

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

## OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Epstein Maury Avi</u> (Last) (First) (Middle) <u>C/O KEYPATH EDUCATION</u> <u>INTERNATIONAL, INC</u> <u>1501 WOODFIELD RD, SUITE 204N</u> (Street) <u>SCHAUMBURG IL 60173</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/24/2024</u>	3. Issuer Name and Ticker or Trading Symbol <u>Keypath Education International, Inc. [ None ]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer Other (give title below) (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I – Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II – Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

## Explanation of Responses:

## Remarks:

Exhibit 24.1 - Power of Attorney

No securities are beneficially owned.

/s/ Eric Israel, attorney-in-fact

\*\* Signature of Reporting Person

04/24/2024

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Eric Israel, Holli Simcoe, and Amy Henderson, or either of them acting singly, and with full power of substitution and re-substitution, the undersigned's true and lawful attorney-in-fact (each of such persons and their substitutes being referred to herein as the "*Attorney-in-Fact*"), with full power to act for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

- (1) Prepare, execute, and file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Keypath Education International, Inc., a Delaware corporation (the "*Company*"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission and any stock exchange or similar authority;
- (3) Obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's equity securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to the Attorney-in-Fact; and
- (4) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the Attorney-in-Fact may approve in the Attorney-in-Fact's discretion.

The undersigned hereby grants the Attorney-in-Fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the Attorney-in-Fact, or the Attorney-in-Fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the Attorney-in-Fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Attorney-in-Fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 18th day of April, 2024.

/s/ Maury Avi Epstein

Signature

Maury Avi Epstein

Print Name

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Hoechn-Saric Rudolf Christopher</u>  (Last) (First) (Middle)  <u>C/O KEYPATH EDUCATION</u> <u>INTERNATIONAL, INC</u> <u>1501 WOODFIELD RD, SUITE 204N</u>  (Street)  <u>SCHAUMBURG IL</u> <u>60173</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/24/2024</u>	3. Issuer Name and Ticker or Trading Symbol <u>Keypath Education International, Inc. [ None ]</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer Other (give title below) (specify below)	

Table I – Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II – Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

## Explanation of Responses:

## Remarks:

Exhibit 24.1 - Power of Attorney

No securities are beneficially owned.

/s/ Eric Israel, attorney-in-fact

\*\* Signature of Reporting Person

04/24/2024

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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**POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby constitutes and appoints each of Eric Israel, Holli Simcoe, and Amy Henderson, or either of them acting singly, and with full power of substitution and re-substitution, the undersigned's true and lawful attorney-in-fact (each of such persons and their substitutes being referred to herein as the "*Attorney-in-Fact*"), with full power to act for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

- (1) Prepare, execute, and file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Keypath Education International, Inc., a Delaware corporation (the "*Company*"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission and any stock exchange or similar authority;
- (3) Obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's equity securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to the Attorney-in-Fact; and
- (4) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the Attorney-in-Fact may approve in the Attorney-in-Fact's discretion.

The undersigned hereby grants the Attorney-in-Fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the Attorney-in-Fact, or the Attorney-in-Fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the Attorney-in-Fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Attorney-in-Fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 18th day of April, 2024.

/s/ Rudolf Christopher Hoehn-Saric  
Signature

Rudolf Christopher Hoehn-Saric  
Print Name

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>Bazzani Robert</b>  (Last) (First) (Middle)  <b>C/O KEYPATH EDUCATION INTERNATIONAL, INC 1501 WOODFIELD RD, SUITE 204N</b>  (Street)  <b>SCHAUMBURG IL 60173</b>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <b>04/24/2024</b>	3. Issuer Name and Ticker or Trading Symbol <b>Keypath Education International, Inc. [ None ]</b>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <b>X</b> Director 10% Owner Officer Other (give title below) (specify below)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <b>X</b> Form filed by One Reporting Person Form filed by More than One Reporting Person	

