

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

Name of entity	iCOLLEGE LIMITED
ABN	75 105 012 066

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.

Name of Director	Ross Cotton
Date of last notice	16 November 2015

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
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Richmond Food Systems Pty Ltd ATF the Monterey Trust (Beneficiary)
Date of change	16 December 2015

+ See chapter 19 for defined terms.

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No. of securities held prior to change	DIRECT Ordinary Shares 92,918 Listed Options 41,064 INDIRECT Richmond Food Systems Pty Ltd ATF the Monterey Trust (Beneficiary) Ordinary Shares 1,300,000 Listed Options 256,936 Mr Ross Cotton & Mrs Danielle Cotton ATF the Cotton Super Fund (Beneficiary) Ordinary Shares 33,334 Listed Options 11,112
Class	Fully paid ordinary shares
Number acquired	3,166,666 ordinary shares
Number disposed	Nil.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$475,000

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No. of securities held after change,	DIRECT Ordinary Shares 92,918 Listed Options 41,064 INDIRECT Richmond Food Systems Pty Ltd ATF the Monterey Trust (Beneficiary) Ordinary Shares 4,466,666 Listed Options 256,936 Mr Ross Cotton & Mrs Danielle Cotton ATF the Cotton Super Fund (Beneficiary) Ordinary Shares 33,334 Listed Options 11,112
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Purchase 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.

Detail of contract	Not applicable.
Nature of interest	Not applicable.
Name of registered holder (if issued securities)	Not applicable.
Date of change	Not applicable.
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	Not applicable.
Interest acquired	Not applicable.

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Interest disposed	Not applicable.
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable.
Interest after change	Not applicable.

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?	Not applicable.
If prior written clearance was provided, on what date was this provided?	Not applicable.

⁺ See chapter 19 for defined terms.