

No. of Pages Lodged: 5

5 March 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) : APPENDIX 3B & ISSUE OF EMPLOYEE SHARE PLAN SHARES

Freelancer Limited (ASX:FLN) (**Company**) advises that the attached Appendix 3B relates to 1,500,000 ordinary shares (**ESP shares**) issued in accordance with the terms of the Company's Employee Share Plan (**ESP**).

1,500,000 ESP shares were issued at an issue price of \$0.77 and are subject to vesting conditions over a period of four years.

In accordance with the terms of the ESP, the Company has provided an interest free loan to finance the whole of the purchase of the ESP shares.

Yours faithfully
Freelancer Limited



Neil Katz
Company Secretary

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Freelancer Limited

ABN

66 141 959 042

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|----------------------------|
| 1 | *Class of *securities issued or to be issued | Ordinary |
| 2 | Number of *securities issued or to be issued (if known) or maximum number which may be issued | 1,500,000 |
| 3 | Principal terms of the *securities (e.g. if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

| | |
|---|---|
| <p>4 Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities?</p> <p>If the additional *securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | <p>Yes</p> |
| <p>5 Issue price or consideration</p> | <p>\$0.77 per share</p> |
| <p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p> | <p>Incentive shares issued to the Company's employees under the Company's Employee Share Plan</p> |
| <p>6a Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the *securities the subject of this Appendix 3B, and comply with section 6i</p> | <p>No</p> |
| <p>6b The date the security holder resolution under rule 7.1A was passed</p> | <p>Not applicable</p> |
| <p>6c Number of *securities issued without security holder approval under rule 7.1</p> | <p>Not applicable</p> |
| <p>6d Number of *securities issued with security holder approval under rule 7.1A</p> | <p>Not applicable</p> |
| <p>6e Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p> | <p>Not applicable</p> |

+ See chapter 19 for defined terms.

| 6f | Number of *securities issued under an exception in rule 7.2 | Not applicable | | | | | | | | | |
|-------------|--|---|--------|--------|-------------|----------|---|--------|--------|-------------|----------|
| 6g | If *securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the *issue date and both values. Include the source of the VWAP calculation. | Not applicable | | | | | | | | | |
| 6h | If *securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements | Not applicable | | | | | | | | | |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements | Not applicable | | | | | | | | | |
| 7 | <p>*Issue dates</p> <p><small>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</small></p> <p><small>Cross reference: item 33 of Appendix 3B.</small></p> | 4 March 2015 | | | | | | | | | |
| 8 | Number and *class of all *securities quoted on ASX (<i>including</i> the *securities in section 2 if applicable) | <table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">*Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">434,855,004</td> <td style="text-align: center;">Ordinary</td> </tr> </tbody> </table> | Number | *Class | 434,855,004 | Ordinary | <table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">*Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">434,855,004</td> <td style="text-align: center;">Ordinary</td> </tr> </tbody> </table> | Number | *Class | 434,855,004 | Ordinary |
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| 434,855,004 | Ordinary | | | | | | | | | | |

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|----|---|----------------|--|
| 9 | Number and *class of all *securities not quoted on ASX (including the *securities in section 2 if applicable) | Number | *Class |
| | | 4,175,000 | Ordinary (subject to holding lock under Employee Share Plan) |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | Not applicable | |

Part 2 - Pro rata issue

Items 11 to 33 are not applicable.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of *securities
(tick one)

(a) *Securities described in Part 1

(b) All other *securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Items 35 to 42 are not applicable.

Sign here:



Company Secretary

Date: 4 March 2015

Print name:

Neil Katz

+ See chapter 19 for defined terms.