

5 May 2020

The Directors
Keybridge Capital Limited
(ACN 088 267 190)
Suite 614, Level 6
370 St Kilda Road
Melbourne Victoria 3004

Dear sirs,

NOTICE OF INTENTION TO REMOVE DIRECTORS

We, the undersigned (collectively, **WAM Active and Associates**) are holders of more than 5% of votes that may be cast at a general meeting of Keybridge Capital Limited (ACN 088 267 190) (**Keybridge**).

We give notice pursuant to section 203D of the Corporations Act (Cth) (**Act**) of our intention to call and arrange to hold a general meeting of Keybridge pursuant to section 249F of the Act in order to move the following resolutions for removal of directors of Keybridge:

1. Resolution 1 - Election of Mr Geoff Wilson as a director

"Mr Geoff Wilson, having consented to act, be appointed as director of Keybridge Capital Limited with effect from the close of this meeting."

2. Resolution 2 - Election of Mr Jesse Hamilton as a director

"Mr Jesse Hamilton, having consented to act, be appointed as director of Keybridge Capital Limited with effect from the close of this meeting."

3. Resolution 3- Election of Mr Martyn McCathie as a director

"Mr Martyn McCathie, having consented to act, be appointed as director of Keybridge Capital Limited with effect from the close of this meeting."

4. Resolution 4- Removal of Mr Catalano as a director

"That, in accordance with section 203D of the Corporations Act 2001 (Cth) and the Constitution of Keybridge Capital Limited, Mr Frank Antony Catalano be removed as a director of Keybridge Capital Limited with effect from the close of this meeting."

5. Resolution 5- Removal of Mr Bolton as a director

"That, in accordance with section 203D of the Corporations Act 2001 (Cth) and the Constitution of Keybridge Capital Limited, Mr Nicholas Bolton be removed as a director of Keybridge Capital Limited with effect from the close of this meeting."

6. Resolution 6- Removal of Mr Kriewaldt as a director

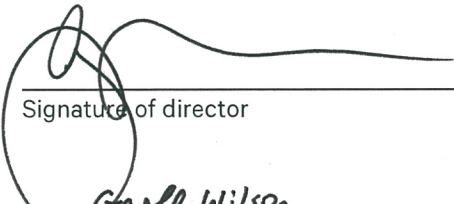
"That, in accordance with section 203D of the Corporations Act 2001 (Cth) and the Constitution of Keybridge Capital Limited, Mr Jeremy Kriewaldt be removed as a director of Keybridge Capital Limited with effect from the close of this meeting."

7. Resolution 7 - Removal of alternate director

"That, in accordance with section 203D of the Corporations Act 2001 (Cth), any person appointed as a director of Keybridge Capital Limited between the date of this notice and the date of the general meeting be removed as a director of Keybridge Capital Limited with effect from the close of this meeting."

In accordance with the Keybridge constitution and the Act, we **enclose** nominations and director consents in respect of each director nominated required under the terms of the Keybridge constitution.

Executed by WAM Active Limited in accordance)
with section 127 of the *Corporations Act 2001*.)
)



Signature of director

Geoff Wilson

Name of director (please print)

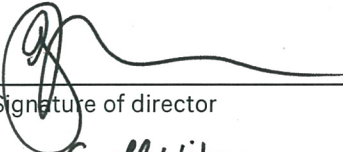


Signature of director/Company secretary

LINDA KIRICZENKO

~~Name of director~~/Company secretary (please print)

Executed by WAM Capital Limited in accordance)
with section 127 of the *Corporations Act 2001*.)
)



Signature of director
Geoff Wilson

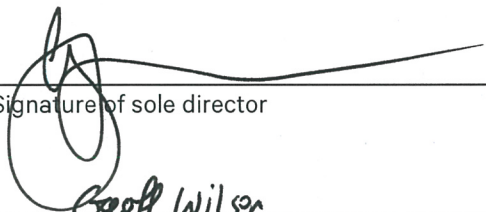
Name of director (please print)



Signature of director/Company secretary
LINDA KIRICZENKO

~~Name of director~~/Company secretary (please print)

Executed by Botanical Nominees Pty Ltd in)
accordance with section 127 of the *Corporations Act*)
2001.)



