

No. of Pages Lodged: 7

27 February 2015

The Manager
Company Announcements Office
ASX Limited
Level 4, Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

FREELANCER LIMITED (ASX:FLN) : NOTICES UNDER ASX LISTING RULE 3.19A

Please find enclosed two Appendix 3Y notices, as required under Listing Rule 3.19A(2) for Mr Simon Clausen and Mr Matt Barrie.

The notices are in respect of:

1. an issue of 1,200,000 ordinary shares (ESP shares) to various **other** new and existing employees (**NOT Mr. Matt Barrie OR Mr. Simon Clausen**) in accordance with the Company's Employee Share Plan (ESP) on 20 February 2014.
2. the release of trading restrictions on 16,590 vested ESP shares for **other** employees (**NOT Mr. Matt Barrie OR Mr. Simon Clausen**). The release of trading restrictions arises upon vesting and repayment of the corresponding loans provided by the Company to finance the original purchase of ESP shares.

For the avoidance of doubt, each of Mr Clausen's and Mr Barrie's beneficial holdings in Freelancer shares remain unchanged.

The notices are issued due to issuance and release of trading restrictions on the effected ESP shares held by Freelancer's other employees. These notices are only required because the directors have a relevant interest in all the ESP shares due to their greater than 20% shareholding in the Company.

Yours faithfully
Freelancer Limited



Neil Katz
Company Secretary

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	Freelancer Limited
ABN	66 141 959 042

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	Robert Matthew Barrie
Date of last notice	9 February 2015

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	Direct and indirect interests
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Infilsec Pty Ltd (Infilsec) is the registered holder. The Director is the sole director and shareholder of Infilsec. Taipan Investment Management Pty Ltd (Taipan) is the registered holder. The Director is the sole director and shareholder of Taipan. Various – The Director has voting power of over 20% in Freelancer Limited, which has a relevant interest as a result of trading restrictions over shares issued under the Company's Employee Share Plan (ESP).
Date of change	(1) 20 February 2015 (2) 25 February 2015
No. of securities held prior to change	
Direct holding.	200,406,578 fully paid ordinary shares
Holding in Infilsec Pty Ltd.	108,000 fully paid ordinary shares
Holding in Taipan Investment Management Pty Ltd.	20,309 fully paid ordinary shares
Various – The Director has voting power of over 20% in Freelancer Limited, which has a relevant interest as a result of trading restrictions over shares issued under the ESP.	5,873,817 fully paid ordinary shares

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Class	Fully paid ordinary shares
Number acquired	(1) 1,200,000
Number disposed	(2) 16,590
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(1) \$0.66 per share, being the price at which the ESP shares were issued under the ESP. In accordance with the terms of the ESP, the Company provided loans to participants to fund the original purchase of their ESP shares. (2) Nil
No. of securities held after change Direct holding. Holding in Infilsec Pty Ltd. Holding in Taipan Investment Management Pty Ltd. Various – The Director has voting power of over 20% in Freelancer Limited, which has a relevant interest as a result of trading restrictions over shares issued under the ESP.	 200,406,578 fully paid ordinary shares 108,000 fully paid ordinary shares 20,309 fully paid ordinary shares 7,057,227 fully paid ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(1) Issue of fully paid ordinary shares in accordance with the terms of the ESP. (2) Release of trading restrictions on shares issued under the ESP – due to vesting and repayment of corresponding loans provided by the Company to finance the original purchase of ESP shares. The Director has voting power of over 20% in Freelancer Limited, which has a relevant interest as a result of trading restrictions over shares issued under the ESP.

+ 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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

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?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.

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	Freelancer Limited
ABN	66 141 959 042

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	Simon Clausen
Date of last notice	9 February 2015

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) Note: Provide details of the circumstances giving rise to the relevant interest.	Startive Holdings Limited (Startive) is the registered holder. The Director is the sole director and shareholder of Startive. HSBC Custody Nominees (AUS) Limited is the registered holder. The Director is the beneficial owner of fully paid ordinary shares held by HSBC Custody Nominees (AUS) Limited. Various – The Director has voting power of over 20% in Freelancer Limited, which has a relevant interest as a result of trading restrictions over shares issued under the Company's Employee Share Plan (ESP).
Date of change	(1) 20 February 2015 (2) 25 February 2015
No. of securities held prior to change	
Holding in Startive Holdings Limited.	167,939,739 fully paid ordinary shares
Holding in HSBC Custody Nominees (AUS) Limited as custodian for the Director.	3,482,674 fully paid ordinary shares
Various – The Director has voting power of over 20% in Freelancer Limited, which has a relevant interest as a result of trading restrictions over shares issued under the ESP.	6,273,817 fully paid ordinary shares

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Class	Fully paid ordinary shares
Number acquired	(1) 1,200,000
Number disposed	(2) 16,590
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(1) \$0.66 per share, being the price at which the ESP shares were issued under the ESP. In accordance with the terms of the ESP, the Company provided loans to participants to fund the original purchase of their ESP shares. (2) Nil
No. of securities held after change Holding in Startive Holdings Limited. Holding in HSBC Custody Nominees (AUS) Limited as custodian for the Director. Various – The Director has voting power of over 20% in Freelancer Limited, which has a relevant interest as a result of trading restrictions over shares issued under the ESP.	167,939,739 fully paid ordinary shares 3,482,674 fully paid ordinary shares 7,457,227 fully paid ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(1) Issue of fully paid ordinary shares in accordance with the terms of the ESP. (2) Release of trading restrictions on shares issued under the ESP – due to vesting and repayment of corresponding loans provided by the Company to finance the original purchase of ESP shares. The Director has voting power of over 20% in Freelancer Limited, which has a relevant interest as a result of trading restrictions over shares issued under the ESP.

+ 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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

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?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.