

ASX MARKET ANNOUNCEMENT

ASX Code: KBC

Friday, 21 October 2016

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

The Annual General Meeting will be held:

- At the Adina Apartment Hotel Melbourne, 88 Flinders Street, Melbourne, VIC 3000
- on Wednesday, 23 November 2016 commencing at 10.30am (AEDT).

Please find attached the following documents that were mailed to shareholders today:

- Notice of Annual General Meeting and Explanatory Statement; and
- generic Proxy Form.

FOR FURTHER INFORMATION:

Victor Ho
Company Secretary
Tel: +61 8 9214 9767
Email: info@keybridge.com.au

Ian Pamensky
Company Secretary
Tel: +61 3 8687 2267
Email: ipamensky@keybridge.com.au

ABOUT [KEYBRIDGE CAPITAL LIMITED](#) (ASX: [KBC](#))

KBC is an investment and financial services group with a diversified portfolio of listed and unlisted investments in solar, private equity, life insurance, property and funds management assets amongst others, including strategic holdings in [HHY Fund](#) (ASX: [HHY](#)), [Molopo Energy Limited](#) (ASX: [MPO](#)), [PTB Group Limited](#) (ASX: [PTB](#)), [Metgasco Limited](#) (ASX: [MEL](#)) and [NAOS Absolute Opportunities Company Limited](#) (ASX: [NAC](#)).

Keybridge Capital Limited

ACN 088 267 190

NOTICE OF ANNUAL GENERAL MEETING Explanatory Statement and Proxy Form

Date of Meeting

Wednesday, 23 November 2016

Time of Meeting:

10:30am (AEDST)

Place of Meeting:

Adina Apartment Hotel Melbourne
88 Flinders Street
Melbourne, VIC 3000

*This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.
If shareholders are in doubt as to how they should vote, they should seek advice from
their accountant, solicitor or other professional advisor without delay.*

Keybridge Capital Limited

ACN 088 267 190

Registered office: Level 4, Alfred Street, Sydney, NSW 2000

NOTICE OF ANNUAL GENERAL MEETING

AGENDA

Ordinary Business

1. Receipt and consideration of Accounts and Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 30 June 2016.

Note: *Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly, no resolution will be put to shareholders on this item of business.*

2. Resolution 1: Adoption of the Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purpose of section 250R(2) of the Corporations Act 2001, and for all other purposes, the Remuneration Report (included in the Directors’ Report) for the financial year ended 30 June 2016 be adopted.”

Note: *The vote on this resolution is advisory only and is not binding on the Board.*

Voting exclusion statement: A voting exclusion applies to this resolution. Please refer to note 1(b) below.

3. Resolution 2: Re-election of Mr John Dean Patton

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That John Dean Patton, having been appointed to the Board to fill a casual vacancy on 10 August 2016 and having retired in accordance with Rule 8.1 of Keybridge’s Constitution and Listing Rule 14.4, and being eligible for re-election, be re-elected as a Director of the Company effective from the close of this meeting.”

4. Resolution 3: Re-election of Mr Jeremy Kriewaldt

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That Jeremy Kriewaldt, having been appointed to the Board to fill a casual vacancy on 13 October 2016 and having retired in accordance with Rule 8.1 of Keybridge’s Constitution and Listing Rule 14.4, and being eligible for re-election, be re-elected as a Director of the Company effective from the close of this meeting.”

5. Resolution 4: Appointment of Auditor

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of section 327B of the Act and for all other purposes, Deloitte Touche Tohmatsu, having been nominated by a member of the Company and having consented in writing to act as the auditor of the Company, be appointed as auditor of the Company with effect from the close of this meeting.”

Special Business

6. Resolution 5: Approval of 10% Placement Capacity

To consider and, if thought fit, to pass the following resolution as a special resolution:

“That pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the shareholders approve the issue of equity securities totalling up to 10% of the issued capital of the Company, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: A voting exclusion applies to this resolution. Please refer to note 1(c) below.

