

5 May 2025

**Circular to creditors**

Dear Sir / Madam

**Keystone Asset Management Ltd  
(Receivers & Managers Appointed) (Liquidators Appointed)  
ACN 612 443 008 (KAM or the Company)**

Please be advised that this letter has been prepared to provide you with information relating to the following:

- The contact details for future enquires related to the liquidation of KAM,
- Declaration of Independence, Relevant Relationships and Indemnities (**DIRRI**), and
- The website for future updates with respect to the status of the liquidation of KAM.

**The contact details for future enquires related to the liquidation of KAM**

Please be advised that Glen Kanevsky and I retired from the Deloitte Partnership on 1 April 2025. Glen Kanevsky and I subsequently commenced employment with Alvarez & Marsal as Managing Directors on 2 April 2025. I advise that Glen Kanevsky and I are undertaking our role as Liquidators of KAM whilst employed at Alvarez & Marsal.

In light of the above, we have established a new email address which should be used for all future enquiries related to the liquidation of KAM. That email address is [shieldinvestors@alvarezandmarsal.com](mailto:shieldinvestors@alvarezandmarsal.com).

**Declaration of Independence, Relevant Relationships and Indemnities**

As a result of the Liquidators' change in firm, we have prepared a DIRRI to replace the one previously lodged with the Australian Securities and Investments Commission on 25 February 2025.

A copy of the replacement DIRRI will be made available for download from the Alvarez and Marsal Australian Insolvency website. Details of this website are provided below.

**The website for future updates with respect to the status of the liquidation of KAM**

We have established a new website for future updates at:  
[https://www.alvarezandmarsal.com/am\\_aus\\_insolvency/keystone-asset-management-ltd](https://www.alvarezandmarsal.com/am_aus_insolvency/keystone-asset-management-ltd).

Please be advised that we will continue to periodically update the website for this matter. If you have any difficulties in accessing the website, we request that you advise us as soon as possible so that we may rectify any issues.

Should you have any queries with respect to the matters detailed within this letter, please contact us by email to [shieldinvestors@alvarezandmarsal.com](mailto:shieldinvestors@alvarezandmarsal.com).

Yours faithfully



**Jason Tracy**  
Joint and Several Liquidator

**Alvarez & Marsal Entities** means A&M and any other entity carrying on business under all or any part of the Alvarez & Marsal name, or which is otherwise within (or associated or connected with an entity within) the Alvarez & Marsal network of firms worldwide (to exclude Alvarez & Marsal Capital, LLC and subsidiaries). "A&M Australia" refers to Alvarez & Marsal Australia (ABN 69 435 570 534)". The Alvarez & Marsal Entities, A&M Australia and their related entities are legally separate entities and each of which are liable only for its own acts and omissions and not those of each other. Please see [www.alvarezandmarsal.com/about-am](http://www.alvarezandmarsal.com/about-am) to learn more.

**Form 531**

**Corporations Act 2001**

436DA(4A) & (6A)

449CA(4A) & (6A)

453D(3) & 453D(6)

456F(4) & 456F(6)

506A(3) & (6)

Corporations Regulations 2001

5.3B.35(4), 5.3B.36(3)

Insolvency Practice Rules (Corporations) 2016

90-18(2)(b) & (4)(d)

# Copy of declaration of relevant relationships and/or declaration of indemnities

## Liquidator details

Liquidator number

**429179**

Liquidator name

**JASON MARK TRACY**

## Company details

ACN

**612 443 008**

Company name

**KEYSTONE ASSET MANAGEMENT LTD**

## Type of declaration

This is a:

**Replacement declaration of relevant  
relationships and/or declaration of indemnities**

Declaration by:

**Liquidator in creditors' voluntary liquidation**

## Details of the DIRRI

Who referred the appointment to you?

**Appointed as Voluntary Administrators by  
way of Court Order**

Date of declaration

**05-05-2025**

Were you appointed to any other company within a 2 year period prior to the appointment to the company covered by the attached declaration (the current company) which was an associate of the current company, or where there were common directors between the other company and the current company, or between the other company and a related body corporate of the current company?

**No**

Have you provided any professional advice to the company, or to an associate of the company, other than advice on the company's insolvency and, or, the process for insolvent companies under the Corporations Act 2001? (see s9 of the Corporations Act for the definition of 'associate')

**Yes**

Have you received, or are you entitled to receive, either an indemnity or an up-front payment for remuneration?

**No**

---

## Authentication

---

This form has been authenticated by

Name JASON MARK TRACY

This form has been submitted by

Name Shawn JOHNSTONE

Date 07-05-2025

---

**For more help or information**

Web	<a href="http://www.asic.gov.au">www.asic.gov.au</a>
Ask a question?	<a href="http://www.asic.gov.au/question">www.asic.gov.au/question</a>
Telephone	1300 300 630

# Declaration of Independence, Relevant Relationships and Indemnities (DIRRI) – 5 May 2025

**Keystone Asset Management Ltd**  
**(Receivers and Managers Appointed) (In Liquidation)**  
**ACN 612 443 008**  
**(KAM or the Company)**

## 1. Purpose of a DIRRI

The purpose of this document is to assist creditors in understanding any relevant relationships that we, Jason Tracy and Glen Kanevsky, the joint and several liquidators of KAM, have with parties who are closely connected to the Company and any indemnities or upfront payments that have been provided to us. None of the relationships disclosed in this document are such that our independence is affected and as such, this document provides a declaration of our independence to act in this matter.

This information is provided so you have trust and confidence in our independence and, if not, you can ask for a further explanation or additional information to understand why we consider we are independent in acting in this matter.

This declaration is made in respect of ourselves, our fellow Managing Directors, Alvarez & Marsal Australia and associated entities, as detailed at **Annexure A** (collectively referred to as '**A&M**' or **Alvarez & Marsal**).

We, Jason Tracy and Glen Kanevsky are Professional Members of ARITA – Australian Restructuring Insolvency and Turnaround Association. We acknowledge that we are bound by the ARITA Code of Professional Practice.

## 2. Reasons for this DIRRI

This declaration has been prepared to replace the DIRRI dated 25 February 2025 which was made by Jason Tracy and Glen Kanevsky (then of Deloitte Australia). As detailed in the DIRRI dated 25 February 2025, 'Deloitte Australia' means the Australian partnership of Deloitte Touche Tohmatsu and each of the entities under its control, including Deloitte SRT Pty Limited (formerly known as Deloitte Financial Advisory Pty Limited). 'Deloitte' means Deloitte SRT Pty Limited (formerly known as Deloitte Financial Advisory Pty Limited).

