



DomaCom Limited ACN 604 384 885
Level 6, 99 Queen Street
Melbourne VIC 3000

To: DomaCom Limited Shareholders

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of DomaCom Limited (the **Company**) will be held on **Wednesday 17th October 2018 at 11am AEDT** as follows:

GRANT THORNTON MELBOURNE at Collins Square Business Centre, Tower 2 – Level 6, 727 Collins Street, Melbourne; and

GRANT THORNTON SYDNEY by video/telephone conference on Level 17, 383 Kent Street, Sydney.

The meeting will be webcast. If you choose to access this option you will need to register for the webcast 24 hours prior to the meeting using your shareholder registration details through the following link:

<https://attendee.gotowebinar.com/register/8977130204008539393>

Members may attend in person or by proxy. Members using the webcast will not be registered as attending the meeting and therefore should vote by proxy.

The Explanatory Statement to the Notice of Meeting provides additional information on the matters to be considered at the Annual General Meeting.

By order of the Board,

Philip Chard

Company Secretary

AGENDA

1. Welcome & Apologies
2. Approval of the Minutes of the 2017 Annual General Meeting and the 2018 Extraordinary General Meeting held on 15 May 2018
3. Chairman's Address
4. CEO Report
5. Receipt of Reports and Financial Statements

To receive and consider the Directors' Report, remuneration report and the Financial Report of DomaCom Limited for the year ended 30 June 2018 and the Auditor's Report in relation to the Financial Report.

6. Resolutions

Resolution 1 – Adoption of the Remuneration Report

To consider and, if thought fit, pass the following resolution as an advisory resolution:

That the Remuneration Report for the financial year ended 30 June 2018 be adopted.

Voting Exclusion Statement for Resolution 1:

The Company will disregard any votes cast (in any capacity) on this resolution by or on behalf of a member of the Company's key management personnel (**KMP**), whose remuneration details are included in the Remuneration Report, or any of their Closely Related Parties. However, the Company need not disregard a vote on this resolution if it is cast as a proxy for a person who is entitled to vote on the resolution in accordance with a direction on the Proxy Form, or it is cast by the Chairman of the Annual General Meeting as a proxy for a person who is entitled to vote and the appointment of the Chairman as proxy does not specify the way the proxy is to vote and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 2 – Re-election of Mr Graeme A Billings as a Director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

THAT Mr Graeme Billings, who retires by rotation in accordance with the Company's Constitution and is eligible for election, be re-elected as a Director of the Company.

Resolution 3 – Re-election of Mr Peter C Church OAM as a Director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

THAT Mr Peter Church, who retires by rotation in accordance with the Company's Constitution and is eligible for election, be re-elected as a Director of the Company.

Resolution 4 – Ratification of prior issue of Options

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 1,850,000 unlisted Options to The Australian Special Opportunity Fund, LP (“ASOF”) pursuant to the Convertible Security Funding Agreement and Second Convertible Security Notice under Mutual Agreement between the Company and ASOF, on the terms and conditions as set out in the Explanatory Statement.”

Voting Exclusion Statement for Resolution 4:

The Company will disregard any votes cast in favour of this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions of the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 5 – Ratification of issue of Second Convertible Security to The Australian Special Opportunity Fund, LP

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of the Second Convertible Security to The Australian Special Opportunity Fund, LP on the terms and conditions of the agreement as set out in the Explanatory Statement.”

Voting Exclusion Statement for Resolution 5:

The Company will disregard any votes cast in favour of this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions of the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 6 – Ratification of prior issue of Placement Shares

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 9,504,615 fully paid ordinary shares in the Company on 4 September 2018 at an issue price of \$0.065 per share under a capital raising placement.”

Voting Exclusion Statement for Resolution 6:

The Company will disregard any votes cast in favour of this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions of the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 7 – Approval of 10% Placement Capacity

To consider and, if thought fit, pass the following resolution as a special resolution:

“That for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totaling up to 10% of the Shares on issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Notes”

Voting Exclusion Statement for Resolution 7:

The Company will disregard any votes cast in favour of this Resolution by any person who may participate in the issue of Equity Securities under Resolution 7 and any person who might obtain benefit, except a benefit solely in the capacity of a holder of ordinary securities in the Company, if Resolution 7 is passed, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions of the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. Any other business.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting on Wednesday 17th October 2018.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting preceding this Explanatory Statement.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Annual General Meeting, please contact the Company Secretary or your professional adviser.