Further information about each item of business is set out in the Explanatory Statement to this Notice of Meeting.

By order of the Board.



Ian Pamensky
Company Secretary

Dated: 21 October 2016

Notes

1. VOTING EXCLUSIONS

a) General

The *Corporations Act 2001* (Cth) (the “**Act**”) and the ASX Listing Rules (the “**Listing Rules**”) require that certain persons must not vote, and the Company must disregard any votes cast by or on behalf of certain persons, on certain resolutions. These restrictions apply to Resolution 1 and Resolution 5 to be considered at the Company’s 2016 Annual General Meeting (“**Meeting**”). These voting exclusions are described below.

b) Resolution 1 – Adoption of the Remuneration Report

Resolution 1 is a resolution that directly or indirectly relates to the remuneration of the key management personnel of the Company (“**KMP**”). The Act prohibits these persons and their closely related parties (each a “**KMP Voter**”) from voting unless:

- (a) that KMP Voter is voting as a proxy appointed by a person who is not a KMP Voter, in accordance with the voting directions given by that person on the proxy appointment form; or
- (b) the Chairman of the Meeting is voting as a proxy appointed by a person who is not a KMP Voter, in accordance with a direction given by that person to vote as the proxy decides even though the Resolution is connected with the remuneration of the Company’s KMP.

Other than as set out above, the Company will disregard any votes cast on Resolution 1 by, or on behalf of, a KMP Voter.

For the purposes of this voting exclusion statement:

- KMP includes employees and officers of the Company who have authority and responsibility for planning, directing and controlling the activities of the Company either directly or indirectly, including the Company’s Directors; and
- Closely related parties of KMP include the spouse, children, dependants and other family of a member of the Company’s KMP and a company controlled by a member of the Company’s KMP.

c) Resolution 5 – Approval of 10% Placement Capacity

In accordance with the Listing Rules, no votes may be cast on this resolution by persons who may participate in a proposed issue of equity securities under Resolution 5 and persons who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary shares and an associate of those persons if Resolution 5 is passed.

However, a vote may be cast by such a person:

- (a) as a proxy for a person who is entitled to vote on this resolution, appointed by way of a proxy form that directs the proxy to vote on the resolution; or
- (b) where the proxy is the Chairman of the Meeting, in accordance with a direction given by that person to vote as the proxy decides.

2. DETERMINATION OF ENTITLEMENT TO ATTEND AND VOTE

For the purposes of the Meeting, and in accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that a person’s entitlement to vote at the Meeting will be the entitlement of that person registered as a member as at 10:30am (Melbourne time) on Monday 21 November 2016. This means that if you are not the registered holder of a share in the Company at that time, you will not be entitled to vote in respect of that share.

If you wish to appoint a proxy, the completed proxy form (and any authority under which it is signed) must be received by the Company or its share registry, Registry Direct, no later than 10:30am (Melbourne time) on Monday, 21 November 2016 to be effective.

3. NOTES ON APPOINTMENT OF PROXY

A member who is entitled to attend and cast a vote at the Meeting may appoint a proxy to attend and vote for the member. A proxy may be an individual or a body corporate and need not be a member of the Company. The appointment may specify the proportion or number of votes that the proxy may exercise.

A member who is entitled to cast two or more votes at the Meeting may appoint no more than two proxies and may specify the proportion or number of votes each proxy is entitled to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Act; and
- provides satisfactory evidence of the appointment of its corporate representative.

If such evidence is not received, then the body corporate (through its representative) may not be permitted to act as a proxy.

A proxy is not revoked by the member attending and taking part in the Meeting unless the member actually votes at the Meeting on the resolution for which the proxy is proposed to be used.

Shareholders who appoint a proxy should consider whether they wish to direct the proxy to vote (and, if so, whether to direct the proxy to vote "for" or "against", or to abstain from voting, on each resolution), or whether to leave the decision to the appointed proxy after discussion at the Meeting. Shareholders can direct their proxy how to vote by following the instructions on the proxy form.