**Table I – Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Common Stock<sup>(1)</sup></b>	<b>48,097</b>	<b>I</b>	<b>By Doromax Pty Ltd<sup>(2)</sup></b>
<b>Common Stock<sup>(1)</sup></b>	<b>540</b>	<b>I</b>	<b>By Spouse<sup>(2)</sup></b>

**Table II – Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Stock Option (Right to Buy)</b>	<b>05/31/2024</b>	<b>05/31/2027</b>	<b>Common Stock</b>	<b>83,246</b>	<b>\$2.87<sup>(3)</sup></b>	<b>I</b>	<b>By Doromax Pty Ltd<sup>(2)(4)</sup></b>

**Explanation of Responses:**

1. Consists of shares of common stock, par value \$0.01 per share ("Common Stock"), of Keypath Education International, Inc. (the "Issuer") underlying issued and outstanding CHESSE Depositary Interests ("CDIs") that are listed by the Issuer for trading on the Australian Securities Exchange. CDIs are convertible at the option of the holder thereof into shares of Common Stock on a 1-for-1 basis.

2. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the Reporting Person disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

3. The exercise price of AUD3.71 per share is reported in column 4 in U.S. Dollars using a foreign exchange rate of 1 U.S. Dollar to 1.29366 Australian Dollars on the grant date. Once exercisable, each stock option may be exercised to purchase CDIs pursuant to the terms and conditions set forth in the Stock Option Award Agreement, dated as of May 10, 2021, by and between the Issuer and the Reporting Person (the "Award Agreement").

4. Effective as of May 31, 2021, the date of the grant of the stock option award under the Award Agreement, the Reporting Person directed the Issuer to transfer his stock option award to Doromax Pty Ltd, which entity is a "Permitted Transferee" as such term is defined in the Keypath Education International, Inc. 2021 Equity Incentive Plan, as amended.

**Remarks:**

Exhibit 24.1 - Power of Attorney

/s/ Eric Israel, attorney-in-fact

\*\* Signature of Reporting Person

04/24/2024

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Eric Israel, Holli Simcoe, and Amy Henderson, or either of them acting singly, and with full power of substitution and re-substitution, the undersigned's true and lawful attorney-in-fact (each of such persons and their substitutes being referred to herein as the "*Attorney-in-Fact*"), with full power to act for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

- (1) Prepare, execute, and file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Keypath Education International, Inc., a Delaware corporation (the "*Company*"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission and any stock exchange or similar authority;
- (3) Obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's equity securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to the Attorney-in-Fact; and
- (4) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the Attorney-in-Fact may approve in the Attorney-in-Fact's discretion.

The undersigned hereby grants the Attorney-in-Fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the Attorney-in-Fact, or the Attorney-in-Fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the Attorney-in-Fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Attorney-in-Fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of April, 2024.

/s/ Robert Bazzani  
Signature

Robert Bazzani  
Print Name

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Eilert Diana</u>  (Last) (First) (Middle)  <u>C/O KEYPATH EDUCATION</u> <u>INTERNATIONAL, INC</u> <u>1501 WOODFIELD RD, SUITE 204N</u>  (Street)  <u>SCHAUMBURG IL</u> <u>60173</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/24/2024</u>	3. Issuer Name and Ticker or Trading Symbol <u>Keypath Education International, Inc. [ None ]</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer Other (give title below) (specify below)	

Table I – Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock<sup>(1)</sup></u>	<u>92,863</u>	<u>D</u>	
<u>Common Stock<sup>(1)</sup></u>	<u>2,696</u>	<u>I</u>	<u>By Spouse<sup>(2)</sup></u>

Table II – Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Option (Right to Buy)</u>	<u>05/31/2024</u>	<u>05/31/2027</u>	<u>Common Stock</u>	<u>128,070</u>	<u>\$2.87<sup>(3)</sup></u>	<u>D</u>	

## Explanation of Responses:

1. Consists of shares of common stock, par value \$0.01 per share ("Common Stock"), of Keypath Education International, Inc. (the "Issuer") underlying issued and outstanding CHES Depositary Interests ("CDIs") that are listed by the Issuer for trading on the Australian Securities Exchange. CDIs are convertible at the option of the holder thereof into shares of Common Stock on a 1-for-1 basis.

2. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the Reporting Person disclaims beneficial ownership of such securities, except to the extent of her pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

3. The exercise price of AUD3.71 per share is reported in column 4 in U.S. Dollars using a foreign exchange rate of 1 U.S. dollar to 1.29366 Australian Dollars on the grant date. Once exercisable, each stock option may be exercised to purchase CDIs pursuant to the terms and conditions set forth in the Stock Option Award Agreement, dated as of May 10, 2021, by and between the Issuer and the Reporting Person.

## Remarks:

Exhibit 24.1 - Power of Attorney

/s/ Eric Israel, attorney-in-fact

\*\* Signature of Reporting Person

04/24/2024

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

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**POWER OF ATTORNEY**

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- (1) Prepare, execute, and file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Keypath Education International, Inc., a Delaware corporation (the "*Company*"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission and any stock exchange or similar authority;
- (3) Obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's equity securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to the Attorney-in-Fact; and
- (4) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the Attorney-in-Fact may approve in the Attorney-in-Fact's discretion.

The undersigned hereby grants the Attorney-in-Fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the Attorney-in-Fact, or the Attorney-in-Fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the Attorney-in-Fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of April, 2024.

/s/ Diana Eilert

Signature

Diana Eilert

Print Name



INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>Laing Melanie</b>  (Last) (First) (Middle) <b>C/O KEYPATH EDUCATION INTERNATIONAL, INC 1501 WOODFIELD RD, SUITE 204N</b>  (Street) <b>SCHAUMBURG IL 60173</b>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <b>04/24/2024</b>	3. Issuer Name and Ticker or Trading Symbol <b>Keypath Education International, Inc. [ None ]</b>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer Other (give title below) (specify below)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I – Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Common Stock<sup>(1)</sup></b>	<b>30,997</b>	<b>I</b>	<b>By Laing Simon Pty Ltd<sup>(2)</sup></b>

Table II – Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Stock Option (Right to Buy)</b>	<b>05/31/2024</b>	<b>05/31/2027</b>	<b>Common Stock</b>	<b>83,246</b>	<b>\$2.87<sup>(3)</sup></b>	<b>I</b>	<b>By Laing Simon Pty Ltd<sup>(2)(4)</sup></b>

## Explanation of Responses:

1. Consists of shares of common stock, par value \$0.01 per share ("Common Stock"), of Keypath Education International, Inc. (the "Issuer") underlying issued and outstanding CHES Depositary Interests ("CDIs") that are listed by the Issuer for trading on the Australian Securities Exchange. CDIs are convertible at the option of the holder thereof into shares of Common Stock on a 1-for-1 basis.

2. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the Reporting Person disclaims beneficial ownership of such securities, except to the extent of her pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

3. The exercise price of AUD3.71 per share is reported in column 4 in U.S. Dollars using a foreign exchange rate of 1 U.S. Dollar to 1.29366 Australian Dollars on the grant date. Once exercisable, each stock option may be exercised to purchase CDIs pursuant to the terms and conditions set forth in the Stock Option Award Agreement, dated as of May 10, 2021, by and between the Issuer and the Reporting Person (the "Award Agreement").

4. Effective as of May 31, 2021, the date of the grant of the stock option award under the Award Agreement, the Reporting Person directed the Issuer to transfer her stock option award to Laing Simon Pty Ltd, which entity is a "Permitted Transferee" as such term is defined in the Keypath Education International, Inc. 2021 Equity Incentive Plan, as amended.

