Rule 3.8A

Appendix 3D

Changes relating to buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public. Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Aspen Group Limited	50 004 160 927

We (the entity) give ASX the following information.

Date that an Appendix 3C or the last Appendix 3D was given to ASX

20 September 2013

Information about the change

Complete each item for which there has been a change and items 9 and 10.

Column 1	Column 2
(Details announced to	(Details of change to
market in Appendix 3C	buy-back proposals)
or last Appendix 3D)	

On-market buy-back

2 Name of broker who will act on the company's behalf

Branch	UBS	A.G.	Australia
	Dranci	I	

3 Deleted 30/9/2001.

4 If the company/trust intends to buy back a maximum number of shares/units – that number

Note: This requires a figure to be included, not a percentage. The reference to a maximum number is to the total number including shares/units already bought back and shares/units remaining to be bought back. If the total has not changed, the item does not need to be completed.

29,962,000	

⁺ See chapter 19 for defined terms.

Column 1

(Details announced to market in Appendix 3C or last Appendix 3D)

Column 2

(Details of change to buy-back proposals)

5 If the company/trust intends to buy back a maximum number of shares/units – the number remaining to be bought back

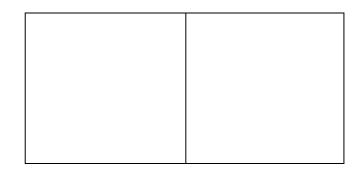
у	29,962,000	
of		
r		

- 6 If the company/trust intends to buy-back shares/units within a period of time – that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention
- 7 If the company/trust intends to buy back shares/units if conditions are met – those conditions

Buy-back to begin October 2013 for month period	23 12	

All buy-backs

8 Any other change



9 Reason for change

⁺ See chapter 19 for defined terms.

10	Any other information material to a shareholder's/unitholder's decision whether to accept the offer (<i>eg, details of any proposed takeover bid</i>)	Aspen Group Limited has not commenced buying back shares within 2 months of the notified buy back period commencement.
	details of any proposed takeover bid)	Aspen Group Limited now intends to commence the buy back and accordingly has lodged the relevant notice with ASIC.

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

Sign here:

Print name:

- 1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
- 2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Eric Lee

Date: 26 August 2014

== == == == ==

⁺ See chapter 19 for defined terms.