

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 | Helloworld Limited |
| ABN | 60 091 214 998 |

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.

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| Name of Director | Elizabeth Anne Gaines |
| Date of last notice | 8 October 2013 |

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.

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| Direct or indirect interest | Direct |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | N/a |
| Date of change | 22 December 2014 |
| No. of securities held prior to change | (i) 1,200,373 Ordinary Shares (ii) 572,675 Performance Rights |
| Class | (i) Fully Paid Ordinary Shares (ii) Performance Rights |
| Number acquired | (i) 18,945 Ordinary Shares (ii) 1,111,111 Performance rights |
| Number disposed | Nil |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Nil |
| No. of securities held after change | (i) 1,219,318 Ordinary Shares (ii) 1,683,786 Performance Rights |

+ See chapter 19 for defined terms.

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| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | (i) Allocation of Ordinary Shares under the Helloworld Limited Long Term Incentive Plan ('LTIP') following the vesting of Tranche 3 of the award made to eligible participants for the year ending 30 June 2011. Performance conditions for this tranche were met to 50.52% and this percentage of the tranche vested. (ii) Grant of Performance Rights under the LTIP for the year ending 30 June 2015 as approved by shareholders at the 2014 Annual General Meeting. The LTIP was approved by shareholders at the 2011 Annual General Meeting. |
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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.

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

Part 3 – ⁺Closed period

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| 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? | |

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| If prior written clearance was provided, on what date was this provided? | |
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