## Remarks:

Exhibit 24.1 - Power of Attorney

/s/ Eric Israel, attorney-in-fact

04/24/2024

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Eric Israel, Holli Simcoe, and Amy Henderson, or either of them acting singly, and with full power of substitution and re-substitution, the undersigned's true and lawful attorney-in-fact (each of such persons and their substitutes being referred to herein as the "*Attorney-in-Fact*"), with full power to act for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

- (1) Prepare, execute, and file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Keypath Education International, Inc., a Delaware corporation (the "*Company*"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission and any stock exchange or similar authority;
- (3) Obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's equity securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to the Attorney-in-Fact; and
- (4) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the Attorney-in-Fact may approve in the Attorney-in-Fact's discretion.

The undersigned hereby grants the Attorney-in-Fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the Attorney-in-Fact, or the Attorney-in-Fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the Attorney-in-Fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Attorney-in-Fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of April, 2024.

/s/ Melanie Laing

Signature

Melanie Laing

Print Name

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>Wolford Susan</b>	2. Date of Event Requiring Statement (Month/Day/Year) <b>04/24/2024</b>	3. Issuer Name <b>and</b> Ticker or Trading Symbol <b>Keypath Education International, Inc. [ None ]</b>	
(Last) (First) (Middle)  <b>C/O KEYPATH EDUCATION INTERNATIONAL, INC</b> <b>1501 WOODFIELD RD, SUITE 204N</b>		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer Other (give title below) (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street)  <b>SCHAUMBURG IL 60173</b>			
(City) (State) (Zip)			

Table I – Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <sup>(1)</sup>	30,997	D	

**Table II – Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	05/31/2024	05/31/2027	Common Stock	83,246	\$2.87 <sup>(2)</sup>	D	

**Explanation of Responses:**

1. Consists of shares of common stock, par value \$0.01 per share ("Common Stock"), of Keypath Education International, Inc. (the "Issuer") underlying issued and outstanding CHESS Depositary Interests ("CDIs") that are listed by the Issuer for trading on the Australian Securities Exchange. CDIs are convertible at the option of the holder thereof into shares of Common Stock on a 1-for-1 basis.

2. The exercise price of AUD3.71 per share is reported in column 4 in U.S. Dollars using a foreign exchange rate of 1 U.S. Dollar to 1.29366 Australian Dollars on the grant date. Once exercisable, each stock option may be exercised to purchase CDIs pursuant to the terms and conditions set forth in the Stock Option Award Agreement, dated as of May 10, 2021, by and between the Issuer and the Reporting Person.

## Remarks:

### Exhibit 24.1 - Power of Attorney

/s/ Eric Israel, attorney-in-fact

\*\* Signature of Reporting Person

04/24/2024

Date \_\_\_\_\_

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

**POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby constitutes and appoints each of Eric Israel, Holli Simcoe, and Amy Henderson, or either of them acting singly, and with full power of substitution and re-substitution, the undersigned's true and lawful attorney-in-fact (each of such persons and their substitutes being referred to herein as the "***Attorney-in-Fact***"), with full power to act for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

- (1) Prepare, execute, and file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Keypath Education International, Inc., a Delaware corporation (the "***Company***"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission and any stock exchange or similar authority;
- (3) Obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's equity securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to the Attorney-in-Fact; and
- (4) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the Attorney-in-Fact may approve in the Attorney-in-Fact's discretion.

The undersigned hereby grants the Attorney-in-Fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the Attorney-in-Fact, or the Attorney-in-Fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the Attorney-in-Fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Attorney-in-Fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of April, 2024.