We consider that this DIRRI is required pursuant to section 506A(4) of the *Corporations Act 2001* (Cth) for the following reasons:

- **Change in the receivers and managers appointed to KAM:** On 31 March 2025, orders were made by the Federal Court of Australia removing Lucica Palaghia of Deloitte Australia as a joint and several receiver and manager of KAM with Ms Palaghia replaced as a joint and several receiver and manager of KAM by Glen Kanevsky.
- **Change in firm for the appointees and conflict checks conducted for A&M:** On 1 April 2025, we, Jason Tracy and Glen Kanevsky retired from Deloitte Australia. On 2 April 2025, we commenced with Alvarez & Marsal as Managing Directors. As a result, we have conducted

conflict checks to understand the relevant relationships, if any, between A&M and KAM or any parties who are closely connected to the Company.

- **Change in firm for the appointees and continuing appointments:** On 1 April 2025, we, Jason Tracy and Glen Kanevsky retired from Deloitte Australia. On 2 April 2025, we commenced with Alvarez & Marsal as Managing Directors. As a result, a number of matters where we are acting as receivers and managers or liquidators are now being conducted whilst we are Managing Directors of A&M rather than Partners of Deloitte Australia. Details of those matters which are relevant to this DIRRI are detailed below:

Company Name	Appointment Capacity	Appointees	Date of Appointment	Relationship to the Company
75 Port Douglas Road Pty Ltd (Receivers and Managers Appointed) ( <b>75 Port Douglas Road</b> )	Joint and several receivers and managers	Jason Tracy and Glen Kanevsky	28 November 2024	The books and records of the Advantage Diversified Property Fund ( <b>ADPF</b> ) disclose a convertible note (redocumented as a loan) provided to 75 Port Douglas Road by KAM as trustee for the ADPF prior to the appointment of receivers and managers to KAM on 28 August 2024.  Further information with respect to this relationship is provided throughout this DIRRI.
Red Hill Terraces (Land) Pty Ltd (Receivers and Managers Appointed) ( <b>Red Hill Terraces (Land)</b> )	Joint and several receivers and managers	Jason Tracy and Glen Kanevsky	3 December 2024	The books and records of the ADPF disclose a loan provided to Red Hill Terraces (Land) by KAM as trustee for the ADPF prior to the appointment of receivers and managers to KAM on 28 August 2024.  Further information with respect to this relationship is provided throughout this DIRRI.
Nicholson Street Bentleigh Pty Ltd (Receivers and Managers Appointed) ( <b>Nicholson Street Bentleigh</b> )	Joint and several receivers and managers	Jason Tracy and Glen Kanevsky	3 December 2024	The books and records of the ADPF disclose a loan provided to Nicholson Street Bentleigh by KAM as trustee for the ADPF prior to the appointment of receivers and managers to KAM on 28 August 2024.  Further information with respect to this relationship is provided throughout this DIRRI.
Augustine Terrace Glenroy Pty Ltd (Receivers and	Joint and several	Jason Tracy and	3 December 2024	The books and records of the ADPF disclose a loan provided to Augustine Terrace Glenroy by KAM as trustee for the

Company Name	Appointment Capacity	Appointees	Date of Appointment	Relationship to the Company
Managers Appointed) <b>(Augustine Terrace Glenroy)</b>	receivers and managers	Glen Kanevsky		ADPF prior to the appointment of receivers and managers to KAM on 28 August 2024.  Further information with respect to this relationship is provided throughout this DIRRI.
33 Davidson Port Douglas Pty Ltd (Receivers and Managers Appointed) <b>(33 Davidson Port Douglas)</b>	Joint and several receivers and managers	Jason Tracy and Glen Kanevsky	3 December 2024	The books and records of the ADPF disclose a loan provided to 33 Davidson Port Douglas by KAM as trustee for the ADPF prior to the appointment of receivers and managers to KAM on 28 August 2024.  Further information with respect to this relationship is provided throughout this DIRRI.
33 Davidson Street Pty Ltd (Receivers and Managers Appointed) <b>(33 Davidson Street)</b>	Joint and several receivers and managers	Jason Tracy and Glen Kanevsky	3 December 2024	The books and records of the ADPF disclose that 33 Davidson Street is a guarantor for loans provided by KAM as trustee for the ADPF to, among others, 75 Port Douglas Road, Red Hill Terraces (Land), Nicholson Street Bentleigh, Augustine Terrace Glenroy, Warrigal Road Ashburton and 33 Davidson Port Douglas prior to the appointment of receivers and managers to KAM on 28 August 2024.  Further information with respect to this relationship is provided throughout this DIRRI.
Warrigal Road Ashburton Pty Ltd (Receivers and Managers Appointed) <b>(Warrigal Road Ashburton)</b>	Joint and several receivers and managers	Jason Tracy and Glen Kanevsky	18 February 2025	The books and records of the ADPF disclose a loan provided to Warrigal Road Ashburton by KAM as trustee for the ADPF prior to the appointment of receivers and managers to KAM on 28 August 2024.  Further information with respect to this relationship is provided throughout this DIRRI.

Further information with respect to these matters are provided throughout this DIRRI.

### 3. Independence

In this section of the DIRRI, we provide details of our independence generally including our view that our assessments of any risks to our independence did not identify any real or potential conflicts of interest.

#### 3.1 Voluntary Administration: The Appointment of Voluntary Administrators to KAM

On 5 September 2024, Jason Tracy, then of Deloitte Australia, and Lucica Palaghia, of Deloitte Australia, were appointed as voluntary administrators of KAM. This appointment was made by way of orders of his Honour Justice Moshinsky of the Federal Court of Australia (the **Court**) in Australian Securities and Investments Commission v Keystone Asset Management Ltd (Receivers and Managers appointed) (In liquidation) (ACN 612 443 008) and another in proceeding VID 536/2024 (**Proceeding**) on 5 September 2024 (**5 September 2024 Orders**). The 5 September 2024 Orders were such that Jason Tracy and Lucica Palaghia were appointed as voluntary administrators of KAM by the Court to replace Scott Langdon, John Mouawad and Michael Korda of KordaMentha, who had been appointed as voluntary administrators to the Company on 28 August 2024.