Financial Statements

The law requires Directors to lay the Financial Report, Directors' Report, Remuneration Report and Auditors' Report for the last financial year before the Annual General meeting of shareholders.

Shareholders have been provided with all relevant information concerning these reports in the Annual Report of the Company for the year ended 30 June 2018 (Annual Report). A copy of the Annual Report has been sent to each Shareholder (other than those Shareholders who have previously elected not to receive the Annual Report, whether in paper form or electronically). Any Shareholder who has made this election and now wishes to receive a paper or electronic copy of the Annual Report should contact the Company to arrange receipt. The Annual Report can also be viewed, printed and downloaded from the Company's website at <http://www.domacom.com.au/investor-relations/financial-reports/>

Shareholders will be provided with a reasonable opportunity to ask questions about, or make comments on, the Annual Report. The Auditors will be invited to the meeting and opportunity will be given to shareholders to ask them any questions.

Resolution 1 Adoption of the Remuneration Report as set out in the Annual Report for 2018.

Section 250R(2) of the Corporations Act requires listed companies to put a resolution to their shareholders that the Remuneration Report be adopted. The vote on this resolution is advisory only and will not bind the Company or the Directors. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration practices and policies.

The Remuneration Report forms part of the Directors' Report and is included in the Annual Report for the financial year ended 30 June 2018.

The Remuneration Report contains information required under section 300A of the Corporations Act, including

- (a) Principles used to determine the nature and amount of remuneration
- (b) Details of remuneration
- (c) Service Agreements
- (d) Share-based remuneration and
- (e) Other information

Board recommendation: Given the interest in this Resolution, the Board makes no recommendation on this Resolution 1.

Resolution 2 – Re-election of Mr Graeme A Billings as a Director

Clause 9.1 (d) of the DomaCom Constitution provides that 2 directors must retire from office if there are 5 or less directors (after excluding a managing director) or one third of those directors if there are more than 5 directors. Under clause 9.1(g) of the DomaCom Constitution, the Directors who must retire in accordance with this clause are the directors who wish to retire and not offer themselves for re-election and those who have been longest in office since their last election or appointment.

As at the date of this Notice of Meeting, the DomaCom Board is comprised of five directors and the managing director, Mr Arthur Naoumidis. Mr Graeme Billings was re-elected as an Executive Director on 16 November 2016 and Mr Peter Church was elected as a director on 18 November 2015. Therefore, of the five directors, they have held office for the longest period.

Mr Graeme Billings was appointed as a Non-Executive Director of the Company on 23 February 2015 and re-elected on 16 November 2016.

Graeme has been a Chartered Accountant since 1980. He retired from PricewaterhouseCoopers in 2011 after 34 years where he was a senior partner in the Assurance practice. Graeme is a former head of the Melbourne Assurance practice as well as leading the Firm's Australian and Global Industrial Products businesses. He has extensive experience in providing assurance, governance, transaction and consulting services to multi-national and national companies in the automotive, manufacturing, consumer goods and construction industries. Graeme was also a regular media commentator on the Industrial Products sector.

Graeme is now an advisor to various companies as well as acting as a non-executive director for a number of public and private companies in the financial services, manufacturing, retail and construction sectors.

Mr Graeme Billings retires by rotation and seeks re-election at this Annual General Meeting.

Board Recommendation: Mr Graeme Billings has an interest in the resolution and therefore does not make a recommendation. The other Directors unanimously recommend a vote in favour of the resolution.

Resolution 3 – Re-election of Mr Peter C Church OAM as a Director

Mr Peter Church was appointed as a Non-Executive Director of the Company on 26 August 2015.

Much of Peter's career as a lawyer and corporate adviser has been spent in South East Asia and India where he has implemented strategies for investors and those seeking to develop and carry on business, as well as other related corporate advisory activities.