/s/ Susan Welford

Signature

Susan Welford

Print Name

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>Israel Eric</b>  (Last) (First) (Middle)  <b>C/O KEYPATH EDUCATION INTERNATIONAL, INC 1501 WOODFIELD RD, SUITE 204N</b>  (Street)  <b>SCHAUMBURG IL 60173</b>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <b>04/24/2024</b>	3. Issuer Name and Ticker or Trading Symbol <b>Keypath Education International, Inc. [ None ]</b>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <b>X</b> Officer Other (give title below) (specify below) <b>General Counsel &amp; Company Sec.</b>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <b>X</b> Form filed by One Reporting Person Form filed by More than One Reporting Person	

Table I – Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Common Stock<sup>(1)</sup></b>	<b>576,843</b>	<b>D</b>	

Table II – Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Stock Option (Right to Buy)</b>	<b>05/31/2024</b>	<b>05/31/2027</b>	<b>Common Stock</b>	<b>516,667</b>	<b>\$2.87<sup>(2)</sup></b>	<b>D</b>	
<b>Restricted Stock Units</b>	<b>09/01/2025</b>	<b>(3)</b>	<b>Common Stock</b>	<b>196,290</b>	<b>(4)</b>	<b>D</b>	
<b>Restricted Stock Units</b>	<b>(5)</b>	<b>(3)</b>	<b>Common Stock</b>	<b>130,860</b>	<b>(4)</b>	<b>D</b>	
<b>Restricted Stock Units</b>	<b>(6)</b>	<b>(3)</b>	<b>Common Stock</b>	<b>600,000</b>	<b>(4)</b>	<b>D</b>	

## Explanation of Responses:

1. Consists of shares of common stock, par value \$0.01 per share ("Common Stock"), of Keypath Education International, Inc. (the "Issuer") underlying issued and outstanding CHES Depositary Interests ("CDIs") that are listed by the Issuer for trading on the Australian Securities Exchange. CDIs are convertible at the option of the holder thereof into shares of Common Stock on a 1-for-1 basis.

2. The exercise price of AUD3.71 per share is reported in column 4 in U.S. Dollars using a foreign exchange rate of 1 U.S. Dollar to 1.29366 Australian Dollars on the grant date. Once exercisable, each stock option may be exercised to purchase CDIs pursuant to the terms and conditions set forth in the Stock Option Award Agreement, dated as of May 10, 2021, by and between the Issuer and the Reporting Person.

3. Not applicable.

4. The restricted stock units ("RSUs") were granted under the 2021 Equity Incentive Plan of the Issuer. Each RSU represents a contingent right to receive one CDI as of the vesting date.

5. The Reporting Person was awarded 196,290 RSUs on November 30, 2022, of which 65,430 vested on September 1, 2023, 65,430 will vest on September 1, 2024, and 65,430 will vest on September 1, 2025.

6. The Reporting Person was awarded 600,000 RSUs on November 30, 2023, which will vest in three equal annual installments beginning on September 1, 2024.

## Remarks:

/s/ Eric Israel

\*\* Signature of Reporting Person

04/24/2024

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>Fireng Stephen C</b>  (Last) (First) (Middle) <b>C/O KEYPATH EDUCATION INTERNATIONAL, INC 1501 WOODFIELD RD, SUITE 204N</b>  (Street) <b>SCHAUMBURG IL 60173</b>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <b>04/24/2024</b>	3. Issuer Name and Ticker or Trading Symbol <b>Keypath Education International, Inc. [ None ]</b>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <b>X</b> Director 10% Owner <b>X</b> Officer Other (give title below) (specify below) <b>Director &amp; Global CEO</b>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <b>X</b> Form filed by One Reporting Person Form filed by More than One Reporting Person	

Table I – Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <sup>(1)</sup>	9,521,783 <sup>(2)</sup>	D	

Table II – Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	05/31/2024	05/31/2027	Common Stock	1,424,561	\$2.87 <sup>(3)</sup>	D	
Restricted Stock Units	09/01/2025	(4)	Common Stock	1,352,450	(5)	D	
Restricted Stock Units	(6)	(4)	Common Stock	450,817	(5)	D	
Restricted Stock Units	09/01/2026	(4)	Common Stock	800,000	(5)	D	
Restricted Stock Units	(7)	(4)	Common Stock	1,500,000	(5)	D	

## Explanation of Responses:

1. Consists of shares of common stock, par value \$0.01 per share ("Common Stock"), of Keypath Education International, Inc. (the "Issuer") underlying issued and outstanding CHES Depositary Interests ("CDIs") that are listed by the Issuer for trading on the Australian Securities Exchange (the "ASX"). CDIs are convertible at the option of the holder thereof into shares of Common Stock on a 1-for-1 basis.

