

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 | 16 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 | Indirect. |
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | 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 | 24 August 2023 |
| No. of securities held prior to change | <u>Direct</u> Nil. <u>Indirect</u> 2,228,750 fully paid ordinary shares (Shares). 516,937 options exercisable at \$0.06 each on or before 31 October 2024 (Quoted CL80 Options) |

+ See chapter 19 for defined terms.

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| | <p>1,620,000 options exercisable at \$0.3750 each on or before 19 November 2025 (Executive Options 2020)¹.</p> <p>5,000,000 options expiring on 18 November 2026 with various exercise prices (Executive Options 2021)².</p> |
| Class | <p>(a) Shares.</p> <p>(b) Quoted CL8O Options.</p> |
| Number acquired | <p>(a) 1,200,000 Shares.</p> <p>(b) 600,000 Quoted CL8O Options.</p> |
| Number disposed | Nil. |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | <p>(a) \$0.025 per Share.</p> <p>(b) Nil. Free-attaching options on a 1-for-2 basis under Tranche 2 of the Placement.</p> |
| No. of securities held after change | <p><u>Direct</u></p> <p>Nil.</p> <p><u>Indirect</u></p> <p>3,428,750 Shares</p> <p>1,116,937 Quoted CL8O Options</p> <p>1,620,000 Executive Options 2020</p> <p>5,000,000 Executive Options 2021.</p> |
| Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | <p>Issue of Shares and Options pursuant to Tranche 2 of the Placement following receipt of shareholder approval at the Extraordinary General Meeting (EGM) held on 26 July 2023.</p> |

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.

+ See chapter 19 for defined terms.

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.

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|---|---|
| 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 Shares and Quoted CL80 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 | 24 August 2023 |
| No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small> | Not applicable |
| Interest acquired | Not applicable |
| Interest disposed | Shareholder approval received to issue 1,200,000 Shares and 600,000 Quoted CL80 Options under the Subscription Agreement. |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | \$0.025 per Share and free-attaching options on a 1-for-2 basis under the Subscription Agreement. |
| Interest after change | <i>Direct</i> Nil. <i>Indirect</i> 3,428,750 Shares 1,116,937 Quoted CL80 Options 1,620,000 Executive Options 2020 5,000,000 Executive Options 2021. |

+ See chapter 19 for defined terms.

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Part 3 – +Closed period

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| Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required? | Yes, but note the Subscription Agreement was entered into during a non-closed period, on 9 June 2023. Settlement was subject to prior shareholder approval which occurred during a closed period, on 26 July 2023. |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | Yes |
| If prior written clearance was provided, on what date was this provided? | 24 August 2023 |

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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 | 16 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 | Indirect. |
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Willoughby Capital Pty Ltd as trustee for the Willoughby Capital Trust, of which Mr Abolakian is a potential beneficiary of the trust. |
| Date of change | 24 August 2023 |
| No. of securities held prior to change | <u>Direct</u> Nil. <u>Indirect</u> ¹ 49,984,772 fully paid ordinary shares (Shares). 10,431,472 options exercisable at \$0.06 each on or before 31 October 2024 (Quoted CL8O Options) |
| Class | (a) Shares. (b) Quoted CL8O Options. |

¹ MNA Family Holdings Pty Ltd <Hishenk Pty Ltd Super A/C> (**MNA Holdings**) held 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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| Number acquired | (a) 2,000,000 Shares. (b) 1,000,000 Quoted CL8O Options. |
| Number disposed | Nil. |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | (a) \$0.025 per Share. (b) Nil. Free-attaching options on a 1-for-2 basis under Tranche 2 of the Placement. |
| No. of securities held after change | <u>Direct</u> Nil <u>Indirect</u> ² 51,984,772 Shares. 11,431,472 Quoted CL8O Options. |
| 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 Shares and Options pursuant to Tranche 2 of the Placement following receipt of shareholder approval at the Extraordinary General Meeting (EGM) held on 26 July 2023. |

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 Shares and Quoted CL8O Options under the Subscription Agreement. |
| Name of registered holder (if issued securities) | Willoughby Capital Pty Ltd as trustee for the Willoughby Capital Trust, of which Mr Abolakian is a potential beneficiary of the trust. |
| Date of change | 24 August 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 | Not applicable |
| Interest acquired | 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.

+ See chapter 19 for defined terms.

| | |
|---|---|
| Interest disposed | Shareholder approval received to issue 2,000,000 Shares and 1,000,000 Quoted CL8O Options under the Subscription Agreement. |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | \$0.025 per Share and free-attaching options on a 1-for-2 basis under the Subscription Agreement. |
| Interest after change | <u>Direct</u> Nil <u>Indirect</u> ³ 51,984,772 Shares. 11,431,472 Quoted CL8O 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? | Yes, but note the Subscription Agreement was entered into during a non-closed period, on 9 June 2023. Settlement was subject to prior shareholder approval which occurred during a closed period, on 26 July 2023. |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | Yes |
| If prior written clearance was provided, on what date was this provided? | 24 August 2023 |

³ 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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