

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: Candy Club Holdings Limited
ABN: 629 598 778

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	James Baillieu
Date of last notice	19 September 2019

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>	JCKB Pty Ltd Mr Baillieu is a director of JCKB Pty Ltd.
Date of change	17 January 2020
No. of securities held prior to change	James Baillieu 8,712,910 Ordinary Shares 2,178,228 Class A options
Class	Ordinary Fully Paid Shares and Class A options.
Number acquired	49,300,514 Ordinary Shares 22,983,278 Class A options
Number disposed	N/A

+ See chapter 19 for defined terms.

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<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>21,315,778 Shares issued for \$0.08 per share. 27,984,736 Shares issued for \$0.057 per share.</p> <p>Class A options issued for nil consideration.</p>
<p>No. of securities held after change</p>	<p>James Baillieu 8,712,910 Ordinary Shares 2,178,228 Class A options</p> <p>JCKB Pty Ltd 49,300,514 Ordinary Shares 22,983,278 Class A options</p>
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>2,565,778 Shares and 4,233,278 Class A options issued upon conversion of debts payable and in accordance with Resolution 4 as approved by shareholders at the General Meeting of the Company held on 9 January 2020.</p> <p>18,750,000 Shares and 18,750,000 Class A options issued pursuant to placement and in accordance with Resolution 7 as approved by shareholders at the General Meeting of the Company held on 9 January 2020.</p> <p>27,984,736 Shares issued upon conversion of debts payable and in accordance with Resolution 8 as approved by shareholders at the General Meeting of the Company held on 9 January 2020.</p>

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.

<p>Detail of contract</p>	<p>Bridging Loan Agreements and Private Placement Subscription Agreement</p>
<p>Nature of interest</p>	<p>Direct</p>
<p>Name of registered holder (if issued securities)</p>	<p>James Baillieu</p>

+ See chapter 19 for defined terms.

Date of change	17 January 2020
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>	<p>Option to convert loan amount (\$1,500,000) plus accrued interest (2% per month) into ordinary fully paid shares at a conversion price of A\$0.057 (5.7 cents) subject to applicable shareholder approval requirements;</p> <p>Option to convert balance of bridging loan amount (\$198,092) plus accrued interest (10% per annum) on terms identical to the terms on which the Company completes an applicable fundraising event or to ordinary fully paid shares at a conversion price of A\$0.08 (8 cents) with 1 Class A Option for each conversion share issued subject to any shareholder approval requirements; and</p> <p>Agreement to issue, subject to shareholder approval requirements, 18,750,000 shares at the issue price of \$0.08 (8 cents) per share and 18,750,000 attaching options with an exercise price of \$0.10 (10 cents) expiring on 31 May 2023 being the same terms as the 1 for 3 non-renounceable pro-rata rights issue announced by the Company on 4 July 2019.</p>
Interest acquired	N/A
Interest disposed	Conversion of loan amount into shares and options.
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	\$3,295,263
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?	N/A
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

+ See chapter 19 for defined terms.