

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	30 August 2022

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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	ENERLY PTY LTD <STRONADA A/C> - Director and shareholder
Date of change	28 June 2023
No. of securities held prior to change	
ENERLY PTY LTD <STRONADA A/C>	2,361,729 Fully paid ordinary shares 2,076,000 Performance Rights on the terms set out in annexure A
BOND STREET CUSTODIANS LIMITED	1,235,642 Fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	35,000

+ See chapter 19 for defined terms.

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Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$9,975.00
No. of securities held after change ENERLY PTY LTD <STRONADA A/C> BOND STREET CUSTODIANS LIMITED	2,396,729 Fully paid ordinary shares 2,076,000 Performance Rights on the terms set out in annexure A 1,235,642 Fully paid ordinary shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	On market purchase

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 <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	

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Interest after change	
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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	600,000 (Nil remaining)	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: <ul style="list-style-type: none"> • Schrole Connect V3.0, resulting in 200,000 vesting (achieved 15 July 2021); • Schrole Events V1.0 resulting in 200,000 vesting (converted 9 November 2021); and • Schrole Engage V1.0, resulting in 200,000 vesting(converted 26 August 2022) 	31 December 2023
Class B	720,000	If the Revenue in any 12-month period prior to December 2022 reaches \$7,000,000-\$8,000,000, vesting as follows: <ul style="list-style-type: none"> • Revenue of \$7,000,000 resulting in 75% vesting (540,000); • 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 (720,000). 	31 December 2023
Class C	528,000	If the Revenue for the 2023FY reaches \$10,000,000-\$12,000,000, vesting as follows: <ul style="list-style-type: none"> • Revenue of \$10,000,000 resulting in 75% vesting (396,000); • 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 (528,000). 	31 December 2024
Class D	264,000	The 30-day VWAP at any time after the	31 December 2023

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Class	Performance Rights	Vesting Condition	Expiry Date
		date of issue exceeds \$1.50.	
Class E	264,000	The 30-day VWAP at any time after the date of issue exceeds \$2.25.	31 December 2023
Class F	300,000	The 30-day VWAP at any time after the date of issue exceeds \$3.00.	31 December 2024

+ See chapter 19 for defined terms.