

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 (3PL) |
| 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 | Rebekah O'Flaherty |
| Date of last notice | 5 September 2018 |

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 | n/a |
| Date of change | 9 November 2018 |
| No. of securities held prior to change | 12,000 FPOS 4,659,928 Options 500,000 Performance Rights |
| Class | Options |
| Number acquired | 2,867,647 |
| Number disposed | Nil |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Options are issued at nil cost pursuant to the terms of the Company's long-term equity incentive plan. Options are subject to financial performance vesting conditions (Revenue and EPS) that will be measured in respect of FY2021, have an exercise price of \$1.7507, and expire on 23 August 2022. |

+ See chapter 19 for defined terms.

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| No. of securities held after change | 12,000 FPOS (held directly) 7,527,575 Options (held directly) with various exercise prices and expiry periods 500,000 Performance Rights (held directly) |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issue of Options under the Company's equity incentive plan pursuant to shareholder approval at the 2018 Annual General Meeting. |

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.

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|--|-----|
| 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 | n/a |
| Interest acquired | n/a |
| Interest disposed | n/a |
| Value/Consideration | 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.