The Court's reasons for the 5 September 2024 Orders are available on the A&M website at: [https://www.alvarezandmarsal.com/am\\_aus\\_insolvency/keystone-asset-management-ltd](https://www.alvarezandmarsal.com/am_aus_insolvency/keystone-asset-management-ltd) and creditors were notified of the 5 September 2024 Orders.

It is appropriate to note that prior to accepting the abovementioned appointment, Jason Tracy and Lucica Palaghia undertook a proper assessment of the risks to their independence in accordance with the law and applicable professional standards. This assessment identified no real or potential risks to their independence.

#### 3.2 Liquidation: The Appointment of Liquidators to KAM

At the second meeting of KAM's creditors which was convened and held on 2 December 2024, we, Jason Tracy and Glen Kanevsky, then of Deloitte Australia, were appointed as joint and several liquidators of KAM. The appointment of the liquidators resulted in the conclusion of the voluntary administration of KAM and as such, Jason Tracy and Lucica Palaghia ceased their role as voluntary administrators of KAM on 2 December 2024.

Prior to providing a consent to act as joint and several liquidators of KAM, we, Jason Tracy and Glen Kanevsky, undertook a proper assessment of the risks to our independence in accepting the appointment as joint and several liquidators of the Company. This assessment identified no real or potential risks to our independence and as such, we provided our consent to act.

#### 3.3 Liquidation: Change in firm from Deloitte Australia to A&M

As detailed earlier in this DIRRI, on 1 April 2025, we, Jason Tracy and Glen Kanevsky retired from the partnership of Deloitte Australia. On 2 April 2025, we commenced as Managing Directors at Alvarez & Marsal.

We, Jason Tracy and Glen Kanevsky, will be continuing to undertake our role as joint and several liquidators of KAM while appointed as Managing Directors at Alvarez & Marsal.

We have undertaken a proper assessment of the risks to our independence in accordance with the law and applicable professional standards. This assessment identified no real or potential risks to our independence.

We consider that there are no other known relevant relationships, including personal, business and professional relationships that should be disclosed beyond those we have disclosed in this document.

#### 4. Declaration of Relationships

In this section of the DIRRI, we provide details of relevant relationships including:

- The circumstances of our appointment
- Any prior professional services for the Company within the previous 24 months
- Any relationships with the Company and others within the previous 24 months, and
- Confirmation that there are no other relevant relationships to declare.

##### 4.1 Circumstances of our appointment

###### **Deloitte Appointment: Voluntary Administrators**

The circumstances leading to Jason Tracy and Lucica Palaghia's appointment by the Court as voluntary administrators of KAM include the following:

- The engagement of Deloitte by King & Wood Mallesons (**KWM**) to perform work in respect of KAM and the relevant associated entities as listed at **Annexure B**
- The engagement of Deloitte by KAM in its capacity as the responsible entity of the Shield Master Fund (**SMF**) to perform work in respect of KAM and the relevant associated entities as listed at **Annexure B**
- The appointment of Jason Tracy and Lucica Palaghia, by way of Court orders dated 26 June 2024 in the Proceeding (**26 June 2024 Orders**), with the Australian Securities and Investment Commission's (**ASIC**) consent, to take control of KAM's bank accounts, supervise KAM's payments and produce a report to ASIC (among other things), and
- The appointment of Jason Tracy and Lucica Palaghia, by way of Court orders dated 27 August 2024 in the Proceeding (**27 August 2024 Orders**), on the application of ASIC, as joint and several receivers and managers of the Property of KAM and any Property (as defined in the 27 August 2024 Orders) held in KAM's capacity as responsible entity of the SMF, in its capacity as trustee of the ADPF and in its capacity as the trustee of the Quantum PE Fund.

Subsequently, the 5 September 2024 Orders were made appointing Jason Tracy and Lucica Palaghia as voluntary administrators of KAM. The 5 September 2024 Orders were made by his Honour Justice Moshinsky who was provided with details of Jason Tracy and Lucica Palaghia's previous interactions with KAM. The interactions of Jason Tracy and Lucica Palaghia with KAM formed the factual basis upon which the Court made the 5 September 2024 Orders.

Further information with respect to the various roles undertaken with respect to KAM are detailed throughout this DIRRI.

###### **Circumstances of our initial engagement**

On 1 February 2024, Jason Tracy was contacted by Samantha Kinsey, a partner of KWM, who requested that Deloitte undertake conflict searches to determine whether Deloitte could provide services in connection with KAM in its capacity as the responsible entity for the SMF and in its



capacity as Trustee for the ADPF. KWM were engaged as KAM's legal advisors in relation to KAM's related party arrangements.

### **Engagement of Deloitte by KWM ("8 February 2024 Engagement")**

On 8 February 2024, Deloitte was engaged by KWM, on a privileged and confidential basis, for the purpose of providing "... an independent review of the related party arrangements (**Arrangements**) entered into by [KAM] as Trustee for the Shield Master Fund ARSN 650 112 057 (**Shield**) and the Advantage Diversified Property Fund (the **Services**) to assist KWM in providing legal advice to KAM." The purpose of the engagement and scope of the Services was set out in the engagement letter as follows:

*"The purpose of the Services is to assist you to advise [KAM] in relation to the Arrangements and whether those Arrangements reflect at least arm's length terms and to extent that those Arrangements do not reflect arm's length terms, providing recommendations in respect of amendments to the Arrangements to ensure (to the extent possible) that they can be properly characterized as arrangements on arm's length terms (the Purpose).*

...

*The scope of the work is detailed below:*

#### **Phase 1: Review of related party arrangements**

- *Understand the current and proposed Arrangements, including:*
  - *Entity, legal and security structures*
  - *Assets held by entity and value of those assets*
  - *Key financing and other contractual agreements, including value of loans and amounts outstanding*
  - *Management agreements*
  - *Value of investor funds and forecast redemption cycles*
  - *Review of public disclosure documents*

*Review and comment on the key terms of the Arrangements, and the extent to which they reflect at least arm's length terms and to extent that those Arrangements do not reflect arm's length terms, providing recommendations in respect of amendments to the Arrangements to ensure (to the extent possible) that they can be properly characterized as arrangements on arm's length terms." [Deloitte did not conclude or provide an opinion in relation to this scope item.]*

We advise that Jason Tracy undertook this engagement in his capacity as a partner of Deloitte Australia prior to his resignation from the partnership of Deloitte Australia on 1 April 2025.

