

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	1 July 2022

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	1 September 2022
No. of securities held prior to change	<u>Direct</u> Nil. <u>Indirect</u> 961,875 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.

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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	Shares
Number acquired	52,000 Shares
Number disposed	Nil.
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$1,894
No. of securities held after change	<p><i>Direct</i></p> <p>Nil.</p> <p><i>Indirect</i></p> <p>1,013,875 Shares</p> <p>26,666 Tranche 2 Unquoted Options</p> <p>129,125 Quoted CL8OB 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>	On-market purchases

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.

Detail of contract	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
Date of change	Not applicable
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	Not applicable
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
Interest after change	Not applicable

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.