2. Includes 2,340,605 CDIs of the Issuer subject to voluntary escrow and will be released from escrow upon the announcement of the Company's results for the year ending June 30, 2024.

3. The exercise price of AUD3.71 per share is reported in column 4 in U.S. Dollars using a foreign exchange rate of 1 U.S. Dollar to 1.29366 Australian Dollars on the grant date. Once exercisable, each stock option may be exercised to purchase CDIs pursuant to the terms and conditions set forth in the Stock Option Award Agreement, dated as of May 10, 2021, by and between the Issuer and the Reporting Person.

4. Not applicable.

5. The restricted stock units ("RSUs") were granted under the 2021 Equity Incentive Plan of the Issuer. Each RSU represents a contingent right to receive one CDI as of the vesting date.

6. The Reporting Person was awarded 676,225 RSUs on November 30, 2022, of which 225,408 vested on September 1, 2023, 225,408 will vest on September 1, 2024, and 225,409 will vest on September 1, 2025.

7. The Reporting Person was awarded 1,500,000 RSUs on November 30, 2023, which will vest in three equal annual installments beginning on September 1, 2024.

## Remarks:

Exhibit 24.1 - Power of Attorney

/s/ Eric Israel, attorney-in-fact

\*\* Signature of Reporting Person

04/24/2024

Date

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Eric Israel, Holli Simcoe, and Amy Henderson, or either of them acting singly, and with full power of substitution and re-substitution, the undersigned's true and lawful attorney-in-fact (each of such persons and their substitutes being referred to herein as the "*Attorney-in-Fact*"), with full power to act for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

- (1) Prepare, execute, and file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Keypath Education International, Inc., a Delaware corporation (the "*Company*"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission and any stock exchange or similar authority;
- (3) Obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's equity securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to the Attorney-in-Fact; and
- (4) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the Attorney-in-Fact may approve in the Attorney-in-Fact's discretion.

The undersigned hereby grants the Attorney-in-Fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the Attorney-in-Fact, or the Attorney-in-Fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the Attorney-in-Fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Attorney-in-Fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of April, 2024.

/s/ Stephen C. Fireng

Signature

Stephen C. Fireng

Print Name



**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Vlerick Peter</u> <hr/> (Last) (First) (Middle) <u>C/O KEYPATH EDUCATION</u> <u>INTERNATIONAL, INC</u> <u>1501 WOODFIELD RD, SUITE 204N</u> <hr/> (Street) <u>SCHAUMBURG IL</u> <u>60173</u> <hr/> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement</b> (Month/Day/Year) <u>04/24/2024</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Keypath Education International, Inc. [ None ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer Other (give title below) (specify below) <u>Chief Financial Officer</u>	<b>5. If Amendment, Date of Original Filed</b> (Month/Day/Year)  <b>6. Individual or Joint/Group Filing</b> (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I – Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock<sup>(1)</sup></u>	<u>1,304,889</u>	<u>D</u>	

**Table II – Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Option (Right to Buy)</u>	<u>05/31/2024</u>	<u>05/31/2027</u>	<u>Common Stock</u>	<u>645,833</u>	<u>\$2.87<sup>(2)</sup></u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>09/01/2025</u>	<u>(3)</u>	<u>Common Stock</u>	<u>227,458</u>	<u>(4)</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(5)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>151,639</u>	<u>(4)</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>09/01/2026</u>	<u>(3)</u>	<u>Common Stock</u>	<u>150,000</u>	<u>(4)</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(6)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>600,000</u>	<u>(4)</u>	<u>D</u>	

