

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: 3P Learning Limited
ABN: 50 103 827 836

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	Samuel Weiss
Date of last notice	14 September 2015

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.	Southern Skies Pty Ltd 205 fully paid ordinary shares acquired under Company's dividend reinvestment plan and registered in the name of Southern Skies Pty Ltd. Mr Samuel Weiss is director and legal and beneficial owner of 50% of the securities in Southern Skies Pty Ltd); and Mutual Appreciation Society Pty Ltd <Garb – Weiss Super Fund A/C> 903 fully paid ordinary shares acquired under Company's dividend reinvestment plan and registered in the name of Mutual Appreciation Society Pty Ltd <Garb – Weiss Super Fund A/C>. Mr Weiss is a beneficial owner of securities in Mutual Appreciation Society Pty Ltd.
Date of change	22 October 2015
No. of securities held prior to change	155, 400

+ See chapter 19 for defined terms.

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Class	Fully paid ordinary shares
Number acquired	205 in Southern Skies Pty Ltd and 903 fully paid ordinary shares in the name of Mutual Appreciation Society Pty Ltd <Garb – Weiss Super Fund A/C.
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Shares issued under Company's Dividend Reinvestment Plan at \$2.1922
No. of securities held after change	<p>Mutual Appreciation Society Pty Ltd – Garb – Weiss Super Account holds 110,903 ordinary shares and Mr Weiss holds a beneficial interest in the securities.</p> <p>Southern Skies Pty Ltd - 25,205 and Mr Samuel Weiss is director and legal and beneficial owner of 50% of the securities in Southern Skies Pty Ltd)</p> <p>Total number of Ordinary Shares held directly and indirectly by Samuel Weiss is 156, 508.</p>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Shares issued under Company's Dividend Reinvestment Plan

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	

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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>	
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.