

# 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 becomes ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

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

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>	Adam Brimo
<b>Date of last notice</b>	7 December 2023

### 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 & Indirect
<b>Nature of indirect interest (including registered holder)</b>	Strong Alliance Pty Ltd <Day Day Up Superfund A/C> Mr. Brimo is a director of Strong Alliance Pty Ltd and a beneficiary of Day Day Up Superfund A/C.
<b>Date of change</b>	17 June 2024
<b>No. of securities held prior to change</b>	(a) Adam Brimo 6,631,117 Fully Paid Ordinary Shares  (b) Melissa Ran 126,358 Fully Paid Ordinary Shares  (c) Strong Alliance Pty Ltd 210,000 Fully Paid Ordinary Shares
<b>Class</b>	(c) Fully Paid Ordinary Shares
<b>Number acquired</b>	(c) 490,000 Fully Paid Ordinary Shares
<b>Number disposed</b>	Nil
<b>Value/Consideration</b>	(c) \$0.015 per Share
<b>No. of securities held after change</b>	(a) Adam Brimo 6,631,117 Fully Paid Ordinary Shares  (b) Melissa Ran 126,358 Fully Paid Ordinary Shares  (c) Strong Alliance Pty Ltd 700,000 Fully Paid Ordinary Shares
<b>Nature of change</b>	On market purchase

### Part 2 - Change of director's relevant interests in contracts

<sup>+</sup> See [chapter 19](#) for defined terms.

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>	Director Long-Term Incentive Grant
<b>Nature of interest</b>	<p>Allotment of 4,000,000 Performance Rights and 2,000,000 Unlisted Options as follows:</p> <ul style="list-style-type: none"> <li>• 4,000,000 Performance Rights: Performance Rights to vest in three tranches, across a three-year vesting period, as outlined below and expire five years after the date of allotment. Performance Rights to vest into an equal number of fully paid shares on conversion for nil consideration.</li> <li>• Tranche 1 (400,000 rights) <ul style="list-style-type: none"> <li>a) Subject to continued employment: <ul style="list-style-type: none"> <li>i. 133,334 Performance Rights to vest one year after the date of allotment;</li> <li>ii. 133,333 Performance Rights to vest two years after the date of allotment; and</li> <li>iii. 133,333 Performance Rights to vest three years after the date of allotment.</li> </ul> </li> </ul> </li> <li>• Tranche 2 (1,600,000 rights) <ul style="list-style-type: none"> <li>a) Share price target: \$0.06; and</li> <li>b) Subject to continued employment: <ul style="list-style-type: none"> <li>i. 533,334 Performance Rights to vest one year after the date of allotment;</li> <li>ii. 533,333 Performance Rights to vest two years after the date of allotment; and</li> <li>iii. 533,333 Performance Rights to vest three years after the date of allotment.</li> </ul> </li> </ul> </li> <li>• Tranche 3 (2,000,000 rights) <ul style="list-style-type: none"> <li>a) Share price target: \$0.12; and</li> <li>b) Subject to continued employment: <ul style="list-style-type: none"> <li>i. 666,667 Performance Rights to vest one year after the date of allotment;</li> <li>ii. 666,667 Performance Rights to vest two years after the date of allotment; and</li> <li>iii. 666,666 Performance Rights to vest three years after the date of allotment.</li> </ul> </li> </ul> </li> <li>• 2,000,000 Options <ul style="list-style-type: none"> <li>o Options to exercise into an equal number of fully paid ordinary shares on conversion;</li> <li>o exercise price \$0.05;</li> <li>o no vesting period; and</li> <li>o expiry date is five years from the date of issue.</li> </ul> </li> </ul> <p>In the event of a change of control or change of ownership, any unvested Performance Rights or unexercised Options will be cancelled.</p> <p>Further details of the proposed grants were set out in the Notice of the 2024 Annual General Meeting.</p>
<b>Name of registered holder (if issued securities)</b>	Adam Brimo (or his nominee)
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b>	N/A

<sup>+</sup> See [chapter 19](#) for defined terms.

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<b>Interest after change</b>	No change in interest
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**Part 3 - <sup>+</sup>Closed period**

<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>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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