

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**

To Company Name/Scheme 3P Learning Limited

ACN/ARSN 103 827 836

1. Details of substantial holder(1)

Name Denver Investments

ACN/ARSN (if applicable) N/A

The holder ceased to be a
substantial holder on

16 / 02 / 2017

The previous notice was given to the company on

08 / 12 / 2016

The previous notice was dated

08 / 12 / 2016

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
16/02/2017	Denver Investments	See Annexure A		ordinary	6,501,638
					4.67%

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

4. Addresses

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

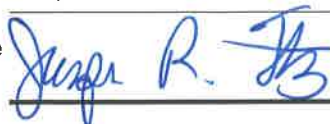
Name	Address
Denver Investments	370 17th Street, Suite 5000
	Denver, CO 80202 USA

Signature

print name Jasper R. Frontz

capacity Chief Compliance Officer

sign here



date 16 / 02 / 2017

3P LEARNING LTD

Form 604-Annexure A

Holder of relevant interest	Trade Date	Buy / Sell	Consideration		Shares/Par
			Cash	Non-cash	Ordinary shares
Denver Investments	Dec 09 2016	SELL	254,824.25		(219,040.00)
Denver Investments	Dec 12 2016	SELL	139,009.07		(121,046.00)
Denver Investments	Dec 14 2016	SELL	290,049.03		(252,722.00)
Denver Investments	Dec 15 2016	SELL	209,934.20		(183,684.00)
Denver Investments	Dec 22 2016	SELL	298,896.95		(266,669.00)
Denver Investments	Dec 28 2016	SELL	28,060.25		(25,104.00)
Denver Investments	Dec 29 2016	SELL	40,706.30		(36,408.00)
Denver Investments	Feb 14 2017	SELL	31,328.14		(32,025.00)
Denver Investments	Feb 15 2017	SELL	49,757.28		(52,470.00)
Denver Investments	Feb 16 2017	SELL	579,434.48		(611,089.00)