If you appoint a member of the KMP (which includes each of the Directors) or their closely related parties as your proxy, they will not be able to vote as your undirected proxy on Resolution 1 (Adoption of the Remuneration Report).

You may appoint the Chairman of the Annual General Meeting as your proxy by nominating the Chairman in the Proxy Form. If your return a Proxy Form but do not nominate the identity of your proxy, the Chairman will automatically be your proxy. If you return their Proxy Form but your nominated proxy does not attend the Meeting, your proxy will revert to the Chairman. For resolutions determined on a poll, if your nominated proxy is either not recorded as attending the Meeting or does not vote on the resolution in accordance with your directions, the Chairman is taken, before voting on the resolution closes, to have been appointed as your proxy for the purposes of voting on that resolution.

If the Chairman of the Meeting is or becomes your proxy for Resolution 1, you can direct him how to vote in the usual way. If you do not direct him how to vote, by signing and submitting the proxy form, you expressly authorise him to exercise the proxy as he decides in respect of Resolution 1, even though this resolution connected to the remuneration of KMP.

Unless directed to vote otherwise, the Chairman of the Meeting intends to vote all available proxies in favour of all Resolutions.

4. VOTING

Voting on a resolution at the Meeting will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Company's Constitution.

On a show of hands, every shareholder who is eligible to vote and is present in person or by proxy, representative or attorney will have one vote. Upon a poll, every shareholder who is eligible to vote and is present in person or by proxy, representative or attorney will have one vote for each fully paid ordinary share held by that person (subject to any voting exclusions that apply in respect of a particular resolution). The proxy has the same rights as the member to speak at the Meeting, to vote (but only to the extent allowed by the appointment) and to join in a demand for a poll.

Where a member appoints two proxies, then neither proxy shall have the right to vote on a show of hands.

Where a share is held jointly and more than one joint holder votes, the vote of the holder whose name appears first in the register of members shall be accepted to the exclusion of the others whether the vote is given in person or by proxy, representative or attorney.

Any directed proxies that are not voted on a poll at the Meeting by a member's appointed proxy will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed on a poll.

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EXPLANATORY STATEMENT

Ordinary Business

1. Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2016 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report) and the auditor's report) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company's share registry, Registry Direct by phone (03) 8687 2260, and you may request that this occurs on a standing basis for future years. Alternatively, you may access the Annual Report at the Company's website www.keybridge.com.au or via the Companies Announcement platform on ASX. Except for as set out in Resolution 1, no resolution is required on these reports.

While shareholders are not required to vote on the Financial Report, Directors' Report and Auditor's Report, there will be reasonable opportunity at the Meeting for shareholders to raise questions, or make comments, about these reports and the management of the Company. The auditor will be in attendance at the Meeting and can answer questions on the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Report and the independence of the auditor in relation to the conduct of the audit.

There is no vote on this item.

2. Resolution 1: Adoption of Remuneration Report

The Remuneration Report (which forms part of the Directors' Report) is required to include discussion on a number of issues relating to remuneration policy and its relationship to the Company's performance.

As required under section 250R(2) of the Act, the Company is required to put to Shareholders a resolution to adopt the Remuneration Report.

Under section 250R(3) of the Act, the vote on this resolution is advisory only and does not bind the Directors or the Company. However, the "two strikes" rule in the Act provides that if at least 25% of the votes cast on the adoption of a remuneration report at two consecutive Annual General Meetings are against adopting the remuneration report, shareholders will have the opportunity to vote on a spill resolution, which will be passed if 50% or more of eligible votes are cast in favour of that resolution.

For the voting exclusions applicable to this resolution, please refer to note 1(b) above.

Directors' Recommendation

The Directors recommend unanimously that the shareholders vote in favour of this resolution.

