

# 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>	3 June 2016

### 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>	21 November 2016
<b>No. of securities held prior to change</b>	Nil
<b>Class</b>	Unquoted Options and Unquoted Performance Rights
<b>Number acquired</b>	(a) 2,015,419 Options (b) 500,000 Performance Rights
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	(a) Options are issued at nil cost pursuant to the terms of the equity incentive plan, have an exercise price of \$1.256, and expire on 2 September 2020. (b) Performance Rights are issued at nil cost pursuant to the equity incentive plan and no amount is payable upon vesting.

+ See chapter 19 for defined terms.

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<b>No. of securities held after change</b>	2,015,419 Unquoted Options (held directly)  500,000 Unquoted Performance Rights (held directly)
<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	Issue of Options and Performance Rights under the Company's equity incentive plan pursuant to shareholder approval at the 2016 Annual General Meeting.

**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.

<b>Detail of contract</b>	n/a
<b>Nature of interest</b>	n/a
<b>Name of registered holder (if issued securities)</b>	n/a
<b>Date of change</b>	n/a
<b>No. and class of securities to which interest related prior to change</b>	n/a
<b>Interest acquired</b>	n/a
<b>Interest disposed</b>	n/a
<b>Value/Consideration</b>	n/a
<b>Interest after change</b>	n/a

**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>	No
<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

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