

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

Name of entity	Schrole Group Ltd
ABN	27 164 440 859

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.

Name of Director	Mr Robert Graham
Date of last notice	4 March 2021

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.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	ENERLY PTY LTD <STRONADA A/C> - Director and shareholder
Date of change	11 June 2021
No. of securities held prior to change ENERLY PTY LTD <STRONADA A/C> BOND STREET CUSTODIANS LIMITED	117,346,882 Fully paid ordinary shares 145,00,000 Performance Shares (C Class) 9,521,723 Fully paid ordinary shares
Class	Fully paid ordinary shares Performance rights

+ See chapter 19 for defined terms.

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Number acquired	ENERLY PTY LTD <STRONADA A/C> <ul style="list-style-type: none"> 20,000,000 fully paid ordinary shares with 12-month voluntary escrow 133,800,000 Performance Rights on the terms set out in annexure A
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Shares – deemed market price of \$0.012 Rights – see valuation in Notice of Meeting
No. of securities held after change ENERLY PTY LTD <STRONADA A/C> BOND STREET CUSTODIANS LIMITED	137,346,882 Fully paid ordinary shares 145,00,000 Performance Shares (C Class) 133,800,000 Performance Rights on the terms set out in annexure A 9,521,723 Fully paid ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of securities approved by shareholders at the Annual General Meeting held 31 May 2021.

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.

Detail of contract	N/a
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	

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Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.

ANNEXURE A

Class	Performance Rights	Vesting Condition	Expiry Date
Class A	30,000,000	<p>If the Schrole HR platform is released and announced on the ASX with the following modules in-market (as verified by an independent audit provided by a suitably qualified IT consultant) with the first of the three modules being released prior to the end of the September 2021 quarter, the second module being released prior to the end of the December 2021 quarter and third module being released before the end of the March 2022 quarter, vesting as follows:</p> <ul style="list-style-type: none"> • Schrole Connect V3.0, resulting in 10,000,000 vesting; • Schrole Events V1.0 resulting in 10,000,000 vesting; and • Schrole Engage V1.0, resulting in 10,000,000 vesting. 	31 December 2023
Class B	36,000,000	<p>If the Revenue in any 12-month period prior to December 2022 reaches \$7,000,000-\$8,000,000, vesting as follows:</p> <ul style="list-style-type: none"> • Revenue of \$7,000,000 resulting in 75% vesting (27,000,000); • Revenue of between \$6,000,001 and 7,999,999 resulting in a pro rata proportion of Performance Rights vesting; and • Revenue of \$8,000,000 resulting in 100% vesting (36,000,000). 	31 December 2023
Class C	26,400,000	<p>If the Revenue for the 2023FY reaches \$10,000,000-\$12,000,000, vesting as follows:</p> <ul style="list-style-type: none"> • Revenue of \$10,000,000 resulting in 75% vesting (19,800,000); • Revenue of between \$10,000,001 and 11,999,999 resulting in a pro rata proportion of Performance Rights vesting; and • Revenue of \$12,000,000 resulting in 100% vesting (26,400,000). 	31 December 2024
Class D	13,200,000	The 30-day VWAP at any time after the date of issue exceeds \$0.03.	31 December 2023
Class E	13,200,000	The 30-day VWAP at any time after the	31 December 2023

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Class	Performance Right s	Vesting Condition	Expiry Date
		date of issue exceeds \$0.045.	
Class F	15,000,000	The 30-day VWAP at any time after the date of issue exceeds \$0.06.	31 December 2024

+ See chapter 19 for defined terms.