Peter was awarded the Medal of the Order of Australia (OAM) in 1994 by the Australian Government for promotion of business between Australia and South East Asia. His current appointments include Executive Chairman of the AFG Venture Group, Special Counsel at Stephenson Harwood, Non Executive Director at ASX-listed OM Holdings Limited, Elara Capital PLC and Non Executive Chairman of Bangkok International Associates. He has also been appointed to professorial roles in Australia at Curtin University and in India at Great Lakes Institute of Management and Sri Sharada Institute of Indian Management.

Mr Peter Church retires by rotation and seeks re-election at this Annual General Meeting.

Board Recommendation: Mr Peter Church has an interest in the resolution and therefore does not make a recommendation. The other Directors unanimously recommend a vote in favour of the resolution.

Resolution 4 – Ratification of prior issue of Options

4.1 General

As announced on 24th January 2018, the Company has entered into a convertible security agreement ("Agreement") with The Australian Special Opportunity Fund, LP ("ASOF") a fund managed by The Lind Partners, LLC (together "Lind") which provides for a First Convertible Security Facility with a face value of \$1,200,000 and a Second Convertible Security Facility with a face value of \$600,000.

As announced on 4th April 2018, the Agreement has been amended to add a requirement that any additional shares issued to service repayments, or satisfy conversions, under the Agreement must not exceed 6,000,000 shares in total.

The issue of the First Convertible Securities, the Collateral Shares and the First Options were ratified in the Extraordinary General Meeting (EGM) held on 15 May 2018.

As announced on 5th June 2018, the Company agreed to take up the Second Convertible Security Facility as set out in the Agreement.

A summary of the material terms and conditions of the Agreement are set out below. The material terms and conditions relating specifically to the First

Convertible Security and First Options have been excluded as their issues were ratified in the EGM on 15 May 2018.

Funding and Second Convertible Security

- a) Lind agreed to advance \$500,000 to the Company. This amount has been received, less an initial commitment fee of \$25,000.
- b) In consideration for the receipt of \$500,000, the Company has issued to ASOF an uncertificated Convertible Security with a face value of \$600,000 ("Second Convertible Security").
- c) The First and Second Convertible Securities ("Convertible Securities") rank senior, unsecured, being senior to all other unsecured subordinated obligations of the Company.

Repayment

- a) The Second Convertible Security is repayable through 20 equal monthly payments.
- b) The Company may, at its election, make the repayments in:
 - i. cash at a premium of 5% of the Repayment Amount; and or
 - ii. by the issue of that number of Shares which is equal to the Repayment Amount divided by the price per Share that is equal to 90% of the average of three (3) daily VWAPs per Share as selected by Lind during the 20 consecutive trading days immediately prior. Any additional shares issued to repay the Convertible Securities and/or convert the outstanding balance of the Convertible Securities must not exceed 6,000,000 shares in total.

Conversion

- a) ASOF has the right to convert the outstanding balance of the Second Convertible Security Facilities ("Convertible Security Facilities") to Shares at a pre-set conversion price equal a 30% premium of the average of the 5 daily VWAPs selected by Lind during the 20 trading days prior to the Second Closing Date. Any additional shares issued to repay the Convertible Securities and/or convert the outstanding balance of the Convertible Securities must not exceed 6,000,000 shares in total.
- b) To effect conversion, ASOF may provide a conversion notice no less than one (1) business day prior to requiring the Company to effect conversion of

some or all of the Convertible Security Facilities. The conversion notice must specify:

- i. the conversion amount, which must be a minimum of \$50,000 or, if the amount is less than \$50,000, the total amount of the outstanding for the Convertible Securities;
- ii. whether the conversion amount will be constituted in whole or part by a reduction in ASOF's shareholding in the Company (being 2,000,000 Shares), and if so, must advise the reduction which will be applied to satisfy some or all of the conversion amount; and
- iii. the conversion price applicable to the conversion being
 - (A) 30% premium of the average of the 5 daily VWAPs selected by Lind during the 20 trading days prior to the Second Closing Date; or
 - (B) where the market capitalisation of the Company is lower than \$4,000,000, the price per share equal to 90% of the average of three (3) daily VWAPS per Share during the twenty (20) trading days immediately prior to the conversion date.