3. Resolution 2: Re-election of Mr John Dean Patton

On 10 August 2016, in accordance with Rule 8.1(b) of the Company's Constitution, the Board appointed John Patton as a Director of the Company to fill the casual vacancy created by the resignation of Bill Brown as a Director of the Company.

Rule 8.1(d)(1) of the Company's Constitution provides that a Director who is appointed by the Board to fill a casual vacancy must only hold office until the next Annual General Meeting, at which time they must retire from office and will be eligible for re-election. A similar requirement is set out in Listing Rule 14.4. As such, in accordance with Rule 8.1(d) of the Company's Constitution and Listing Rule 14.4, John Patton is now required to retire at this Meeting, and seeks re-election as a Director.

John Patton is a senior executive with extensive finance experience in the corporate and professional services sectors. John was previously a partner with Ernst & Young in the Transactions Advisory Services division. With over 25 years of professional services and industry experience, John has extensive corporate finance credentials, having been involved in over 150 corporate transactions, including mergers & acquisitions (lead advisory), structuring, debt and equity raisings, IPOs, management buy-outs, valuations (including Independent Expert Reports), due diligence, financial modelling, restructuring and corporate advisory.

In addition, John has held the positions of CFO, acting CEO and alternate director of Epic Energy Group, a major infrastructure owner of high-pressure gas transmission pipelines in Australia. This business was the core asset within the ASX-listed Hastings Diversified Utilities Fund. As a result, John has solid hands-on operational experience with, and a strong appreciation of, regulatory, commercial, financial, capital structure and external stakeholder management issues and requirements associated with major assets within an ASX-listed environment in Australia

Directors' Recommendation

The Directors (other than John Patton) unanimously recommend that the shareholders vote in favour of this resolution.

4. Resolution 3: Re-election of Mr Jeremy Kriewaldt

On 13 October 2016, in accordance with Rule 8.1(b) of the Company's Constitution, the Board appointed Jeremy Kriewaldt as an additional Director of the Company and as a representative of Keybridge's largest shareholder.

Rule 8.1(d)(1) of the Company's Constitution provides that a Director who is appointed by the Board to fill a casual vacancy must only hold office until the next Annual General Meeting, at which time they must retire from office and will be eligible for re-election. A similar requirement is set out in Listing Rule 14.4. As such, in accordance with Rule 8.1(d) of the Company's Constitution and Listing Rule 14.4, Jeremy Kriewaldt is now required to retire at this Meeting, and seeks re-election as a Director.

Jeremy Kriewaldt is a commercial lawyer with over 30 years practising experience. Jeremy has been a partner of two major commercial firms since 1990, most recently with Atanaskovic Hartnell (since 2004). Jeremy specialises in corporate and securities law with a focus on mergers and acquisitions. Jeremy has also been counsel to the Takeovers Panel for a year, and represented the Australian firm Blake Dawson Waldron (now Ashurst) in London from 1997 to 2000.

Directors' Recommendation

The Directors (other than Jeremy Kriewaldt) unanimously recommend that the shareholders vote in favour of this resolution.

5. Resolution 4: Appointment of Auditor

On 4 February 2016, the Company announced that the Australian Securities and Investments Commission had given its consent to the resignation of KPMG as auditor of the Company, and that the Board had appointed Deloitte Touche Tohmatsu ("**Deloitte**") as the new auditor of the Company following the resignation of KPMG.

Under section 327B of the Act, an auditor appointed by the Board to fill a vacancy must be appointed by resolution of the Company at the next Annual General Meeting. As such, Deloitte's appointment as auditor of the Company must now be approved by shareholders at this Meeting.

In accordance with section 328B of the Act, the Company has received written notice of nomination from a member of the Company for Deloitte to be appointed as the Company's auditor. A copy of the notice of nomination is attached to this Explanatory Statement as Annexure A.

Deloitte has given its written consent to act as the Company's auditor (subject to shareholder approval).

Directors' Recommendation

The Directors unanimously recommend that the shareholders vote in favour of this resolution.