Signature of sole director
Geoff Wilson

Name of sole director (please print)

NOMINATION FOR ELECTION OF DIRECTOR

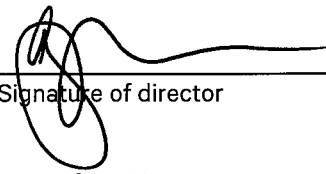
To: Keybridge Capital Limited (ACN 088 267 190) (**Keybridge**)

For the purposes of article 8.1(h)(4) of the Keybridge's Constitution:

1. We, the undersigned (collectively, **WAM Active and Associates**), registered shareholders of Keybridge, nominate Mr Geoff Wilson to be elected as a director of Keybridge; and
2. Mr Geoff Wilson consents to the nomination by WAM Active and Associates for election as a director of Keybridge.

Dated: 5 May 2020


Executed by **WAM Active Limited** in accordance)
with section 127 of the *Corporations Act 2001*.)
)
)



Signature of director

Geoff Wilson

Name of director (please print)

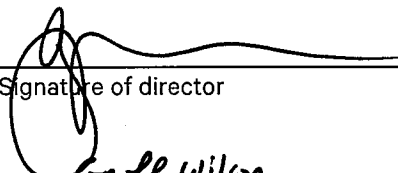


Signature of director/Company secretary

LINDA KIRICZENKO

~~Name of director~~/Company secretary (please print)


Executed by **WAM Capital Limited** in accordance)
with section 127 of the *Corporations Act 2001*.)
)
)



Signature of director

Geoff Wilson

Name of director (please print)



Signature of director/Company secretary

LINDA KIRICZENKO

~~Name of director~~/Company secretary (please print)

Executed by **Botanical Nominees Pty Ltd** in)
accordance with section 127 of the *Corporations Act*)
2001.)
)



Signature of sole director

Geoff Wilson

Name of sole director (please print)

CONSENT TO ACT AS DIRECTOR

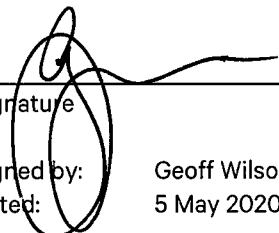
Pursuant to section 201D of the *Corporations Act 2001*(Cth)

To: Keybridge Capital Limited (ACN 088 267 190) (**Keybridge**)

For the purposes of article 8.1(h)(4) of Keybridge's constitution I, Geoff Wilson, consent to my nomination for election as a director of Keybridge at the general meeting to be convened by WAM Active Limited and its associates pursuant to section 249F of the Corporations Act (**s249F general meeting**).

For the purposes of section 201D of the Corporations Act 2001, I consent to act as a director of Keybridge if so elected at the s249F general meeting.

For the avoidance of doubt, this consent is not given, and unless agreed in writing, I will not act as a director of Keybridge, other than if elected by members at the s249F general meeting.



Signature

Signed by: Geoff Wilson
Dated: 5 May 2020

NOMINATION FOR ELECTION OF DIRECTOR

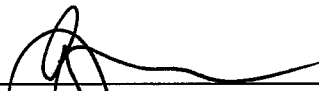
To: Keybridge Capital Limited (ACN 088 267 190) (Keybridge)

For the purposes of article 8.1(h)(4) of the Keybridge's Constitution:


1. We, the undersigned (collectively, **WAM Active and Associates**), registered shareholders of Keybridge, nominate Mr Jesse Hamilton to be elected as a director of Keybridge; and
2. Mr Jesse Hamilton consents to the nomination by WAM Active and Associates for election as a director of Keybridge.