### **Variation to the engagement of Deloitte by KWM ("4 March 2024 Variation")**

On 4 March 2024, Deloitte and KWM agreed to vary the Services which Deloitte were engaged to provide pursuant to the engagement letter for the 8 February 2024 Engagement. Pursuant to the variation, Deloitte were engaged to provide the following services on a privileged and confidential basis:

#### **"Shield Master Fund | Verification of Sources and Uses of Funds Under Management**

*Verify the source and uses of Shield funds under management by:*

- i. *Agreeing the funds invested in Shield to Boardroom registry records and bank statements*
- ii. *Where funds have been invested by Shield into ADPF:*
  - a) *Agree the amount invested by Shield to ADPF unit registers and verify payment to bank statements*
  - b) *For each of the loans advanced by ADPF to development SPVs, understand the purpose of each drawdown request by agreeing loan drawdowns to:*

- *The loan draw down notice*
  - *Supporting documentation for each development cost included in the drawdown notice (such as development cost invoices, land acquisition and other contracts, construction claims)*
  - *Agree payment of the drawdown amount by ADPF to the ADPF bank statements*
  - *For each drawdown amount received by the Developer from ADPF, agree payment of the development cost from the Developer's bank statement to third parties.*
- iii. *Agreeing Shield's investment into the SPW Global Growth Fund, Archangle [sic] Ventures 2022, Fiducial SMA Funds and Direct Listed investments to third party statements*
- iv. *All other Shield fund outflows: Agree outflows to supporting documentation (such as invoices, investment management agreements) and verify payment of the outflows to bank statements."*

We, Jason Tracy and Glen Kanevsky, advise that Jason Tracy undertook this engagement in his capacity as a partner of Deloitte Australia prior to his resignation from the partnership of Deloitte Australia on 1 April 2025.

### **Engagement of Deloitte by KAM as the Responsible Entity for the SMF ("4 March 2024 Engagement")**

On 4 March 2024, Deloitte was engaged by KAM in its capacity as the responsible entity for the SMF to provide the following services:

#### **"Verification of loan draw down requests**

*For each loan draw down request:*

1. *Verify the loan draw down amount per the draw down notice to third party invoices.*
2. *Confirm that the third party invoice relates to the project to which the draw down has been requested*
3. *For construction invoices, independently verify with the Construction Manager amounts owing to each subcontractor and the project to which they relate*
4. *For development invoices, independently verify with the Development Manager amounts owing to each consultant and the project to which they relate*
5. *On a weekly basis, once loan funds have been advanced from ADPF to the related party development entity, reconcile payment of the third party invoices to the Developer bank statements"*

We advise that Jason Tracy undertook this engagement in his capacity as a Partner of Deloitte Australia prior to his resignation from the partnership of Deloitte Australia on 1 April 2025.

In addition, we advise that the Court was made aware of the work performed by Deloitte pursuant to the 8 February 2024 Engagement, 4 March 2024 Variation and the 4 March 2024 Engagement prior to the 26 June 2024 Orders and the 27 August 2024 Orders. As such, the Court was aware of work which Deloitte and Jason Tracy in his capacity as a partner of Deloitte Australia had performed in respect of KAM and did not consider that the work performed amounted to a conflict of interest which prevented Jason Tracy and Lucicia Palaghia from being appointed as receivers and managers and subsequently, voluntary administrators of KAM.

### **Work undertaken pursuant to the Court orders dated 26 June 2024 in the Proceeding**

On 17 June 2024, ASIC applied to the Court in the Proceeding for, amongst other things, appointment of receivers and managers of KAM and to the Property of the SMF, ADPF and Quantum PE Fund (collectively referred to as the **'Funds'**).

Pursuant to the 26 June 2024 Orders (which were made by the Court with the consent of ASIC), Jason Tracy and Lucica Palaghia were:

1. "... appointed, jointly and severally without giving security, to have full control of any bank account held in the name of the [KAM], the Shield Master Fund, or beneficially held by either, until further order."
2. Required to "... validate ..." whether "the First Defendant is permitted to enter into ... transactions as validated ... in accordance with paragraph (a) of the Undertaking above (Permitted Transactions)"
3. Required to "provide a weekly report to the Plaintiff [ASIC] each Friday listing all Permitted Transactions entered into by the First Defendant during that week and identifying any rejected transactions;"
4. Required to "... provide to the Plaintiff [ASIC] by 23 July 2024 a report ... on the financial position of the Shield Master Fund and the Advantage Diversified Property Fund."

Subsequent to 26 June 2024, in addition to undertaking work to comply with the 26 June 2024 Orders, Deloitte undertook work to:

- Review and respond to queries from ASIC with respect to information disclosed within the report prepared by Jason Tracy and Lucica Palaghia with respect to the financial position of the SMF and the ADPF as required by the abovementioned court orders, and
- Collate records to comply with a notice to produce documents which was provided to us by ASIC. This notice requested documents which related to the report prepared by Jason Tracy and Lucica Palaghia with respect to the financial position of the SMF and the ADPF as required by the abovementioned court orders.

ASIC's application for appointment of receivers to the Property of the Funds was listed for hearing on 27 August 2024.

We advise that Jason Tracy and Lucica Palaghia undertook work pursuant to the 26 June 2024 Orders in their capacity as Partners of Deloitte Australia.

#### **Work undertaken pursuant to the Court orders dated 27 August 2024 in the Proceeding**

At the hearing in the Proceeding on 27 August 2024, ASIC sought orders appointing Jason Tracy, then of Deloitte Australia, and Lucica Palaghia of Deloitte Australia, as receivers and managers of KAM in its capacity as the responsible entity for the SMF, trustee for the ADPF and trustee of the Quantum PE Fund (being the '**Relevant Capacities**'). The application was opposed by KAM who sought a two-week adjournment of the hearing to explore alternative options.

ASIC was successful in its application and Jason Tracy and Lucica Palaghia were appointed as receivers and managers to KAM in its Relevant Capacities pursuant to the Court orders dated 27 August 2024 in the Proceeding, for the purposes of:

- "a. identifying, collecting and securing the Property of [KAM] held in any of its Relevant Capacities;
- b. ascertaining the amount of the Investor Funds received by [KAM];
  - c. identifying any dealings with, payments of, distributions of or uses made of the Investor Funds by [KAM];
  - d. identifying any Property purchased or acquired, directly or indirectly, with Investor Funds; and
  - e. recovering Investor Funds".