Special Business

6. Resolution 5: Approval of 10% Placement Capacity

On 1 August 2012, the ASX introduced new fundraising rules to provide more flexibility for small companies to raise additional capital in an easier and potentially less costly manner. Listing Rule 7.1A enables certain 'eligible entities' to issue 'equity securities' (as such terms are defined in the Listing Rules) equal to up to 10% of their issued share capital through placements over a 12 month period after an Annual General Meeting at which Listing Rule 7.1A approval is obtained ("**10% Placement Facility**"). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under

Listing Rule 7.1. An 'eligible entity' for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. As at the date of the Notice, the Company is an eligible entity.

Through Resolution 5, the Company is seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility over a 12 month period from the date of the Meeting, in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

The exact number of equity securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1.A.2 (refer below). The Company may use funds raised from any issue of equity securities pursuant to the 10% Placement Facility for funding of specific projects and/or general working capital requirements from time to time. It may also use the funds raised from any issue of equity securities pursuant to the 10% Placement Facility to issue shares for non-cash consideration such as in connection with payments to vendors of new business opportunities or in lieu of cash payments to consultants and advisors (although the Company presently has no intention to do so).

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of this Notice, has two classes of quoted equity securities, being ordinary fully paid shares and convertible redeemable promissory notes.

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the Placement Period (defined below), a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

where:

- A is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement to issue:
- (i) plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (ii) plus the number of partly paid ordinary shares that became fully paid in the 12 months;
 - (iii) plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4;
 - (iv) less the number of fully paid ordinary shares cancelled in the 12 months.
- D is 10%
- E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of holders of ordinary shares under Listing Rule 7.1 or 7.4.

The issue price of equity securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average market price of equity securities in the same class calculated over the 15 trading days immediately before:

- the date on which the price at which the relevant equity securities are to be issued is agreed; or
- if the equity securities are not issued within 5 trading days of that date, the date on which the equity securities are issued,

("Minimum Issue Price").

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
- the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(“**Placement Period**”).

Information Required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility:

- The minimum price at which equity securities will be issued under Listing Rule 7.1A is the Minimum Issue Price (as described and defined above).
- If Resolution 5 is approved by the shareholders and the Company issues equity securities under the 10% Placement Facility, the voting power of existing shareholders who do not receive new equity securities pursuant to the 10% Placement Facility would be diluted.
- There is a risk that:
 - the market price for the Company’s equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Annual General Meeting; and
 - the equity securities may be issued at a price that is at a discount to the market price for the Company’s equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of the equity securities.

- Table 1 below shows the potential dilution of existing shareholders on the basis of:
 - the closing price of the Company’s ordinary shares on ASX on 11 October 2016 (being \$0.135 per ordinary share); and
 - the number of ordinary shares for variable “A” calculated in accordance with the formula in Listing Rule 7.1A.2.
- Table 1 also shows:
 - two examples where variable “A” has increased by 50% and 100%. Variable “A” is based on the number of ordinary shares the Company has on issue on the day before the date of this Notice. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future placements under Listing Rule 7.1 that are approved at a future shareholders’ meeting; and
 - two examples of where the price of ordinary shares has decreased by 50% and increased by 50% as against the current market price.

Table 1: Example of Potential Issues under Listing Rule 7.1A

Number of ordinary shares on issue (Variable A in formula)		Dilution		
		\$0.0675 50% decrease in Deemed Price	\$0.1350 Deemed Price	\$0.2700 100% increase in Deemed Price
Current: 158,812,327 shares	10% voting dilution (shares issued)	15,881,233	15,881,233	15,881,233
	Funds raised	\$1,071,983	\$2,143,966	\$4,287,933
50% Increase: 238,218,491 shares	10% voting dilution (shares issued)	23,821,849	23,821,849	23,821,849
	Funds raised	\$1,607,975	\$3,215,950	\$6,431,899
100% Increase: 317,624,654 shares	10% voting dilution (shares issued)	31,762,466	31,762,466	31,762,466
	Funds raised	\$2,143,966	\$4,287,933	\$8,575,866

Note: The figures in the above table are by way of example only and the deemed price per ordinary share should not be interpreted as reflecting the current or true value per ordinary share as at the date of this Meeting.

