

Keybridge Capital Limited

ACN 088 267 190

SUPPLEMENTARY
NOTICE OF GENERAL MEETING
Explanatory Statement and Proxy Form

Notice was given dated 3 January 2025 that a General Meeting of Shareholders of Keybridge Capital Limited will be held at the Roof Top Conference Room on Level 6, 370 St Kilda Road, Melbourne, Victoria on Monday, 3 February 2025 at 10.00am (Melbourne time).

This notice and explanatory memorandum (Supplementary Notice) is supplemental to, and should be read with, the Notice of Meeting and Explanatory Memorandum dated 3 January 2025 (**Original Notice**). This Supplementary Notice provides further information in relation to Resolution 6 of the Original Notice. Other than as set out below, all details in relation to the Original Notice remain unchanged.

Important: The information set out in this Supplementary Notice should be read together with the Original Notice.

Unless otherwise indicated, the terms defined and used in the Original Notice have the same meaning in this Supplementary Notice.

Information for Listing Rule 7.5

For the purposes of Listing Rule 7.5, the Company provides the following information:

Listing Rule		Information
7.5.1	The names of the persons to whom the Securities are issued or agreed to be issued or the basis on which those persons were identified or selected	<p>The Placement Shares were issued to the Placement Recipients, none of whom is a related party of the Company.</p> <p>The participants of the Placement are professional and sophisticated investors and comprise new and existing shareholders who were identified from previous expressions of interest to acquire shares in the Company.</p> <p>In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the Placement Recipients are related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an Associate of any of these parties. The Company also confirms that none of the Placement Recipients were issued more than 1% of the issued capital of the Company.</p>
7.5.2	The number and class of Securities issued or agreed to be issued	The Company has issued a total of 2,581,816 fully paid ordinary shares.

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7.5.3	Summary of the material terms of the Securities	The Placement Shares were fully paid on issue and ranked equally in all aspects with all existing Shares previously issued by the Company.
7.5.4	Date or dates on which the Securities were or will be issued	The Placement Shares were issued on 3 January 2025.
7.5.5	The price or other consideration the entity has received or will receive for the issue	The issue price of the Placement Shares was \$0.055 per Share.
7.5.6	The purpose of the issue, including the use or intended use of any funds raised by the issue	The proceeds from the Placement to be applied against: (i) the legal costs associated with the WAM Active Court proceedings. Keybridge has spent approximately \$1 million in legal fees defending the legal action by WAM to wind up the Company over a disputed debt of circa \$275,000, despite this debt having been paid prior to the hearing. Keybridge was successful in defending the proceedings and has been awarded costs of the proceeding; (ii) debt reduction; and (iii) general working capital purposes.
7.5.7	Summary of the material terms of the agreement	Standard terms for the issue of shares (as outlined in this table). Given the suspension of the Company's shares from trading, investors applied for the shares acknowledging that they will be restricted by the Corporations Act from trading on ASX for 12 months from the date of issue. The Company's share registry has placed a holding lock on the Placement Shares until 2 January 2026 at the direction of the Placement Recipients to prevent the on-sale of the Placement Shares for 12 months in a manner that would breach s. 707(3) of the Corporations Act.
7.5.8	A voting exclusion statement	A voting exclusion statement is included in the Original Notice.

*This **Supplementary** Notice of 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.*

Authorised for release by the Board (on 10 January 2025):



John Patton
 Company Secretary
 Keybridge Capital Limited

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PROXY FORM General Meeting

Keybridge Capital Limited A.C.N. 088 267 190
www.keybridge.com.au

LODGE YOUR VOTE – PLEASE RETURN FORM

Online: <https://investor.automic.com.au/#/home>

By Mail: Keybridge Capital Limited
Suite 614, 370 St Kilda Road
Melbourne VIC 3004

ENQUIRIES: cosec@keybridge.com.au

A. Appointment of Proxy

I/We being a shareholder/s of Keybridge Capital Limited and entitled to attend and vote hereby appoint

The Chair of the Meeting **OR**

Write here the name of the person you are appointing if this person is **someone other than** the Chair of the Meeting.

or failing the person named, or if no person is named, the Chair of the Meeting (by default), as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Keybridge Capital Limited to be held at **10:00am (Melbourne time) on Monday, 3 February 2025 at the Roof Top Conference Room, Level 7, 370 St Kilda Road, Melbourne, Victoria.**

IMPORTANT:

The Company encourages shareholders to indicate their voting direction FOR or AGAINST, or to ABSTAIN, against each resolution in Section B.

If you leave Section A blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy by default.

