

# 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>	19 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.

Direct or indirect interest	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>	23 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> 1,166,784 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>	54,000 Shares

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<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$8,100
<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> 1,220,784 Ordinary Shares 534,225 Options exercisable at \$0.20 expiring 9/12/2021</p>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	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> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	

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<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

**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?	
If prior written clearance was provided, on what date was this provided?	

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