



Announcement Summary

Entity name

CARLY HOLDINGS LIMITED

Announcement Type

New announcement

Date of this announcement

Wednesday May 12, 2021

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
CL8	ORDINARY FULLY PAID	18,185,125
CL8OB	OPTION EXPIRING 31-MAY-2023 DEFERRED	6,061,707

Proposed +issue date

Friday May 14, 2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

CARLY HOLDINGS LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ABN

Registration Number

60066153982

1.3 ASX issuer code

CL8

1.4 The announcement is

New announcement

1.5 Date of this announcement

Wednesday May 12, 2021

1.6 The Proposed issue is:

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

 Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Thursday November 18, 2021	<input checked="" type="checkbox"/> Estimated	No

Comments

Tranche 2 of the Placement (being the proposed issue of 8,185,125 shares and 2,728,375 options) is subject to receipt of all necessary regulatory and prior shareholder approvals.

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

 Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

 Yes

Details of +securities proposed to be issued

ASX +security code and description

CL8 : ORDINARY FULLY PAID

Number of +securities proposed to be issued

18,185,125

Offer price details



Are the +securities proposed to be issued being issued for a cash consideration?

Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.08000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Attaching +Security

Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?

Existing class

Attaching +Security - Existing class (additional +securities in a class that is already quoted or recorded by ASX)

Details of attaching +securities proposed to be issued

ASX +security code and description

CL8OB : OPTION EXPIRING 31-MAY-2023 DEFERRED

Number of +securities proposed to be issued

6,061,707

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

Options free-attaching on a 1-for-3 basis to each share subscribed for under the placement

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

0.000001

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes



Part 7C - Timetable

7C.1 Proposed +issue date

Friday May 14, 2021

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

106,302 Shares
3,333,333 Options

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

Yes

7D.1c (i) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?

9,893,698 Shares

7D.1c (ii) Please explain why the entity has chosen to do a placement rather than a +pro rata issue or an offer under a +security purchase plan in which existing ordinary +security holders would have been eligible to participate

The placement is accommodating a portion of excess demand for the oversubscribed rights issue to shareholders.

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

Yes

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

Yes

7E.1a Who is the lead manager/broker?

Mahe Capital Pty Ltd (AFSL 517246)



7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

1. One CL8OB Option for every \$2 raised under the Placement
2. Management fee of 1% of the total amount raised under the Placement
3. Placement fee of 5% of the total amount raised under the Placement

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Refer to section 7E.1B above.

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Rights Issue was closed oversubscribed. Funds raised from the Placement will be used to accelerate the growth in the supply of vehicles available for subscription, customer acquisition & sales and marketing activities, working capital & costs of the issue.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue