                                                                                                                    |                |
|----------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| <b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b> | No             |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>                                               | Not applicable |
| <b>If prior written clearance was provided, on what date was this provided?</b>                                                                    | Not applicable |

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<sup>2</sup> 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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