**Explanation of Responses:**

- Consists of shares of common stock, par value \$0.01 per share ("Common Stock"), of Keypath Education International, Inc. (the "Issuer") underlying issued and outstanding CHESSE Depositary Interests ("CDIs") that are listed by the Issuer for trading on the Australian Securities Exchange. CDIs are convertible at the option of the holder thereof into shares of Common Stock on a 1-for-1 basis.
- The exercise price of AUD3.71 per share is reported in column 4 in U.S. Dollars using a foreign exchange rate of 1 U.S. Dollar to 1.29366 Australian Dollars on the grant date. Once exercisable, each stock option may be exercised to purchase CDIs pursuant to the terms and conditions set forth in the Stock Option Award Agreement, dated as of May 10, 2021, by and between the Issuer and the Reporting Person.
- Not applicable.
- The restricted stock units ("RSUs") were granted under the 2021 Equity Incentive Plan of the Issuer. Each RSU represents a contingent right to receive one CDI as of the vesting date.
- The Reporting Person was awarded 227,458 RSUs on November 30, 2022, of which 75,819 vested on September 1, 2023, 75,819 will vest on September 1, 2024, and 75,820 will vest on September 1, 2025.
- The Reporting Person was awarded 600,000 RSUs on November 30, 2023, which will vest in three equal annual installments beginning on September 1, 2024.

**Remarks:**

Exhibit 24.1 - Power of Attorney

/s/ Eric Israel, attorney-in-fact

\*\* Signature of Reporting Person

04/24/2024

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Eric Israel, Holli Simcoe, and Amy Henderson, or either of them acting singly, and with full power of substitution and re-substitution, the undersigned's true and lawful attorney-in-fact (each of such persons and their substitutes being referred to herein as the "*Attorney-in-Fact*"), with full power to act for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

- (1) Prepare, execute, and file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Keypath Education International, Inc., a Delaware corporation (the "*Company*"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission and any stock exchange or similar authority;
- (3) Obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's equity securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to the Attorney-in-Fact; and
- (4) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the Attorney-in-Fact may approve in the Attorney-in-Fact's discretion.

The undersigned hereby grants the Attorney-in-Fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the Attorney-in-Fact, or the Attorney-in-Fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the Attorney-in-Fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Attorney-in-Fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 18th day of April, 2024.

/s/ Peter Vlerick

Signature

Peter Vlerick

Print Name

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>O'Hare Ryan</b>  (Last) (First) (Middle)  <b>C/O KEYPATH EDUCATION INTERNATIONAL, INC 1501 WOODFIELD RD, SUITE 204N</b>  (Street)  <b>SCHAUMBURG IL 60173</b>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <b>04/24/2024</b>	3. Issuer Name and Ticker or Trading Symbol <b>Keypath Education International, Inc. [ None ]</b>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <b>X</b> Officer Other (give title below) (specify below)  <b>CEO, Australia Asia-Pacific</b>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <b>X</b> Form filed by One Reporting Person Form filed by More than One Reporting Person	

Table I – Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <sup>(1)</sup>	808,398	D	
Common Stock <sup>(1)</sup>	52,716	I	By O'Hare Investments A/C <sup>(2)</sup>

Table II – Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	05/31/2024	05/31/2027	Common Stock	560,844	\$2.87 <sup>(3)</sup>	D	
Restricted Stock Units	09/01/2025	(4)	Common Stock	359,301	(5)	D	
Restricted Stock Units	(6)	(4)	Common Stock	239,534	(5)	D	
Restricted Stock Units	09/01/2026	(4)	Common Stock	300,000	(5)	D	
Restricted Stock Units	(7)	(4)	Common Stock	600,000	(5)	D	

## Explanation of Responses:

1. Consists of shares of common stock, par value \$0.01 per share ("Common Stock"), of Keypath Education International, Inc. (the "Issuer") underlying issued and outstanding CHES Depository Interests ("CDIs") that are listed by the Issuer for trading on the Australian Securities Exchange. CDIs are convertible at the option of the holder thereof into shares of Common Stock on a 1-for-1 basis.

