

# 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

<b>Name of entity</b>	<b>3P Learning Limited (3PL)</b>
<b>ABN</b>	<b>50 103 827 836</b>

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.

<b>Name of Director</b>	Rebekah O'Flaherty
<b>Date of last notice</b>	22 November 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.

<b>Direct or indirect interest</b>	Direct						
<b>Nature of indirect interest</b>	N/A						
<b>Date of change</b>	2 September 2020						
<b>No. of securities held prior to change</b>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%; text-align: right;">112,000</td> <td>Fully Paid Ordinary Shares (held directly)</td> </tr> <tr> <td style="text-align: right;">6,089,906</td> <td>Options (held directly) with various exercise prices and expiry periods</td> </tr> <tr> <td style="text-align: right;">509,175</td> <td>Performance Rights (held directly)</td> </tr> </table>	112,000	Fully Paid Ordinary Shares (held directly)	6,089,906	Options (held directly) with various exercise prices and expiry periods	509,175	Performance Rights (held directly)
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6,089,906	Options (held directly) with various exercise prices and expiry periods						
509,175	Performance Rights (held directly)						
<b>Class</b>	Options						
<b>Number acquired</b>	Nil						
<b>Number disposed</b>	577,750 options expired in accordance with the terms of the Company's LTI Plan.						

+ See chapter 19 for defined terms.

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<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>N/A.           Expiry of options issued under the FY17 LTI Plan in accordance with LTI Plan Rules.</p>
<p><b>No. of securities held after change</b></p>	<p>112,000 Fully Paid Ordinary Shares (held directly)           5,512,156 Options (held directly) with various exercise prices and expiry periods           509,175 Performance Rights (held directly)</p>
<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Expiry of options issued under the FY17 LTI Plan.</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><b>Detail of contract</b></p>	<p>N/A</p>
<p><b>Nature of interest</b></p>	<p>N/A</p>
<p><b>Name of registered holder (if issued securities)</b></p>	<p>N/A</p>
<p><b>Date of change</b></p>	<p>N/A</p>
<p><b>No. and class of securities to which interest related prior to change</b></p>	<p>N/A</p>
<p><b>Interest acquired</b></p>	<p>N/A</p>
<p><b>Interest disposed</b></p>	<p>N/A</p>
<p><b>Value/Consideration</b></p>	<p>N/A</p>
<p><b>Interest after change</b></p>	<p>N/A</p>

+ See chapter 19 for defined terms.

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	N/A
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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<sup>+</sup> See chapter 19 for defined terms.