

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**To Company Name/Scheme 3P Learning LimitedACN/ARSN 103 827 836**1. Details of substantial holder (1)**Name 3P Learning Limited (3PL) and each subsidiary of 3PL listed in Annexure AACN/ARSN (if applicable) 103 827 836The holder ceased to be a substantial holder on 22/08/2022The previous notice was given to the company on 28/05/2021The previous notice was dated 28/05/2021**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
22/08/2022	3PL	<p>3PL ceased to have a technical relevant interest in a substantial holding of fully paid ordinary shares in 3PL upon the expiry of the escrow period under the voluntary escrow arrangements disclosed in the Notice of Meeting and Explanatory Statement lodged by 3PL on 19 April 2021 (refer to the initial substantial shareholder notice lodged with ASX on 28 May 2021).</p> <p>[Note: The expiry of the escrow period, and release of the escrowed shares was announced in</p>	Not applicable.	ORD 123,300,000	123,300,000 (44.60%)

		accordance with ASX LR 3.10A on 12 August 2022.]			

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
	N/A

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
3PL and subsidiaries	655 Parramatta Road, Leichhardt NSW 2040 Australia

Signature

print name **Joyce Li**

capacity **Company Secretary**

sign here

date **26/07/2023**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A – Subsidiaries of 3PL to accompany disclosures in this Form 605

3P Learning Australia Pty Ltd
3P international Holdings Pty Ltd
3P Learning NZ Limited (NZ)
3P Learning UK Limited (UK)
3P Learning Inc
3P Learning Canada
Blake eLearning Pty Ltd*
Blake eLearning China Pty Ltd
Blake eLearning Inc
Blake eLearning UK Limited

*and its controlled entities: Blake Shanghai Technology Co, Ltd (PRC), Shanghai Chuangtian Consulting Co Ltd (PRC), Shanghai Yuanyi Internet Technology Co Ltd (PRC)
