Rule 3.19A.2

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 becomes ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	OpenLearning Limited
ABN	18 635 890 390

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	Adam Brimo
Date of last notice	7 December 2023

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	Direct & Indirect
Nature of indirect interest (including registered holder)	Strong Alliance Pty Ltd <Day Day Up Superfund A/C> Mr. Brimo is a director of Strong Alliance Pty Ltd and a beneficiary of Day Day Up Superfund A/C.
Date of change	17 June 2024
No. of securities held prior to change	(a) Adam Brimo 6,631,117 Fully Paid Ordinary Shares (b) Melissa Ran 126,358 Fully Paid Ordinary Shares (c) Strong Alliance Pty Ltd 210,000 Fully Paid Ordinary Shares
Class	(c) Fully Paid Ordinary Shares
Number acquired	(c) 490,000 Fully Paid Ordinary Shares
Number disposed	Nil
Value/Consideration	(c) $0.015 per Share
No. of securities held after change	(a) Adam Brimo 6,631,117 Fully Paid Ordinary Shares (b) Melissa Ran 126,358 Fully Paid Ordinary Shares (c) Strong Alliance Pty Ltd 700,000 Fully Paid Ordinary Shares
Nature of change	On market purchase

Part 2 - Change of director's relevant 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	Director Long-Term Incentive Grant
Nature of interest	Allotment of 4,000,000 Performance Rights and 2,000,000 Unlisted Options as follows: • 4,000,000 Performance Rights: Performance Rights to vest in three trenches, across a three-year vesting period, as outlined below and expire five years after the date of allotment. Performance Rights to vest into an equal number of fully paid shares on conversion for nil consideration. • Tranche 1 (400,000 rights) a) Subject to continued employment: i. 133,334 Performance Rights to vest one year after the date of allotment; ii. 133,333 Performance Rights to vest two years after the date of allotment; and iii. 133,333 Performance Rights to vest three years after the date of allotment. • Tranche 2 (1,600,000 rights) a) Share price target: $0.06; and b) Subject to continued employment: i. 533,334 Performance Rights to vest one year after the date of allotment; ii. 533,333 Performance Rights to vest two years after the date of allotment; and iii. 533,333 Performance Rights to vest three years after the date of allotment. • Tranche 3 (2,000,000 rights) a) Share price target: $0.12; and b) Subject to continued employment: i. 666,667 Performance Rights to vest one year after the date of allotment; ii. 666,667 Performance Rights to vest two years after the date of allotment; and iii. 666,666 Performance Rights to vest three years after the date of allotment. • 2,000,000 Options o Options to exercise into an equal number of fully paid ordinary shares on conversion; o exercise price $0.05; o no vesting period; and o expiry date is five years from the date of issue. In the event of a change of control or change of ownership, any unvested Performance Rights or unexercised Options will be cancelled. Further details of the proposed grants were set out in the Notice of the 2024 Annual General Meeting.
Name of registered holder (if issued securities)	Adam Brimo (or his nominee)
Date of change	N/A
No. and class of securities to which interest related prior to change	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration	N/A

Interest after change	No change in interest

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?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.