

# 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>	20 June 2024

### 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 (1) & Indirect (2)-(3)
<b>Nature of indirect interest (including registered holder)</b>	(2) 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.  (3) Melissa Ran
<b>Date of change</b>	(1) 28 June 2024
<b>No. of securities held prior to change</b>	(1) 6,631,117 Fully Paid Ordinary Shares (2) 700,000 Fully Paid Ordinary Shares (3) 126,358 Fully Paid Ordinary Shares
<b>Class</b>	(1.b) Unlisted Options (1.c) Performance Rights
<b>Number acquired</b>	(1.b) 2,000,000 Unlisted Options, exercisable at \$0.05 and expiring on 28/06/2029 (1.c) 4,000,000 Performance Rights
<b>Number disposed</b>	Nil
<b>Value/Consideration</b>	Nil - Unlisted Options and Performance Rights issued for nil cash consideration

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

<b>No. of securities held after change</b>	<p>(1.a) 6,631,117 Fully Paid Ordinary Shares  (1.b) 2,000,000 Unlisted Options, exercisable at \$0.05 and expiring on 28/06/2029  (1.c) 4,000,000 Performance Rights which vest in three tranches as follows:</p> <ul style="list-style-type: none"> <li>• Tranche 1 (400,000 rights) <p>a) Subject to continued employment:  i. 133,334 Performance Rights to vest one year after the date of allotment;  ii. 133,333 Performance Rights to vest two years after the date of allotment; and  iii. 133,333 Performance Rights to vest three years after the date of allotment.</p> </li> <li>• Tranche 2 (1,600,000 rights) <p>a) Share price target: \$0.06; and  b) Subject to continued employment:  i. 533,334 Performance Rights to vest one year after the date of allotment;  ii. 533,333 Performance Rights to vest two years after the date of allotment; and  iii. 533,333 Performance Rights to vest three years after the date of allotment.</p> </li> <li>• Tranche 3 (2,000,000 rights) <p>a) Share price target: \$0.12; and  b) Subject to continued employment:  i. 666,667 Performance Rights to vest one year after the date of allotment;  ii. 666,667 Performance Rights to vest two years after the date of allotment; and  iii. 666,666 Performance Rights to vest three years after the date of allotment.</p> </li> </ul> <p>(2) 700,000 Fully Paid Ordinary Shares  (3) 126,358 Fully Paid Ordinary Shares</p>
<b>Nature of change</b>	Allotment of Unlisted Options and Performance Rights following receipt of Shareholder approval on 31 May 2024.

## Part 2 - Change of director's relevant 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>	Director Long-Term Incentive Grant
<b>Nature of interest</b>	Allotment of 4,000,000 Performance Rights and 2,000,000 Unlisted Options as outlined in Part 1.
<b>Name of registered holder (if issued securities)</b>	Adam Brimo
<b>Date of change</b>	28 June 2024
<b>No. and class of securities to which interest related prior to change</b>	4,000,000 Performance Rights; and 2,000,000 Unlisted Options
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	Refer to allotment in Part 1. Disposed means allotment of the following: 4,000,000 Performance Rights; and 2,000,000 Unlisted Options
<b>Value/Consideration</b>	Refer to allotment in Part 1.
<b>Interest after change</b>	Nil

## Part 3 - <sup>+</sup>Closed period

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

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