

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To: Company Name/Scheme **3P Learning**ACN/ARSN **103827836****1. Details of substantial holder(1)**Name **Sterling Equity**ACN/ARSN (if applicable) **1212227**There was a change in the interests of the  
substantial holder on7 / 6 / 2019

The previous notice was given to the company on

1 / 5 / 2019

The previous notice was dated

30 / 4 / 2019**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
<b>Ordinary Shares</b>	<b>14,381,307</b>	<b>10.3%</b>	<b>17,226,590</b>	<b>12.4%</b>

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	<b>See Annexure 2</b>				

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	<b>See Annexure 1</b>				

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) 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	

**6. Addresses**

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

Name	Address
See Annexure 1	

**Signature**

print name **Nicolas West** capacity **Director**  
sign here  date **12 / 6 / 2019**

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**ANNEXURE 1**

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

<b>Account Name</b>	<b>Registration Details</b>	<b>Ordinary Shares Held</b>
LT	Mutual Trust Level 32   360 Collins Street Melbourne Vic 3000	122,953
SF	Mutual Trust Level 32   360 Collins Street Melbourne Vic 3000	12,356,065
WEF	RBC Investor Services Trust Level 47, 2 Park Street, Sydney, NSW, Australia 2000	396,835
WNDF	RBC Investor Services Trust Level 47, 2 Park Street, Sydney, NSW, Australia 2000	2,042,550
WDE	RBC Investor Services Trust Level 47, 2 Park Street, Sydney, NSW, Australia 2000	517,536
LTW	McGregor West Level 1   478 Albert Street East Melbourne 3002	140,517
NS	McGregor West Level 1   478 Albert Street East Melbourne 3002	289,120
LCN	McGregor West Level 1   478 Albert Street East Melbourne 3002	306,759
LCNM	Mutual Trust Level 32   360 Collins Street Melbourne Vic 3000	1,054,255
<b>Total</b>		<b>17,226,590</b>

## ANNEXURE 2

Account Name	Trade Date	Buy / Sell	Security	Shares Traded	Consideration
WEF	2-May-19	Buy	3PL	4,783	-\$5,033.19
WDE	2-May-19	Buy	3PL	6,259	-\$6,586.40
WNDF	2-May-19	Buy	3PL	24,835	-\$26,134.12
SF	2-May-19	Buy	3PL	148,463	-\$156,229.10
LT	2-May-19	Buy	3PL	1,494	-\$1,572.15
LCNM	2-May-19	Buy	3PL	345,120	-\$363,173.23
NS	17-May-19	Buy	3PL	17,600	-\$18,479.99
NS	17-May-19	Buy	3PL	23,850	-\$24,737.19
NS	28-May-19	Buy	3PL	8,000	-\$8,379.95
SF	4-Jun-19	Buy	3PL	102,960	-\$106,282.11
LT	4-Jun-19	Buy	3PL	1,040	-\$1,073.55
NS	4-Jun-19	Buy	3PL	32,750	-\$33,769.60
NS	4-Jun-19	Buy	3PL	19,100	-\$19,694.64
NS	4-Jun-19	Buy	3PL	19,500	-\$20,107.10
NS	4-Jun-19	Buy	3PL	22,730	-\$23,435.62
NS	4-Jun-19	Buy	3PL	32,500	-\$33,511.83
SF	5-Jun-19	Buy	3PL	33,956	-\$35,051.63
LT	5-Jun-19	Buy	3PL	343	-\$354.07
WEF	7-Jun-19	Buy	3PL	58,721	-\$58,850.18
WDE	7-Jun-19	Buy	3PL	64,292	-\$64,433.44
WNDF	7-Jun-19	Buy	3PL	244,244	-\$244,781.34
SF	7-Jun-19	Buy	3PL	1,468,785	-\$1,472,016.33
LT	7-Jun-19	Buy	3PL	13,380	-\$13,409.44
LCNM	7-Jun-19	Buy	3PL	150,578	-\$150,909.28