

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**To Company Name/Scheme 3P LearningACN/ARSN 103 827 836**1. Details of substantial holder(1)**Name Sterling EquityACN/ARSN (if applicable) 1212227The holder ceased to be a
substantial holder on 28 / 5 / 2021The previous notice was given to the company on 3 / 5 / 2021The previous notice was dated 3 / 5 / 2021**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
28 May 21	Sterling Equity		NA	13,152,690	13,152,690

Sterling Equity has ceased to be a substantial shareholder following issue of 137m shares to Blake

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
See Annexure 1	

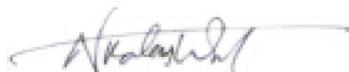
4. Addresses

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

Name	Address
See Annexure 1	

Signatureprint name Nicolas Westcapacity Director

sign here

date 28 / 5 / 2021

ANNEXURE 1

Sterling Equity Pty Ltd (AFSL 308 070) accounts operated under Investment Management Agreements.

Account Name	Registration Details	Ordinary Shares Held
LT	Mutual Trust Level 32 360 Collins Street Melbourne Vic 3000	109,954
SF	Mutual Trust Level 32 360 Collins Street Melbourne Vic 3000	10,973,849
LTW	McGregor West Level 1 478 Albert Street East Melbourne 3002	140,517
NS	McGregor West Level 1 478 Albert Street East Melbourne 3002	404,920
LCN	McGregor West Level 1 478 Albert Street East Melbourne 3002	343,309
LCNM	Mutual Trust Level 32 360 Collins Street Melbourne Vic 3000	1,180,141
Total		13,152,690