

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme 360 Capital Group Limited stapled to 360 Capital Investment Trust (ASX:TGP)

ACN/ARSN ACN 113 569 136 and ARSN 104 552 598

1. Details of substantial holder (1)

Name Tony Pitt
Tony Pitt as a securityholder and director/beneficiary of:
TT Investments Pty Limited as trustee for TT Investment Trust and security trustee for TT Superannuation Fund,
Pentagon Capital Pty Limited and
Pentagon Financial Services Pty Limited as trustee for Pentagon Investment Trust.

ACN/ARSN (if applicable) TT Investments Pty Limited 098 158 028
Pentagon Capital Pty Limited 106 719 699
Pentagon Financial Services Pty Limited 135 307 121

There was a change in the interests of the substantial holder on 26/10/2021
The previous notice was given to the company on 30/08/2021
The previous notice was dated 30/08/2021

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice | | Present notice | |
|-------------------------|---------------------------------|------------------|--|------------------|
| | Person's votes | Voting power (5) | Person's votes | Voting power (5) |
| Ordinary Units | 71,500,000 based on 230,047,551 | 31.08% | 70,200,000 based on securities 218,997,551 | 32.05% |
| | | | | |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme 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 |
|----------------|--|----------------------|---|---|-------------------------|
| See Annexure A | See Annexure A | See Annexure A | See Annexure A | See Annexure A | See Annexure A |
| | | | | | |

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
| See Annexure A | See Annexure A | See Annexure A | See Annexure A | See Annexure A | See Annexure A |
| | | | | | |

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) 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 |
|-----------------------------------|-----------------------|
| N/A | N/A |
| | |

6. Addresses

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

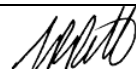
| Name | Address |
|----------------|----------------|
| See Annexure A | See Annexure A |
| | |

Signature

print name Tony Pitt

capacity

sign here



date 26/10/2021

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 "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) 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.
- (7) 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 on 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure A referred to in the Form 604 Notice of Change of Interests of Substantial Holder signed by me.

Signed by:



Tony Pitt

Date 26 October 2021

360 CAPITAL GROUP (ASX: TGP) (comprising 360 Capital Group Ltd stapled with 360 Capital Investment Trust)

Paragraph 3 - Changes in relevant interests

| Date of change | Person whose relevant interest changed | Nature of change | Consideration given in relation to change | Number of Securities affected | Person's Vote affected |
|-----------------------|--|----------------------------------|--|--|-------------------------------|
| 3/09/2021 | Pentagon Capital Pty Limited | On Market Trade | \$0.8150 | 100,000 Fully Paid Ordinary Stapled Securities | 100,000 |
| 9/9/2021 | Pentagon Capital Pty Limited | On Market Trade | \$0.82 | 150,000 Fully Paid Ordinary Stapled Securities | 150,000 |
| 10/9/2021 | TT Investments Pty Limited as trustee for TT Superannuation Fund | On Market Trade | \$0.8146 | 125,000 Fully Paid Ordinary Stapled Securities | 125,000 |
| 24/9/2021 | Tony Pitt | Employee Share Plan Cancellation | \$0.77 | (3,000,000) Fully Paid Ordinary Stapled Securities | (3,000,000) |
| 19/10/2021 | Pentagon Capital Pty Limited | On Market Trade | \$0.8188 | 300,000 Fully Paid Ordinary Stapled Securities | 300,000 |
| 26/10/2021 | TT Investments Pty Limited as trustee for TT Investment Trust | On Market Trade | \$0.8161 | 875,000 Fully Paid Ordinary Stapled Securities | 875,000 |
| 26/10/2021 | TT Investments Pty Limited as trustee for TT Superannuation Fund | On Market Trade | \$0.8161 | 150,000 Fully Paid Ordinary Stapled Securities | 150,000 |

This is Annexure A referred to in the Form 604 Notice of Change of Interests of Substantial Holder signed by me.

Signed by:



Tony Pitt

Date 26 October 2021

Paragraph 4 - Present relevant interests

| Holder of Relevant Interest | Registered holder of securities | Person entitled to be registered as holder | Nature of relevant interest | Class of securities | Number of Securities |
|---|---|---|---|-----------------------------|----------------------|
| Tony Pitt | Tony Pitt | Tony Pitt | Tony Pitt | Ordinary Stapled Securities | - |
| TT Investments Pty Limited | TT Investments Pty Limited as trustee for TT Investment Trust and security trustee for TT Superannuation Fund | TT Investments Pty Limited as trustee for TT Investment Trust and security trustee for TT Superannuation Fund | TT Investments Pty Limited as trustee for TT Investment Trust and security trustee for TT Superannuation Fund | Ordinary Stapled Securities | 38,314,712 |
| Pentagon Capital Pty Limited | Pentagon Capital Pty Limited | Pentagon Capital Pty Limited | Pentagon Capital Pty Limited | Ordinary Stapled Securities | 18,306,279 |
| Pentagon Financial Services Pty Limited | Pentagon Financial Services Pty Limited as trustee for Pentagon Investment Trust | Pentagon Financial Services Pty Limited as trustee for Pentagon Investment Trust | Pentagon Financial Services Pty Limited as trustee for Pentagon Investment Trust | Ordinary Stapled Securities | 13,579,009 |

Paragraph 6 - Addresses

The address of persons named in the Form 604 is as follows:

| Name | Address |
|---|--|
| Tony Pitt | Level 37, 1 Macquarie Place, Sydney 2000 |
| TT Investments Pty Limited | Level 37, 1 Macquarie Place, Sydney 2000 |
| Pentagon Capital Pty Limited | Level 37, 1 Macquarie Place, Sydney 2000 |
| Pentagon Financial Services Pty Limited | Level 37, 1 Macquarie Place, Sydney 2000 |