For the purpose of attaining the above objectives, the Court granted Jason Tracy and Lucica Palaghia, in their capacity as joint and several receivers and managers of KAM and the Property of the Funds, with the powers set out in sections 420(1) and (2)(a), (b), (e), (f), (g), (h), (j), (k), (n), (p), (q), (r), (t) and (u) of the *Corporations Act 2001* (Cth), and with a power to apply to the Court for directions or further orders. The 27 August 2024 Orders did not extend to the sale of any property of KAM without prior leave of the Court.

While the receivership of KAM and the Property of the Funds is ongoing as at the date of this DIRRI, we Jason Tracy and Glen Kanevsky, advise that on 31 March 2025, orders were made by the Federal Court of Australia removing Lucica Palaghia of Deloitte Australia as a joint and several receiver and manager with Ms Palaghia replaced by Glen Kanevsky (then of Deloitte Australia). As such, we, Jason Tracy and Glen Kanevsky are the currently appointed joint and several receivers and managers of KAM and the Property of the Funds.

We, Jason Tracy and Glen Kanevsky, retired from the partnership of Deloitte Australia on 1 April 2025 and subsequently commenced with Alvarez & Marsal as Managing Directors on 2 April 2025. We are continuing to complete the receivership of KAM and the Property of the Funds whilst at Alvarez & Marsal.

#### 4.2 Prior professional services for the Company within the previous 24 months

At Deloitte Australia, Jason Tracy and / or Glen Kanevsky provided professional services set out in the table below in the 24 months prior to acceptance of this appointment. On the bases set out for each engagement below, we do not consider that these prior services (whether individually or collectively) hamper, impede or influence our capacity to fully discharge the statutory and fiduciary obligations associated with the external administration of KAM in light of the 5 September 2024 Orders.

##### 1. 8 February 2024 Engagement and 4 March 2024 Variation

Details		Reason why there is no conflict of interest or duty
Services	Services rendered in relation to the 8 February 2024 Engagement and 4 March 2024 Variation described above.	<p>Jason Tracy and Glen Kanevsky do not consider that the services rendered pursuant to the 8 February 2024 Engagement and the 4 March 2024 Variation present a conflict of interest or duty for the following reasons:</p> <ul style="list-style-type: none"> <li>The engagement involved undertaking an independent review of the related party arrangements entered into by KAM in its role as responsible entity for the SMF and trustee for the ADPF, and the development of a 'sources and uses' analysis of the funds controlled by KAM in its capacity as responsible entity of the SMF based on company and third-party records (such as bank statements).</li> <li>While the 8 February 2024 Engagement letter originally anticipated that Deloitte would provide recommendations in respect of amendments to the related party arrangements to ensure that they could be properly characterised as arrangements on arm's length terms, Deloitte (including Jason Tracy and Glen Kanevsky) did not conclude or provide an opinion in relation to this scope item.</li> <li>At no time did Deloitte (including Jason Tracy and Glen Kanevsky) have any responsibility for any financial and/or management functions of the Company.</li> <li>Deloitte (including Jason Tracy and Glen</li> </ul>
Parties	KWM and Deloitte.	
Date of commencement and completion	Work commenced on 8 February 2024, and the engagement was terminated on 26 June 2024.	
Fees	<p>Deloitte billed a total of \$796,075 (excluding GST) to KWM for these services and has since reduced this amount by \$44,649 (excluding GST).</p> <p>Deloitte received \$751,426 (excluding GST) in relation to these services, \$701,075 (excluding GST) of which was received within the 6 months prior to Jason Tracy and Lucica Palaghia's appointment</p>	

Details		Reason why there is no conflict of interest or duty
	as voluntary administrators).	<p>Kanevsky) were not responsible for the creation or modification of any related party arrangements.</p> <ul style="list-style-type: none"> <li>• We do not expect any of the work done would be subject to review or challenge during the course of the Company's liquidation due to the nature of the engagement.</li> <li>• Deloitte undertook work from time to time referred to Deloitte on behalf of KWM, as do insolvency practitioners from other firms. This includes the appointment of Deloitte registered liquidators to companies as a formal appointment where KWM has asked Deloitte to consent to act.</li> <li>• We have not identified any issue in relation to the Deloitte relationship that would give rise to a conflict in undertaking the liquidation of the Company. The Deloitte relationship does not impact our independence.</li> <li>• Referrals from lawyers, accountants, business advisors and government agencies are commonplace and do not affect our independence in discharging our duties as liquidators.</li> </ul>

## 2. 4 March 2024 Engagement

Details		Reason why there is no conflict of interest or duty
Services	Services rendered in relation to the 4 March 2024 Engagement described above.	<p>Jason Tracy and Glen Kanevsky do not consider that the services rendered pursuant to the 4 March 2024 Engagement present a conflict of interest or duty for the following reasons:</p> <ul style="list-style-type: none"> <li>• The engagement involved certain matching and confirmation procedures relating to draw-down requests received by KAM in its capacity as responsible entity for the SMF to third party invoices and other documents supporting the draw-down amount.</li> <li>• Deloitte (including Jason Tracy and Glen Kanevsky) was not responsible for the creation or modification of any financial records of the Company.</li> <li>• We do not expect any of the work done would be subject to review or challenge during the course of the Company's liquidation, due to the nature of the engagement.</li> <li>• We have not identified any issue in relation to this relationship that would give rise to a</li> </ul>
Parties	KAM and Deloitte.	
Date of commencement and completion	Work commenced on 4 March 2024, and work was completed by 6 March 2024.	
Fees	<p>Deloitte billed a total of \$5,113 (excluding GST) to KAM for these services.</p> <p>Deloitte received \$5,113 (excluding GST) in relation to these services (all of which was received within the 6 months prior to Jason Tracy</p>	

Details		Reason why there is no conflict of interest or duty
	and Lucica Palaghia's appointment as voluntary administrators).	conflict in undertaking the liquidation of the Company. The relationship has not impacted our independence.

