

## 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</b>	<b>OpenLearning Limited</b>
<b>ABN</b>	<b>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>	Spiro Pappas
<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>	Direct and Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	<b>Nicollete Harper</b>  Wife of Mr Pappas
<b>Date of change</b>	a. 9 December 2021 b. 9 December 2022
<b>No. of securities held prior to change</b>	<b>Spiro Pappas</b> <ul style="list-style-type: none"> <li>- 958,333 Ordinary Shares</li> <li>- 1,000,000 Unlisted Options exercisable at \$0.30, expiring 9 December 2022</li> </ul> <b>Nicollete Harper</b> <ul style="list-style-type: none"> <li>- 2,720,758 Ordinary Shares</li> <li>- 547,508 Unlisted Options exercisable at \$0.20, expiring 9 December 2021</li> </ul>

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<b>Class</b>	Unlisted Options
<b>Number acquired</b>	Nil
<b>Number disposed</b>	a. 547,508 Unlisted Options b. 1,000,000 Unlisted Options
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	N/A
<b>No. of securities held after change</b>	<b>Spiro Pappas</b> - 958,333 Ordinary Shares  <b>Nicollete Harper</b> - 2,720,758 Ordinary Shares
<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	Expiry of Unlisted Options without exercise or conversion.

**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>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<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	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A

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

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	N/A
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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