The table above has been prepared on the assumptions and qualifications set out below and should be reviewed on the following basis:

- (i) The Company issues the maximum securities available under the Listing Rule 7.1A.
 - (ii) The table does not demonstrate an example of dilution that may be caused to a particular shareholder by reason of placements under Listing Rule 7.1A based on that shareholder's holding at the date of the Meeting.
 - (iii) The table only demonstrates the effect of issues of securities under Listing Rule 7.1A. It does not consider placements made under Listing Rule 7.1 (i.e. the "15% rule").
 - (iv) The current price of ordinary shares is deemed for the purposes of the table above to be \$0.135 cents, being the closing price of the Company's ordinary shares on ASX on 11 October 2016 ("**Deemed Price**"). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed.
 - (v) The current number of variable 'A' ordinary shares is deemed for the purposes of the table above to be 158,812,327, being the number of fully paid ordinary shares on issue on the day before the date of this Notice.
 - (vi) The table does not demonstrate the effect of listed or unlisted options being issued under Listing Rule 7.1A, it only considers the issue of the fully paid ordinary shares (nothing that the Company does not currently have any options on issue).
- the Company will only issue and allot the equity securities during the 10% Placement Period. The approval under Resolution 4 for the issue of the equity securities will cease to be valid on expiration of the Placement Period (defined and described above)
 - the Company may seek to issue the equity securities for the following purposes:
 - non-cash consideration such as in connection with payments to vendors of new business opportunities or in lieu of cash payments to consultants and advisors (although the Company presently has no proposal to do so). In such circumstances, the Company will provide a valuation of the non-cash considerations as required by Listing Rule 7.1A.3; or
 - cash consideration such as funding of specific projects and /or general working capital requirements from time to time.

The Company will comply with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities under Listing Rule 7.1A.

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- The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:
 - the methods of raising funds that are available to the Company, including but not limited to, right issue or other issues in which existing security holders can participate;
 - the effect of the issue of the equity securities on the control of the Company;
 - the financial situation and solvency of the Company; and
 - advice from corporate, financial and broking advisers (if applicable).
- The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company were to pursue an acquisition and were it to be successful in acquiring a new business opportunity, it is possible that the allottees under the 10% Placement Facility would be the vendors in relation to such acquisition.
- The Company has not previously obtained the approval of ordinary shareholders for the issue of ordinary shares under Listing Rule 7.1A.

This Resolution is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders must be in favour of the resolution.

Directors' Recommendation

The Directors recommend unanimously that shareholders vote in favour of this resolution.

Keybridge Capital Limited
ACN 088 267 190
Level 4, 1 Alfred Street, Sydney NSW 2000
Phone +61 2 8622 6692
www.keybridge.com.au



**SCARBOROUGH
EQUITIES PTY LTD**

13 October 2016

The Company Secretary
Keybridge Capital Limited
Level 4, 1 Alfred Street
Sydney NSW 2000

Dear Sirs,

NOMINATION OF DELOITTE TOUCHE TOHMATSU AS AUDITOR OF KEYBRIDGE CAPITAL LIMITED

Scarborough Equities Limited, being a shareholder of Keybridge Capital Limited (**Company**), nominates Deloitte Touche Tohmatsu of Grosvenor Place, 225 George Street, Sydney, New South Wales, for appointment as the Auditor of the Company at the forthcoming 2016 Annual General Meeting (AGM), pursuant to section 328B of the *Corporations Act 2001* (Cth) (Act).

We acknowledge that a copy of this nomination will be included in the AGM documentation as required under section 328B of the Act.