### 3. 26 June 2024 Orders

Details		Reason why there is no conflict of interest or duty
Services	Services rendered in relation to the 26 June 2024 Orders as noted above.	<p>Jason Tracy and Glen Kanevsky do not consider that the services rendered pursuant to the 26 June 2024 Orders present a conflict of interest or duty for the following reasons:</p> <ul style="list-style-type: none"> <li>• This engagement was undertaken by order of the Federal Court of Australia in the Proceeding.</li> <li>• Full disclosure of Deloitte and our prior work and relationship to KAM and the relevant associated entities listed in Annexure B was provided to the Court and the Plaintiff (ASIC) prior to the Orders being made.</li> <li>• The Orders were consented to by ASIC and were pursuant to the Court hearing.</li> <li>• The Orders provided Jason Tracy and Lucica Palaghia with control over certain bank accounts operated by KAM and required Jason Tracy and Lucica Palaghia to independently report to ASIC on the financial position of the SMF and the ADPF.</li> <li>• While Deloitte had control over certain bank accounts, Jason Tracy, Lucica Palaghia and Glen Kanevsky were not responsible for management of the business and its affairs, but rather, at the time, Jason Tracy and Lucica Palaghia were responsible to the Court.</li> <li>• Deloitte (including Jason Tracy and Glen Kanevsky) was not responsible for the creation or modification of any financial records of the Company.</li> <li>• We do not expect any of the work done would be subject to review or challenge during the course of the Company's liquidation, due to the nature of the engagement.</li> <li>• We have not identified any issue in relation to this relationship that would give rise to a conflict in undertaking the liquidation of the Company. The relationship has not impeded our independence.</li> </ul>
Parties	Deloitte.	
Date of commencement and completion	Work commenced immediately upon the Court orders being made on 26 June 2024. Deloitte's report to the Court was delivered on 27 July 2024. Our control of the relevant bank accounts remained in place until 4pm on 28 August 2024.	
Fees	<p>Under the terms of the 26 June 2024 Orders, Deloitte fees are required to be approved by the Court prior to payment.</p> <p>On 14 April 2025 (<b>14 April 2025 Orders</b>), the Court ordered, among other things, that we are to file any application for determination and fixing claims for our Remuneration (as defined in the orders) for the period from 26 June 2024 to 28 February 2025 by 31 May 2025, and thereafter from time to time in relation to periods following 28 February 2025. As of the date of this DIRRI, such application has not yet been made. A copy of the 14 April 2025 Orders are available on the A&amp;M website at:</p> <p><a href="https://www.alvarezandmarsal.com/am_aus_insolvency/keystone-asset-management-">https://www.alvarezandmarsal.com/am_aus_insolvency/keystone-asset-management-</a></p>	



Details		Reason why there is no conflict of interest or duty
	<a href="#">ltd</a>	

#### 4. 27 August 2024 Orders

Details		Reason why there is no conflict of interest or duty
Services	Services rendered in relation to the 27 August 2024 Orders described above	<p>Jason Tracy and Glen Kanevsky do not consider that the services rendered pursuant to the 27 August 2024 Orders present a conflict of interest or duty for the following reasons:</p> <ul style="list-style-type: none"> <li>• This engagement was undertaken by order of the Federal Court of Australia in the Proceeding.</li> <li>• The receivers and managers' appointment pursuant to the Orders was sought by ASIC.</li> <li>• Full disclosure of the receivers and managers' prior relationship to KAM and the relevant associated entities listed in Annexure B was provided to the Court and the Plaintiff (ASIC) prior to the orders being made.</li> <li>• The orders provided the receivers and managers with control over KAM in its Relevant Capacities.</li> <li>• The purpose and scope of the engagement is aligned to the liquidation process in terms of identifying, protecting and securing KAM's assets.</li> <li>• We do not expect any of the work done would be subject to review or challenge during the course of the Company's liquidation, due to the nature of the engagement.</li> <li>• We have not identified any issue in relation to this relationship that would give rise to a conflict in undertaking the liquidation of the Company. The relationship has not impeded our independence.</li> </ul>
Parties	Deloitte.	
Date of commencement and completion	Work commenced immediately upon the stay on the 27 August 2024 Orders being lifted at 4pm on 28 August 2024 and now continues in parallel to the liquidation appointment.	
Fees	<p>Under the terms of the 27 August 2024 Orders, Deloitte's fees are required to be approved by the Court prior to payment.</p> <p>We refer to the 14 April 2025 Orders and the explanation set out above.</p>	

In the 24 months prior to Jason Tracy's appointment as a joint and several voluntary administrator of KAM pursuant to the 5 September 2024 Orders, and over the course of Jason Tracy's appointment as voluntary administrator, A&M provided services ASIC with respect to KAM and the Funds. On the bases set out below, we do not consider that these prior services (whether individually or collectively) hamper, impede or influence our capacity to fully discharge our statutory and fiduciary obligations as liquidators of KAM.

Details		Reason why this relationship does not result in a conflict of interest or duty
Services	In conducting conflict checks for A&M, Jason Tracy and Glen Kanevsky have identified that A&M's Disputes and Investigations ( <b>D&amp;I</b> ) and Forensic Technology Services ( <b>FTS</b> ) team supported ASIC with onsite digital forensic assistance during the execution of search warrants, providing identification and preservation services of electronic evidence over a three (3) day period, in Melbourne, Victoria, Australia in matters relating to KAM and/or its related entities.	<p>Jason Tracy and Glen Kanevsky do not consider that the work conducted by A&amp;M prior to their commencement as Managing Directors at A&amp;M present a conflict of interest or duty for the following reasons:</p> <ul style="list-style-type: none"> <li>• ASIC's involvement in its capacity as the corporate regulator with respect to the Company would not be expected to give rise to conflicts for the Company's liquidators.</li> <li>• The staff members of A&amp;M that were involved in providing the services to ASIC will not be involved with the liquidation of the Company and will not be able to access any information related to the liquidation of KAM.</li> <li>• We do not expect any of the work done would be subject to review or challenge during the course of the Company's liquidation, due to the nature of the engagement.</li> <li>• We have not identified any issue in relation to this relationship that would give rise to a conflict in undertaking the liquidation of the Company. The relationship will not impede our independence.</li> </ul>
Parties	ASIC and A&M	
Date of commencement and completion	<p>The A&amp;M D&amp;I and FTS team were approached by ASIC to provide the abovementioned services on 8 August 2024.</p> <p>ASIC had instructed the A&amp;M D&amp;I and FTS team to undertake services in respect of a search warrant that was proposed to be issued in October 2024. ASIC subsequently advised that the search warrant had been cancelled on 23 October 2024.</p> <p>ASIC subsequently instructed the A&amp;M D&amp;I and FTS team to undertake services when search warrants were issued on 18, 19 and 20 February 2025.</p>	



Details		Reason why this relationship does not result in a conflict of interest or duty
	The services that ASIC requested to be completed by the A&M D&I and FTS team were completed on 20 February 2025 with a final invoice for the services rendered issued to ASIC on 26 February 2025.	
Fees	The A&M D&I and FTS team have been paid a total amount of \$81,157.49 (inclusive of GST) in respect of the services provided to ASIC.	