If the Chair of the Meeting becomes your proxy (by specific appointment or by default) you can direct the Chair of the Meeting to vote FOR or AGAINST, or to ABSTAIN from voting on the Resolutions by marking the appropriate Voting Direction boxes in Section B below. However, note that under Section A, if the Chair of the Meeting is your proxy and you do not mark any of the Voting Direction boxes in Section B below you are, in effect, directing the Chair to vote "FOR" Resolutions 1, 2, 3, 4, 5, 6 & 7 as the Chair of the Meeting intends to vote undirected proxies.

If you mark the ABSTAIN box for a particular resolution, 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 on that resolution.

Chair to vote undirected proxies in favour of Resolutions 1, 2, 3, 4, 5, 6 & 7: I/We acknowledge that the Chair of the Meeting intends to vote undirected proxies in favour of Resolutions 1, 2 & 3.

B. Voting Directions to Your Proxy – please mark to indicate your directions

RESOLUTIONS

1. Removal of Auditor

FOR

AGAINST

ABSTAIN*

2. Appointment of Auditor

3. Re-Election of John Patton as Director

4. Re-Election of Antony Catalano as Director

5. Re-Election of Richard Dukes as Director

6. Ratification of Prior issue of Placement Shares

7. Approval to issue New Shares

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

- If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

C. Change of Address and Annual Report Elections

- mark if you want to make any changes to your address details (see Note 1 overleaf)
- mark if you wish to receive a printed Annual Report by post (see Note 2 overleaf)
- mark if you wish to receive an electronic Annual Report by email and specify your email address below

D. Please Sign Here

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual Shareholder / Joint Shareholder 1

Joint Shareholder 2

Joint Shareholder 3

Sole Director and Sole Company Secretary or
Power of Attorney or Executor

Director

Director / Company Secretary

(Companies: Please sign in the appropriate place to indicate the office held)

Contact Name


(Work_Tel) / (Mobile)
Contact Daytime Telephone

Date

Email: _____

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NOTES AND INSTRUCTIONS FOR COMPLETING PROXY FORM

1. **Change of Address:** Your pre-printed name and address is as it appears on the share register of the Company. If this information is incorrect, please mark the box at **Section C** of the Proxy Form and make the correction at the top of the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.
2. **Receipt of Annual Reports:** Companies are no longer required to mail out printed annual reports to shareholders. Instead, shareholders can now make an election as follows:
 - (a) make a written request for a hard copy annual report to be mailed to you; or
 - (b) make a written request for an electronic copy of the annual report to be emailed to you.If you wish to update your annual report elections, please complete **Section C** of the Proxy Form.
3. You may direct your proxy how to vote by marking one of the voting direction boxes opposition each resolution. If you do not mark a voting direction box your proxy may, to the extent permitted by law, vote as they choose. If you mark more than one voting direction box on a resolution your vote will be invalid on that resolution.
4. Completion of a Proxy Form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid Proxy Form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.
6. A proxy need not be a shareholder of the Company.
7. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
8. If a representative of a company shareholder is to attend the meeting, a properly executed original (or certified copy) of the appropriate 'Appointment of Corporate Representative' should be produced for admission to the meeting. Previously lodged Appointments of Corporate Representative will be disregarded by the Company.
9. **Signing Instructions:** You must sign this form as follows in the spaces provided at **Section D**:
 - Individual:** Where the holding is in one name, the shareholder should sign.
 - Joint Holding:** Where the holding is in more than one name, all of the shareholders must sign.
 - Companies:** This form must be signed in accordance with the Corporations Act, either as:
 - (a) a Sole Director and Sole Company Secretary OR a Sole Director (if no Company Secretary exists);
 - (b) two Directors; or
 - (c) a Director or a Company Secretary.Please also sign in the appropriate place to indicate the office held.
 - Power of Attorney:** If you are signing under a Power of Attorney, you declare that you have had no notice of revocation of the Power or the death or liquidation of the donor of the Power. A certified copy of the Power of Attorney must accompany the form.
 - Deceased Estates:** All Executors must sign and a certified copy of a Grant of Probate or Letters of Administration must accompany the form.
10.  **Online Voting – <https://investor.automic.com.au/#/home>:** Log on to the Share Registry website with your Holder Reference Number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) as shown on your Proxy Form by the deadline specified below.
11. **Lodgement of Proxy Form:** This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than **10:00am (Melbourne time) on Saturday, 1 February 2025** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the meeting.

Proxy Forms may be lodged by posting, or hand delivery to the address below:



By Mail

Keybridge Capital Limited
Suite 614
370 St Kilda Road
Melbourne VIC 3004



By Hand Delivery

Keybridge Capital Limited
Suite 614
370 St Kilda Road
Melbourne VIC 3004

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