
TARGET MARKET DETERMINATION

Made by: Carly Holdings Limited (ACN 066 153 982) of Suite 3, Level 7, 189 Kent Street, Sydney NSW 2000 (**Company**)

Product: Free attaching options to acquire fully paid ordinary shares in the capital of the Company to be issued to eligible shareholders in connection with a pro-rata renounceable entitlement issue on the basis one (1) free attaching option for every two (2) Shares subscribed for and issued (**New Options**).

Effective date: 5 October 2022

This target market determination (**TMD**) has been prepared by the Company in relation to an offer to issue the New Options made by the Company under a prospectus dated 5 October 2022 (**Prospectus**). A copy of the Prospectus is available on the Company's website, <https://investors.carly.co/>. Mahe Capital Pty Ltd (AFSL 517246) (**Mahe Capital**) has been appointed as the lead manager to the Entitlement Offer.

The offer will be made under, or accompanied by, a copy of the Prospectus. Any recipient of this TMD should carefully read and consider the Prospectus in full and consult their professional adviser if they have any questions regarding the contents of the Prospectus. Any recipient of this TMD who wants to acquire New Options under the offer will need to complete the application form that will be in, or will accompany, the Prospectus. There is no cooling off period in respect of the issue of the New Options. This TMD is not a disclosure document for the purposes of the *Corporations Act 2001* (Cth), and therefore has not been lodged, and does not require lodgement, with the Australian Securities and Investments Commission (**ASIC**) nor does it contain a full summary of the terms and conditions of the New Options

This TMD does not take into account what you currently have, or what you want and need, for your financial future. It is important for you to consider these matters and read the Prospectus before you make an investment decision. The Company is not licensed to provide financial product advice in relation to the New Options.

1. TARGET MARKET

Factor	Target market
Investment Objective	The Company expects that an investment in New Options will be suitable to investors who wish to gain exposure to equities in a small to mid-cap technology company listed on the Australian Securities Exchange (ASX).
Investment Timeframe	The target market of investors will take a short to medium term outlook on their investment. Investors with a short-term outlook for their investment will benefit from an ability to exercise New Options and trade the underlying Shares issued on exercise should the exercise price of the New Options be lower than the trading price of Shares. Investors with a medium-term outlook will benefit from an ability to exercise the New Options within the 2-year term of the New Options and increase their shareholding and exposure to the potential upside in the Company's Shares into the future.

	<p>Given the need to pay the exercise price in order to acquire Shares, Investors in the target market are in a financial position that is sufficient for them to invest their funds over a 2-year time horizon should they wish to exercise their New Options. Any decision to exercise the New Options is likely to be based on the trading price of the Shares.</p>
Investment Metrics	<p>While the Company does not have an established eligibility framework for investors based on metrics such as age, expected return or volatility, it is expected that the target market of investors will be able to withstand potential fluctuations in the value of their investment.</p> <p>An exercise price is required to be paid to acquire shares on exercise of New Options. As such, the capacity to realise the underlying value of the New Options would require that they be exercised on or before the expiry date. Investors in the target market will need to be in a financial position to have sufficient available funds so as to facilitate an exercise of the New Options prior to the expiry date. Prior to the expiry date, investors' ability to liquidate the New Options may be limited by a lack of liquidity in the trading of Shares and the price of the Shares.</p> <p>The New Options offer no guaranteed income or capital protection.</p>
Risk	<p>The Company considers that an investment in the New Options is highly speculative, such that an investment in the Company is not appropriate for an investor who would not be able to bear a loss of some or all of the investment. Investors should also have a sufficient level of financial literacy and resources (either alone or in conjunction with an appropriate adviser) to understand and appreciate the risks of investing in New Options as an asset class generally and the more specific risks of investing in an Australian listed technology company.</p>

2. DISTRIBUTION CONDITIONS

The offer of New Options under the Prospectus is being made to those shareholders in the Company registered at the record date specified in the Prospectus (**Eligible Shareholders**).

Any entitlement not taken up under the offer will form a shortfall offer (**Shortfall Offer**). Eligible Shareholders may also subscribe for New Options above their entitlement under the Shortfall Offer.

The Prospectus will include jurisdictional conditions on eligibility. The Company will also include on its web landing page for the offer of New Options a copy of this TMD and require that retail clients confirm that they meet the eligibility criteria of the expected target market outlined in this TMD before they apply for New Options.

The Company considers that these distribution conditions will ensure that persons who invest in New Options fall within the target market in circumstances where personal advice is not being provided to those persons by the Company.

3. REVIEW TRIGGERS

The New Options are being offered for a limited offer period set out in the Prospectus, after the conclusion of which the New Options will no longer be available for investment by way of issue. It follows that the TMD will only apply in the period between the commencement of the offer of the New Options and the issue of the New Options shortly after the close of the Offer (**Offer Period**).

To allow the Company to determine whether circumstances exist that indicate this TMD is no longer appropriate to the New Options and should be reviewed, the following review triggers apply for the Offer Period:

- (a) a new offer of New Options that requires preparation of a disclosure document is made after completion of the Offer Period;
- (b) any event or circumstance that would materially change a factor taken into account in making this TMD;
- (c) the existence of a significant dealing of the New Options that is not consistent with this TMD. The Company does not consider that an on-sale of the New Options on market is a significant dealing;
- (d) ASIC raises concerns with the Company regarding the adequacy of the design or distribution of the New Options or this TMD; and
- (e) material changes to the regulatory environment that applies to an investment in the New Options.

4. REVIEW PERIOD

If a review trigger occurs during the Offer Period, the Company will undertake a review of the TMD in light of the review trigger.

The Company will otherwise complete a review of the TMD immediately prior to the issue of New Options under the Offer.

5. INFORMATION REPORTING

The reporting requirements of all distributors is set out in the table below.

Reporting requirement	Period for reporting to the Company by the distributor	Information to be provided
Whether the distributor received complaints about the New Options.	<ul style="list-style-type: none">• For such time as the Offer Period remains open, within 10 business days after the end of each quarter.• Within 10 business days after the end of the Offer Period.	<ul style="list-style-type: none">• The number of complaints received.• A summary of the nature of each complaint or a copy of each complaint.
A significant dealing of the New Options that is	As soon as reasonably practicable after the significant dealing	<ul style="list-style-type: none">• Details of the significant dealing.

Reporting requirement	Period for reporting to the Company by the distributor	Information to be provided
not consistent with this TMD	occurs, but in any event no later than 10 business days after the significant dealing occurs.	<ul style="list-style-type: none"> Reasons why the distributor considers that the significant dealing is not consistent with this TMD.
A summary of the steps taken by the distributor to ensure that its conduct was consistent with this TMD.	Within 10 business days after the end of the close of the offer of New Options in accordance with the Prospectus.	A summary of the steps taken by the distributor to ensure that its conduct was consistent with this TMD.

6. CONTACT DETAILS

Contact details in respect of this TMD for the Company are:

Karen Logan
Company Secretary
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Email: shareholder@carly.co