#### 4.3 Relevant relationships with the Company and others within the previous 24 months

In this section of the DIRRI, we provide details of any relevant relationships (excluding Professional Services to the Company) that we, while members of Deloitte Australia, or another member of Deloitte Australia, had within the proceeding 24 months, with the Company prior to Jason Tracy's appointment as a joint and several voluntary administrator of KAM pursuant to the 5 September 2024 Orders. Details of the nature of these relationships and the reasons it does not result in a conflict of interest, are below:

Name	Nature of relationship	Reason why this relationship does not result in a conflict of interest or duty
KordaMentha	<p>Partners of KordaMentha were formerly appointed as voluntary administrators of the Company.</p> <p>Deloitte Australia has undertaken a number of GST advisory engagements referred to Deloitte Australia by KordaMentha in the usual course of business.</p>	<p>We did not consider that previous GST advisory engagements referred by or for KordaMentha presented a conflict as there was no connection between those engagements and the Company.</p> <p>The provision of advisory services to KordaMentha brought about a commercial relationship that in our opinion did not present a conflict or impediment as it did not impact upon the position of the Company.</p> <p>Deloitte Australia were not paid any commissions, inducements or benefits to undertake any engagements for KordaMentha and as such, whilst we were partners of Deloitte Australia and one of the former voluntary administrators and now liquidators of KAM in the case of Jason Tracy, and one of the liquidators in the case of Glen Kanevsky, we did not consider ourselves to be bound or in any way obligated to deliver a favourable outcome to any party.</p>

Name	Nature of relationship	Reason why this relationship does not result in a conflict of interest or duty
		<p>We consider that referrals from lawyers, accountants, business advisors and government agencies are commonplace and do not affect our independence in discharging our duties as liquidators.</p> <p>Therefore, there is no relationship with KordaMentha which in our view would have restricted us from properly exercising our judgment and duties in relation to the appointment.</p>

In this section of the DIRRI, we provide details of any relevant relationships (excluding Professional Services to the Company) that we, or A&M had within the proceeding 24 months, with the Company prior to Jason Tracy's appointment as a joint and several voluntary administrator of KAM pursuant to the 5 September 2024 Orders. Details of the nature of these relationships and the reasons it does not result in a conflict of interest, are below:

Details		Reason why this relationship does not result in a conflict of interest or duty
<b>Parties</b>	<b>KordaMentha</b>	<p>We, Jason Tracy and Glen Kanevsky, do not consider previous advisory engagements for KordaMentha to present a conflict as there is no connection between these A&amp;M Engagements and the Company.</p> <p>The provision of advisory services to KordaMentha brings about a commercial relationship that in our opinion does not present a conflict or impediment as it does not impact upon the position of the Company.</p> <p>We do not consider ourselves to be bound or in any way obligated to deliver a favourable outcome to any party.</p> <p>Therefore, there is no relationship with KordaMentha which in our view would restrict us from properly exercising our judgment and duties in relation to the appointment.</p>
Services	<p>Partners of KordaMentha were formerly appointed as voluntary administrators of the Company.</p> <p>Alvarez &amp; Marsal has undertaken a number of engagements referred by KordaMentha in the usual course of business (<b>A&amp;M Engagements</b>).</p>	
<b>Parties</b>	<b>Deloitte Australia</b>	<p>We, Jason Tracy and Glen Kanevsky, do not consider our previous roles as partners of Deloitte Australia present a conflict. The relationship with Deloitte Australia arises because we were partners of Deloitte Australia earlier in our respective appointments with respect to the Company. We refer to the statements regarding services provided by Deloitte in section 4.2 above.</p>
Services	<p>Prior to their commencement at A&amp;M, Jason Tracy and Glen Kanevsky were appointed as joint and several receivers and managers and joint and several liquidators of the Company while belonging to the partnership of Deloitte</p>	

Details		Reason why this relationship does not result in a conflict of interest or duty
	Australia.	<p>We do not consider ourselves to be bound or in any way obligated to deliver a favourable outcome to any party.</p> <p>We consider that referrals from lawyers, accountants, business advisors and government agencies are commonplace and do not affect our independence in discharging our duties as liquidators.</p> <p>Therefore, there is no relationship with Deloitte Australia which in our view would restrict us from properly exercising our judgment and duties in relation to the appointment.</p>

As at the date of this DIRRI, Jason Tracy and Glen Kanevsky are also the appointed receivers and managers of KAM in its Relevant Capacities pursuant to the 27 August 2024 Orders (as varied by the 31 March 2025 Orders). Details of the nature of this relationship and the reasons it does not result in a conflict of interest are above.

As detailed earlier in this DIRRI, we, Jason Tracy and Glen Kanevsky, have also been appointed as receivers and managers of the following entities:

Company Name	Date of Appointment
75 Port Douglas Road	28 November 2024
Red Hill Terraces (Land)	3 December 2024
Nicholson Street Bentleigh	3 December 2024
Augustine Terrace Glenroy	3 December 2024
33 Davidson Port Douglas	3 December 2024
33 Davidson Street	3 December 2024
Warrigal Road Ashburton	18 February 2025

The entities detailed in the above table are collectively referred to as **'the SPVs'**.

