



ASX ANNOUNCEMENT

December 2, 2015

Appendix 3Y - Change of Director's Interest Notice

The CEO of 3P Learning, Timothy Power, has sold 465,500 shares in 3P Learning Limited (3PL) to contribute towards renovations on his family home. The sale represents 15.13% of Power's holding in 3PL and was conducted in accordance with the Company's share trading policy. The Appendix 3Y is lodged with this announcement.

ENDS

Read more at www.3plearning.com/hello

Contact:

Jonathan Kenny, Chief Financial Officer
jonathan.kenny@3plearning.com

Jolanta Masojada, Investor Relations Consultant
investors@3plearning.com

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 | Timothy Wheaton Power |
| Date of last notice | 02 October 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 | Direct |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | N/A |
| Date of change | Friday, 27 November 2015 to Tuesday, 01 December 2015 |
| No. of securities held prior to change | 3,076,472 |
| Class | fully paid ordinary shares |
| Number acquired | nil |
| Number disposed | 465,500 |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | \$954,794.60 |
| No. of securities held after change | 2,610,972 |

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

| | |
|---|------------------|
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | On-market trades |
|---|------------------|

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 | N/A |
| Name of registered holder (if issued securities) | N/A |
| Date of change | N/A |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| Interest acquired | N/A |
| Interest disposed | N/A |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | N/A |
| Interest after change | N/A |

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.