2. The Reporting Person and his spouse are co-trustees and beneficiaries of O'Hare Investments A/C.

3. The exercise price of AUD3.71 per share is reported in column 4 in U.S. Dollars using a foreign exchange rate of 1 U.S. Dollar to 1.29366 Australian Dollars on the grant date. Once exercisable, each stock option may be exercised to purchase CDIs pursuant to the terms and conditions set forth in the Stock Option Award Agreement, dated as of May 10, 2021, by and between the Issuer and the Reporting Person.

4. Not applicable.

5. The restricted stock units ("RSUs") were granted under the 2021 Equity Incentive Plan of the Issuer. Each RSU represents a contingent right to receive one CDI as of the vesting date.

6. The Reporting Person was awarded 359,301 RSUs on November 30, 2022, of which 119,767 vested on September 1, 2023, 119,767 will vest on September 1, 2024, and 119,767 will vest on September 1, 2025.

7. The Reporting Person was awarded 600,000 RSUs on November 30, 2023, which will vest in three equal annual installments beginning on September 1, 2024.

## Remarks:

Exhibit 24.1 - Power of Attorney

/s/ Eric Israel, attorney-in-fact

\*\* Signature of Reporting Person

04/24/2024

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Eric Israel, Holli Simcoe, and Amy Henderson, or either of them acting singly, and with full power of substitution and re-substitution, the undersigned's true and lawful attorney-in-fact (each of such persons and their substitutes being referred to herein as the "*Attorney-in-Fact*"), with full power to act for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

- (1) Prepare, execute, and file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Keypath Education International, Inc., a Delaware corporation (the "*Company*"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission and any stock exchange or similar authority;
- (3) Obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's equity securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to the Attorney-in-Fact; and
- (4) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the Attorney-in-Fact may approve in the Attorney-in-Fact's discretion.

The undersigned hereby grants the Attorney-in-Fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the Attorney-in-Fact, or the Attorney-in-Fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the Attorney-in-Fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Attorney-in-Fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of April, 2024.

/s/ Ryan O'Hare

Signature

Ryan O'Hare

Print Name

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>Sterling Fund Management LLC</b>  (Last) (First) (Middle)  <b>C/O STERLING PARTNERS</b> <b>167 N. GREEN ST., 4TH FLOOR</b>  (Street)  <b>CHICAGO IL 60607</b>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <b>04/24/2024</b>	3. Issuer Name and Ticker or Trading Symbol <b>Keypath Education International, Inc. [ None ]</b>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person <input type="checkbox"/>

Table I – Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Common Stock<sup>(1)</sup></b>	<b>141,687,978<sup>(2)</sup></b>	<b>1<sup>(2)</sup></b>	<b>See below<sup>(2)(3)</sup></b>

Table II – Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

## Explanation of Responses:

1. Consists of shares of common stock, par value \$0.01 per share ("Common Stock"), of Keypath Education International, Inc. (the "Issuer") underlying issued and outstanding CHESS Depositary Interests ("CDIs") that are listed by the Issuer for trading on the Australian Securities Exchange. CDIs are convertible at the option of the holder thereof into shares of Common Stock on a 1-for-1 basis.
2. The securities are directly held by AVI Mezz Co LP. The general partner of AVI Mezz Co LP is Sterling Capital Partners IV, L.P. ("SCP IV"). The general partner of SCP IV is SC Partners IV, LP ("SC Partners LP"). The general partner of SC Partners LP is Sterling Capital Partners IV, LLC ("SC Partners IV"). SCP IV is party to a management agreement with Sterling Fund Management, LLC. Each of these persons disclaim beneficial ownership of the securities reported herein, except to the extent of such person's pecuniary interest therein.
3. This filing shall not be deemed an admission that any of these persons is subject to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by such person of any securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.

## Remarks:

/s/ M. Avi Epstein, attorney-in-fact for  
Sterling Fund Management LLC

\*\* Signature of Reporting Person

04/24/2024

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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