

## 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

<b>Name of entity: OpenLearning Limited</b>
<b>ABN: 18 635 890 390</b>

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.

<b>Name of Director</b>	Kevin Barry
<b>Date of last notice</b>	12 December 2019

**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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Australian Forestry Investments Pty Ltd A company controlled by Mr Barry
<b>Date of change</b>	16 December 2019
<b>No. of securities held prior to change</b>	<b>Kevin Barry</b> 619,004 Ordinary Shares 1,000,000 Options exercisable at \$0.30 expiring 9/12/2022  <b>Australian Forestry Investments Pty Ltd</b> 1,020,784 Ordinary Shares 534,225 Options exercisable at \$0.20 expiring 9/12/2021
<b>Class</b>	Ordinary Fully Paid Shares (Shares)
<b>Number acquired</b>	146,000 Shares
<b>Number disposed</b>	Nil

+ See chapter 19 for defined terms.

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$21,670
<b>No. of securities held after change</b>	<p><b>Kevin Barry</b>          619,004 Ordinary Shares          1,000,000 Options exercisable at \$0.30          expiring 9/12/2022</p> <p><b>Australian Forestry Investments Pty Ltd</b>          1,166,784 Ordinary Shares          534,225 Options exercisable at \$0.20          expiring 9/12/2021</p>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Shares purchased on market.

**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.

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

**Part 3 – <sup>+</sup>Closed period**

<sup>+</sup> See chapter 19 for defined terms.

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<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

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