

**Form 604
Corporations Act 2001
Section 671B**

Notice of Change of Interests of Substantial Holder

To: **3P LEARNING LIMITED**

ACN/ARSN:

1. Details of substantial holder (1)

Name: FIL Limited and the entities listed in Annexure A ("FIL")

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

05 April 2019

The previous notice was given to the company on

07 May 2018

The previous notice was dated

07 May 2018

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of Securities (4)	Previous Notice Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
COMMON STOCK	12,900,241	9.27%	10,395,154	7.46%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
			AUD	Common stock	Common stock
07-May-18	FIL	BUY	1.4696	169,131	169,131
07-May-18	FIL	BUY	1.4696	593,703	593,703
08-May-18	FIL	BUY	1.4700	32,799	32,799
08-May-18	FIL	BUY	1.4700	115,134	115,134
03-Jul-18	FIL	BUY	1.2100	88,316	88,316
03-Jul-18	FIL	BUY	1.2100	310,016	310,016
03-Jul-18	FIL	SELL	1.2100	88,316	88,316
03-Jul-18	FIL	SELL	1.2100	310,016	310,016
22-Aug-18	FIL	BUY	1.2250	108,834	108,834
22-Aug-18	FIL	BUY	1.2250	382,042	382,042

23-Aug-18	FIL	BUY	1.2492	20,346	20,346
23-Aug-18	FIL	BUY	1.2492	71,422	71,422
21-Sep-18	FIL	BUY	1.2722	2,217	2,217
21-Sep-18	FIL	BUY	1.2722	7,783	7,783
05-Apr-19	FIL	TRANSITION OUT	1.0400	3,425,854	3,425,854

4. Present Relevant Interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Refer to Annexure A

5. Changes in Association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

The addresses of persons named in this form are as follows:

Refer to Annexure A



Sign Here _____

Dated: 09 April 2019

Jen Li

Head of Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney by and on behalf of FIL Limited

Annexure A

Investment Manager	Address	Custodian	Nature of Relevant Interest	Sum of Numerator Shares
FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED	Level 21, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong	CITIBANK LONDON	Investment Discretion / Voting Power	1,350,024
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW 2000, Australia	JP MORGAN, BOURNEMOUTH (C)		7,157,309
		NORTHERN TRUST LONDON (C)		1,887,821
Grand Total				10,395,154