

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	3P Learning Limited (3PL)
ABN	50 103 827 836

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	Rebekah O'Flaherty
Date of last notice	26 August 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	Direct
Nature of indirect interest	n/a
Date of change	2 September 2019
No. of securities held prior to change	<p>12,000 Fully Paid Ordinary Shares (FPOS)(held directly)</p> <p>6,089,906 Options (held directly) with various exercise prices and expiry periods</p> <p>500,000 Performance Rights (held directly)</p>
Class	<p>1. FPOS</p> <p>2. Performance Rights</p>
Number acquired	1. 100,000 FPOS (issued upon vesting of performance rights)
Number disposed	2. 100,000 Performance Rights (which vested in accordance with their terms)

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil. FPOS allotted on vesting of Performance Rights
No. of securities held after change	112,000 FPOS (held directly) 6,089,906 Options (held directly) with various exercise prices and expiry periods 400,000 Performance Rights (held directly)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Allotment of fully paid ordinary shares on vesting of Performance Rights issued under the Company's equity incentive plan to the CEO following shareholder approval at the 2016 AGM. See ASX announcement dated 11 April 2016 and Appendix 3Y lodged 21 November 2016.

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	n/a
Interest acquired	n/a
Interest disposed	n/a
Value/Consideration	n/a
Interest after change	n/a

+ See chapter 19 for defined terms.

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?	n/a
If prior written clearance was provided, on what date was this provided?	n/a

⁺ See chapter 19 for defined terms.