

Form **605**
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme **KEYBRIDGE CAPITAL LIMITED (ASX : KBC)**
ACN/ARSN **16 088 267 190**

1. Details of substantial holder ⁽¹⁾

Name	ACN / ABN
BENTLEY CAPITAL LIMITED (ASX:BEL)	ABN 87 008 108 218
SCARBOROUGH EQUITIES PTY LTD (SCB)	ABN 87 008 108 218

There was a change in the interests of the substantial holders on: 23 July 2020

The previous notice was given to the company on: 19 February 2020

The previous notice was dated: 19 February 2020¹

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest ⁽²⁾ of the substantial holder or an associate ⁽³⁾ in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change ⁽⁶⁾	Consideration given in relation to change ⁽⁷⁾	Class and number of securities affected	Person's votes affected
				Ordinary Shares	
23 July 2020	BEL	Disposal of shares in KBC upon acceptance into the WAA off-market takeover bid for KBC ²	\$1,092,960.00	(15,840,000)	(15,840,000)
23 July 2020	SCB	Disposal of shares in KBC upon acceptance into the WAA off-market takeover bid for KBC ²	\$1,092,960.00	(15,840,000)	(15,840,000)

3. Changes in association

The persons who have become associates ⁽²⁾ of, ceased to be associates of, or have changed the nature of their association ⁽⁷⁾ with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
-	-

4. Addresses

The addresses of persons named in this form are as follows:


Name	Address
Bentley Capital Limited (ASX:BEL)	Level 2, 31 Ventnor Avenue, West Perth, Western Australia 6005
Scarborough Equities Pty Ltd (SCB) (a wholly-owned subsidiary of BEL)	Level 2, 31 Ventnor Avenue, West Perth, Western Australia 6005
Keybridge Capital Limited (ASX:KBC)	Suite 614, Level 6, 370 St Kilda Road, Melbourne, Victoria 3004
WAM Active Limited ABN 49 126 420 719 (ASX:WAA) (WAA)	Level 26, 1 Farrer Place, Sydney, New South Wales. 2000

¹ Refer BEL's ASX Announcement dated 19 February 2020: Notice of Change in Interests of Substantial Holder in KBC

² Refer WAA's replacement Bidder's Statement (dated 6 July 2020) despatched to KBC shareholders on 21 July 2020 (and released on ASX on 21 July 2020)

Signature

sign here
print name


VICTOR HO

Date 27 July 2020
Capacity COMPANY SECRETARY of BEL and SCB

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.