

Form 603Corporations Law
Section 671B**Notice of initial substantial holder**

To Company Name/Scheme 3P Learning Ltd

ACN/ARSN 103 827 836

1. Details of substantial holder(1)Name Viburnum Funds Pty Ltd and each of the parties listed in section 3ACN/ARSN (if applicable) 126 348 990The holder became a substantial holder on 08 / 07 / 2016**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
FPO	6,956,261	6,956,261	5.00%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Viburnum Funds Pty Ltd	Power to (or to control) exercise vote and/or dispose of the securities as discretionary investment managers or advisers of superannuation funds, pooled superannuation trusts, managed investment schemes and investment management agreements.	6,956,261 FPO shares
Wyllie Funds Management Pty Ltd, Wyllie Group Pty Ltd, Mrs Rhonda Wyllie	Relevant interest under section 608(3)(a) and/or 608(3)(b) of the Corporation Act 2001 (Cth).	As above

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Viburnum Funds Pty Ltd	JP Morgan Nominees Australia Ltd	Viburnum Funds Pty Ltd	6,956,261 FPO shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Viburnum Funds Pty Ltd	1/6/16	\$516,694		650,000 FPO shares
Viburnum Funds Pty Ltd	20/6/16 to 30/6/16	\$4,079,552		6,206,261 FPO shares
Viburnum Funds Pty Ltd	8/7/16	\$85,561		100,000 FPO shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Viburnum Funds Pty Ltd	31 Carrington Street, Nedlands, WA, 6009

Signature

print name David St Quintin

Capacity Company Secretary

sign here



date 12/7/2016