As at the dates of our appointments as joint and several receivers and managers of the SPVs, we were both partners of Deloitte Australia. When we were appointed as joint and several receivers and managers of 75 Port Douglas Road, Jason Tracy was also one of the appointed voluntary administrators of KAM and one of the appointed joint and several receivers and managers of KAM (which appointment included the Property of the Funds). When we were appointed as joint and several receivers and managers of the SPVs other than 75 Port Douglas Road we were also appointed as liquidators of KAM and Jason Tracy was one of the appointed joint and several receivers and managers of KAM (which appointment include the Property of the Funds). As detailed earlier in this DIRRI, on 31 March 2025, Glen Kanevsky was appointed as a joint and several receiver and manager of KAM and the Property of the Funds replacing Lucica Palaghia who had been appointed pursuant to the 27 August 2024 Orders. Details of the nature of these relationships and the reasons those relationships do not result in a conflict of interest are below:

Name	Nature of Relationship	Reason why this relationship does not result in a conflict of interest or duty
The	We note the following:	We do not consider the appointment of Jason Tracy and Glen Kanevsky as

Name	Nature of Relationship	Reason why this relationship does not result in a conflict of interest or duty
SPVs	<ul style="list-style-type: none"> <li>On 28 November 2024, Jason Tracy and Glen Kanevsky were appointed as receivers and managers of 75 Port Douglas Road</li> <li>On 3 December 2024, Jason Tracy and Glen Kanevsky were appointed as receivers and managers of the SPVs other than 75 Port Douglas Road and Warrigal Road Ashburton, and</li> <li>On 18 February 2025, Jason Tracy and Glen Kanevsky were appointed as receivers and managers of Warrigal Road Ashburton.</li> </ul> <p>The abovementioned receivership appointments are collectively referred to as the <b>'SPVs' Receivers and Managers'</b>.</p> <p>Jason Tracy and Glen Kanevsky were previously Partners of Deloitte Australia. Jason Tracy and Glen Kanevsky are now Managing Directors at Alvarez &amp; Marsal. In addition to our role as the SPVs' Receivers and Managers, we are also currently acting as the liquidators of KAM and the joint and several receivers and managers of KAM and the Property of the Funds.</p> <p>The books and records of the ADPF disclose that loans have been provided to the SPVs (excluding 33 Davidson Street) by KAM as trustee for the ADPF prior to the appointment of the receivers and managers to KAM. The draft management account balance sheet for the ADPF (Unity accounts) disclosed that:</p> <ul style="list-style-type: none"> <li>\$175,860,958.97 was owed to the ADPF by 75 Port Douglas Road as at 31 May 2024.</li> <li>\$3,691,840.32 was owed to the ADPF by Red Hill Terraces (Land) as at 31 May 2024;</li> <li>\$8,110,098.28 was owed to the ADPF by Nicholson Street Bentleigh as at 31 May 2024;</li> </ul>	<p>liquidators of the Company while also acting as the SPV's Receivers and Managers to represent a conflict.</p> <p>Acting as receivers and managers of KAM in its capacity as trustee for the ADPF, we caused KAM to appoint the SPVs' Receivers and Managers. We did this in accordance with the 27 August 2024 Orders, which provide for the receivers and managers of KAM to secure and recover the property of KAM as trustee for the ADPF. For the reasons described above, we do not consider that our concurrent appointments as liquidators and receivers and managers of KAM (including as trustee for the ADPF) give rise to a conflict.</p> <p>We do not consider that there are any other relationships between the KAM and the SPVs which give rise to conflicts between our roles as liquidators and as the SPVs' Receivers and Managers.</p> <p>It is our view that the concurrent appointments described above, will have practical benefits as efficiencies may be gained by virtue of the knowledge of the SPVs' affairs which have been attained over the course of the receivers and managers' appointment to KAM in its Relevant Capacities.</p> <p>In the event, which we do not foresee, that there are any disputes with respect to any dealings between the SPVs, KAM, the ADPF or any other relevant entity, which give rise to a conflict, we will disclose any such conflicts to creditors and, if appropriate, seek Court directions or other relief as may be necessary.</p> <p>In light of the above, we do not consider that our appointment as the SPVs' Receivers and Managers prevents us from properly exercising our judgment and duties in relation to our appointment as liquidators.</p>

Name	Nature of Relationship	Reason why this relationship does not result in a conflict of interest or duty
	<ul style="list-style-type: none"> <li>\$2,412,957.63 was owed to the ADPF by Augustine Terrace Glenroy as at 31 May 2024</li> <li>\$1,809,146.53 was owed to the ADPF by 33 Davidson Port Douglas as at 31 May 2024; and</li> <li>\$2,839,242 was owed to the ADPF by Warrigal Road Ashburton as at 31 May 2024.</li> </ul> <p>Jason Tracy and Glen Kanevsky were appointed as the SPVs' Receivers and Managers by KAM in its capacity as trustee for the ADPF for the purpose of recovering the assets of the ADPF pursuant to the 27 August 2024 Orders.</p>	

#### 4.4 Confirmation that there are no other relevant relationships to declare

There are no other known relevant relationships, including personal, business and professional relationships, from the previous 24 months with the Company, an associate of the Company, a former insolvency practitioner appointed to the Company or any person or entity that has security over the whole or substantially whole of the Company's property that should be disclosed.

#### 5. Indemnities and up-front payments

We have not been provided with any indemnities, other than any indemnities which may be available to us under statute, and we have not received any up-front payments in respect of our remuneration or disbursements.

Dated this 5<sup>th</sup> day of May 2025



.....  
Jason Tracy

**Managing Director**

**Alvarez & Marsal**



.....  
Glen Kanevsky

**Managing Director**

**Alvarez & Marsal**

Notes:

1. The assessment of independence has been made based on an evaluation of the significance of any threats to independence and in accordance with the requirements of the relevant legislation and professional Standards.
2. If circumstances change, or new information is identified, we are required under the Corporations Act 2001 and ARITA's Code of Professional Practice to update this Declaration and provide a copy to creditors with our next communication as well as table a copy of any replacement declaration at the next meeting of the insolvent's creditors. For creditors' voluntary liquidations and voluntary administrations, this document and any updated versions of this document are required to be lodged with ASIC.

## Annexure A

### Alvarez and Marsal Australia and associated entities

- Alvarez and Marsal FAS Australia Pty Ltd
- Alvarez & Marsal Legal Australia Pty Ltd
- Alvarez & Marsal Australia and New Zealand Pty Ltd
- Alvarez and Marsal Asia Holdings LLC, and
- Alvarez and Marsal Holdings LLC.

## Annexure B

### Details of KAM and its Relevant Associated Entities

Company Name	ACN / ARSN
Keystone Asset Management Ltd	612 443 008
Keystone Asset Management Ltd in its capacity as the Responsible Entity for the Shield Master Fund	650 112 057
Keystone Asset Management Ltd in its capacity as the trustee for the Advantage Diversified Property Fund	-
Keystone Asset Management Ltd in its capacity as the trustee for the Quantum PE Fund	-