Executed by Scarborough Equities Pty Ltd in accordance with its Constitution:

WILLIAM JOHNSON
Director

VICTOR HO
Company Secretary

Scarborough Equities Pty Ltd
ABN 58 061 287 045

Level 2, 23 Ventnor Avenue, West Perth, Western Australia 6005

T | (08) 9214 9717

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E | info@scarboroughequities.com.au

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Name
 Address line 1
 Address line 2
 Address line 3
 Address line 4
 Address line 5
 Postcode / Country

LODGE YOUR VOTE

www.registrydirect.com.au/investor/login

<input checked="" type="checkbox"/> By mail Keybridge Capital Limited C/- Registry Direct PO Box 18366 Collins Street East VIC 8003	<input checked="" type="checkbox"/> By hand Registry Direct L6 2 Russell Street Melbourne VIC 3000
<input checked="" type="checkbox"/> By facsimile +61 3 9111 5652	<input checked="" type="checkbox"/> All enquiries 1300 55 66 35 (within Australia) +61399099909 (outside Australia)

By email: keybridge@registrydirect.com.au

SRN/HIN: I/X*****

PROXY FORM

I/We being shareholder(s) of Keybridge Capital Limited and entitled to attend and vote hereby:

STEP 1 APPOINT A PROXY

appoint the Chairman of Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write below the name of the person or the body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named attending the meeting, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf in accordance with the directions below or if no directions have been given, as the proxy sees fit, at the Annual General Meeting of the Company to be held at 10:30 AM (Melbourne time) on Wednesday, 23 November 2016, at Adina Apartment Hotel Melbourne, 88 Flinders Street, Melbourne VIC 3000 (**Meeting**) and at any adjournment or postponement of the Meeting or at any other meeting of the Company to consider the same or substantially similar resolutions to those proposed to be put at the Meeting.

IMPORTANT NOTE – STEP 1

If two proxies are being appointed, the number or proportion of voting units this proxy is appointed to represent is:

The Chairman of the Meeting intends to vote all available proxies FOR all items of business. If the Chairman of the Meeting is or becomes your proxy for Resolution 1, you can direct him how to vote in the usual way. If you do not direct him how to vote, by signing and submitting the proxy form, you expressly authorise him to exercise the proxy as he decides in respect of Resolution 1, even though this resolution connected to the remuneration of KMP.

If you do not want the Chairman of the Meeting to vote your proxies on any item(s), complete Step 2 below.
 Proxy appointments will be valid and accepted only if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

STEP 2 VOTING DIRECTIONS

Agenda Item	For	Against	Abstain*	Agenda Item	For	Against	Abstain*
Resolution 1: Adoption of Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 4: Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Re-election of Mr John Dean Patton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5: Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Re-election of Mr Jeremy Kriewaldt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

i *If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

Signing Instructions: This form should be signed by the shareholder. If a joint holding, either shareholder should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth) (or for New Zealand companies, the Companies Act 1993).

HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the unit register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your units using this form.

Step 1 - Appoint a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the name of that person in the box provided. If you leave this section blank, or your named proxy does not attend the Meeting or does not vote in accordance with your instructions, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder. A proxy may be an individual or a body corporate.

Step 2 - Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your units will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of units you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses subject to any applicable voting exclusions. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of units applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

Lodgement of a Proxy Form

This Form (and if required any Power of Attorney under which it is signed) must be received at an address given below by 10.30 AM Melbourne time on Monday, 21 November 2016, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged by:

Online

www.registrydirect.com.au


Login to the Registry Direct website using the holding details as shown on the Form. Select 'Votes' and follow the prompts to lodge your vote or proxy. To use the online lodgement facility, shareholders will need their "Holder Number" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

by email:

keybridge@registrydirect.com.au

by Mail

Keybridge Capital Limited
C/- Registry Direct
PO Box 18366
Collins Street East VIC 8003

 by facsimile
+61 3 9111 5652

 by hand
Registry Direct
L 6, 2 Russell St
Melbourne VIC 3000

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either unitholder may sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001 (Cth)) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's unit registry.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**