

# 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>iCOLLEGE LIMITED</b>
<b>ABN</b>	<b>75 105 012 066</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>	Ross Cotton
<b>Date of last notice</b>	27 March 2017

### **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>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Richmond Food Systems Pty Ltd ATF the Monterey Trust (Beneficiary)
<b>Date of change</b>	12 May 2017
<b>No. of securities held prior to change</b>	<b>DIRECT</b> Ordinary Shares 92,918 Listed Options 41,064  <b>INDIRECT</b> Gleneagle Securities Nominees Pty Ltd (of which Richmond Food Systems Pty Ltd ATF the Monterey Trust is a Beneficiary)  Ordinary Shares 5,555,281 Listed Options 268,048

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+ See chapter 19 for defined terms.

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<b>Class</b>	Fully paid ordinary shares
<b>Number acquired</b>	100,000
<b>Number disposed</b>	Nil.
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$3,600
<b>No. of securities held after change,</b>	<p><b>DIRECT</b>  Ordinary Shares 92,918  Listed Options 41,064</p> <p><b>INDIRECT</b>  Gleneagle Securities Nominees Pty Ltd  (of which Richmond Food Systems Pty Ltd  ATF the Monterey Trust is a Beneficiary)</p> <p>Ordinary Shares 5,555,281  Listed Options 268,048</p> <p>100,000 Ordinary Shares</p> <p>Richmond Food Systems Pty Ltd ATF the  Monterey Trust</p>
<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	On Market purchase

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## 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>	Not applicable.
<b>Nature of interest</b>	Not applicable.
<b>Name of registered holder (if issued securities)</b>	Not applicable.
<b>Date of change</b>	Not applicable.
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Not applicable.
<b>Interest acquired</b>	Not applicable.
<b>Interest disposed</b>	Not applicable.
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable.
<b>Interest after change</b>	Not applicable.

## 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>	Not applicable.
<b>If prior written clearance was provided, on what date was this provided?</b>	Not applicable.

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