Dated: 5 May 2020


Executed by **WAM Active Limited** in accordance)
with section 127 of the *Corporations Act 2001*.)
)
)



Signature of director



Name of director (please print)




Signature of director/Company secretary

LINDA KIRICZENKO

~~Name of director~~/Company secretary (please print)


Executed by **WAM Capital Limited** in accordance)
with section 127 of the *Corporations Act 2001*.)
)
)



Signature of director



Name of director (please print)



Signature of director/Company secretary

LINDA KIRICZENKO

~~Name of director~~/Company secretary (please print)

Executed by **Botanical Nominees Pty Ltd** in)
accordance with section 127 of the *Corporations Act*)
2001.)
)



Signature of sole director



Name of sole director (please print)

CONSENT TO ACT AS DIRECTOR

Pursuant to section 201D of the *Corporations Act 2001*(Cth)

To: Keybridge Capital Limited (ACN 088 267 190) (**Keybridge**)

For the purposes of article 8.1(h)(4) of Keybridge's constitution I, Jesse Hamilton, consent to my nomination for election as a director of Keybridge at the general meeting to be convened by WAM Active Limited and its associates pursuant to section 249F of the Corporations Act (**s249F general meeting**).

For the purposes of section 201D of the Corporations Act 2001, I consent to act as a director of Keybridge if so elected at the s249F general meeting.

For the avoidance of doubt, this consent is not given, and unless agreed in writing, I will not act as a director of Keybridge, other than if elected by members at the s249F general meeting.



Signature

Signed by: Jesse Hamilton

Dated: 5 May 2020

NOMINATION FOR ELECTION OF DIRECTOR


To: Keybridge Capital Limited (ACN 088 267 190) (**Keybridge**)

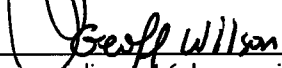
For the purposes of article 8.1(h)(4) of the Keybridge's Constitution:

1. We, the undersigned (collectively, **WAM Active and Associates**), registered shareholders of Keybridge, nominate Mr Martyn McCathie to be elected as a director of Keybridge; and
2. Mr Martyn McCathie consents to the nomination by WAM Active and Associates for election as a director of Keybridge.


Dated: 5 May 2020

Executed by **WAM Active Limited** in accordance)
with section 127 of the *Corporations Act 2001*.)
)
)



Signature of director


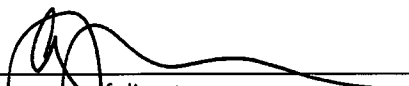
Name of director (please print)




Signature of director/Company secretary
LINDA KIRICZENKO


Name of director/Company secretary (please print)

Executed by **WAM Capital Limited** in accordance)
with section 127 of the *Corporations Act 2001*.)
)
)



Signature of director


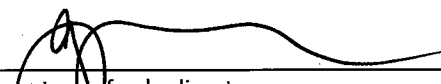
Name of director (please print)




Signature of director/Company secretary
LINDA KIRICZENKO

Name of director/Company secretary (please print)

Executed by **Botanical Nominees Pty Ltd** in)
accordance with section 127 of the *Corporations Act*)
2001.)
)



Signature of sole director


Name of sole director (please print)

CONSENT TO ACT AS DIRECTOR

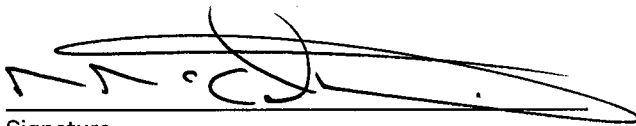
Pursuant to section 201D of the *Corporations Act 2001*(Cth)

To: Keybridge Capital Limited (ACN 088 267 190) (**Keybridge**)

For the purposes of article 8.1(h)(4) of Keybridge's constitution I, Martyn McCathie, consent to my nomination for election as a director of Keybridge at the general meeting to be convened by WAM Active Limited and its associates pursuant to section 249F of the Corporations Act (**s249F general meeting**).

For the purposes of section 201D of the Corporations Act 2001, I consent to act as a director of Keybridge if so elected at the s249F general meeting.

For the avoidance of doubt, this consent is not given, and unless agreed in writing, I will not act as a director of Keybridge, other than if elected by members at the s249F general meeting.

A handwritten signature in black ink, appearing to read 'M. McCathie', written over a horizontal line.

Signature

Signed by: Martyn McCathie

Dated: 5 May 2020