

**Form 603
Corporations Act 2001
Section 671B**

Notice of Initial Substantial Holder

To: **3P Learning Ltd**
ACN/ARSN:

1. Details of substantial holder (s)

Name: FIL Limited and the entities listed in Annexure A ("FIL")
ACN/ARSN (if applicable)

The holder became a substantial holder on 9 July 2014

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	Person's votes (5)	Voting power (6)
Ordinary shares	12,917,199	12,917,199	9.58%

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
FIL Limited	Parent companies of a fund management group with power to exercise control over disposal of the securities	12,917,199

4. Details of present registered holders

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

Refer to Annexure A

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:

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
			AUD \$	Common Stock	Common Stock
6/19/2014	FIL	BUY	2.50	1,801,842	1,801,842
6/19/2014	FIL	BUY	2.50	110,596	110,596
6/19/2014	FIL	BUY	2.50	451,562	451,562
6/19/2014	FIL	BUY	2.50	2,249	2,249
6/19/2014	FIL	BUY	2.50	24,515	24,515
6/19/2014	FIL	BUY	2.50	2,110,738	2,110,738
6/19/2014	FIL	BUY	2.50	152,842	152,842
6/19/2014	FIL	BUY	2.50	897,967	897,967
6/19/2014	FIL	BUY	2.50	711,648	711,648
6/19/2014	FIL	BUY	2.50	571,038	571,038
6/19/2014	FIL	BUY	2.50	167,532	167,532
6/19/2014	FIL	BUY	2.50	197,471	197,471
7/9/2014	FIL	BUY	2.30	260,540	260,540
7/9/2014	FIL	BUY	2.19	594,955	594,955
7/9/2014	FIL	BUY	2.15	622,181	622,181
7/9/2014	FIL	BUY	2.15	5,318	5,318
7/9/2014	FIL	BUY	2.19	10,864	10,864
7/9/2014	FIL	BUY	2.30	66,306	66,306
7/9/2014	FIL	BUY	2.19	151,413	151,413
7/9/2014	FIL	BUY	2.15	158,259	158,259
7/9/2014	FIL	BUY	2.15	1,182	1,182
7/9/2014	FIL	BUY	2.19	2,434	2,434
7/9/2014	FIL	BUY	2.30	306,994	306,994
7/9/2014	FIL	BUY	2.19	701,037	701,037
7/9/2014	FIL	BUY	2.15	733,406	733,406
7/9/2014	FIL	BUY	2.15	7,408	7,408
7/9/2014	FIL	BUY	2.19	15,134	15,134
7/9/2014	FIL	BUY	2.30	129,077	129,077
7/9/2014	FIL	BUY	2.19	294,752	294,752
7/9/2014	FIL	BUY	2.15	309,677	309,677
7/9/2014	FIL	BUY	2.30	102,167	102,167
7/9/2014	FIL	BUY	2.19	233,304	233,304
7/9/2014	FIL	BUY	2.15	245,228	245,228
7/9/2014	FIL	BUY	2.30	82,112	82,112

7/9/2014	FIL	BUY	2.19	187,508	187,508
7/9/2014	FIL	BUY	2.15	196,484	196,484
7/9/2014	FIL	BUY	2.30	24,220	24,220
7/9/2014	FIL	BUY	2.19	55,306	55,306
7/9/2014	FIL	BUY	2.15	57,841	57,841
7/9/2014	FIL	BUY	2.30	28,584	28,584
7/9/2014	FIL	BUY	2.19	65,274	65,274
7/9/2014	FIL	BUY	2.15	68,234	68,234
				Total Buys	12,917,199

6. Associates

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

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

7. Addresses

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

Refer to Annexure A

Sign Here: *P. Alexander*
Dated: 11 July 2014
Philip Alexander
Regulatory Reporting Manager
Duly authorized under Powers of Attorney on behalf of FIL Limited

Annexure A

Name	Address	Registered Holder of Securities	Nature of Relevant Interest	Total
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW 2000	JP MORGAN, BOURNEMOUTH (C)	Investment Discretion/ Voting Power	9,153,109
		NATIONAL ASTL BK MELBOURNE (S)		1,517,425
		NORTHERN TRUST LONDON (C)		126,778
		CITIBANK LTD MELBOURNE (C)		827,540
		CITIBANK LONDON		1,292,347