Company Buy-Back

- a) The Company has the right to buy-back the outstanding balance of the Convertible Security Facilities in immediately available funds at any stage during the Term of the Agreement provided there has been no event of default;
- b) If the Company wishes to exercise its buy-back right, the Company must issue ASOF with a buy-back notice. Upon receipt of the buy-back notice, ASOF has the option to convert up to 30% of the total face value of the Convertible Security Facilities into Shares at its discretion and at the Conversion Price and otherwise in accordance with the terms of the Agreement; and
- c) The Buy-Back Conversion Price is determined by Lind and is equal to the conversion price, being a 30% premium of the average of the 5 daily VWAPs selected by Lind during the 20 trading days prior to the Second Closing Date, or 90% of the average of 3 daily VWAPs as selected by Lind during the 20 trading days prior to the notice of repayment.

Issue of Consideration Securities

a) The Company has granted the following securities as consideration for ASOF entering into the Convertible Security Funding Agreement relating to the Second Convertible Security:

- i. 1,850,000 unlisted Options, exercisable at \$0.065 each on or before 15 June 2021,

(the issue of the above Options is the subject of Resolution 4)

Collateral Shares

a) Where any shares are to be issued to ASOF due to conversion, repayment or buy-back of some or all of the Convertible Securities, ASOF may permit some or all of the Shares issued because of such an event to be satisfied by a reduction in the balance of the Collateral Shares.

b) ASOF may also elect to acquire all rights in some or all of the Collateral Shares by written notice to the Company ("Collateral Election Notice") at any time during the Term of the Agreement.

c) Upon giving the Collateral Election Notice, ASOF shall be required to advance to the Company an amount determined by multiplying the number of Collateral Shares that is subject to the Collateral Election Notice by the Collateral Share Price (defined below) being:

- i. the price per Share equal to 90% of the average of three (3) daily VWAPS per Share during the 20 consecutive trading days immediately prior to the Collateral Election Notice; and
- ii. where the Company's Shares have been suspended from trading during the 20 consecutive trading days prior to the date of the Collateral Election Notice, an amount equal to 85% of the fair market value of the parcel of Collateral Shares (with the fair market value to be determined by an appropriately qualified independent valuer),

(together, the "Collateral Share Price")

d) To the extent that ASOF holds any Collateral Shares at the expiry of the Term, ASOF must pay the Company an amount equal to the Outstanding Collateral Shares multiplied by the Collateral Share Price within ten (10) business days of the expiry of the Term.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the allotment and issue of securities to ASOF on 15 June 2018, being 1,850,000 unlisted Options exercisable at \$0.065 each with an expiry date of 15 June 2021.

4.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

4.3 ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

As announced on 4th April 2018, the Agreement was amended to add a requirement that any additional shares issued under the Agreement to repay the Convertible Securities and/or convert the outstanding balance of the Convertible Securities must not exceed 6,000,000 shares in total. The amendment was made to ensure that the issue of Convertible Securities does not breach ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.4 Technical information required by Listing Rule 7.4

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.5:

- a) 1,850,000 Options (exercisable at \$0.065 each) were issued;
- b) The Options were issued for nil cash consideration in satisfaction of consideration for the funding provided under the Convertible Security Funding Agreement;
- c) The terms and conditions of the Options are set out in Appendix A;
- d) The Options were issued to The Australian Special Opportunity Fund, LP, and unrelated party to the Company; and
- e) No funds were raised from the issue as the Options were issued for nil consideration in accordance with the Convertible Security Funding Agreement.

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 4.

Resolution 5 - Ratification of issue of Second Convertible Security to The Australian Special Opportunity Fund, LP

5.1 General

As set out in section 4.1 above and announced on 24 January 2018, the Company has entered into a Convertible Security Funding Agreement with The Australian Special Opportunity Fund, LP, a fund managed by The Lind Partners (together "Lind") which provides for a convertible security facility with a face value of \$600,000.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Convertible Security.

5.2 Key Terms of Convertible Security

The key terms of the Convertible Security are set out above at section 4.1.

5.3 Listing Rules 7.1 and 7.4

A summary of ASX Listing Rules 7.1 and 7.4 are set out in sections 4.2 and 4.3 above.

As announced on 4th April 2018, the Agreement was amended to add a requirement that any additional shares issued under the Agreement to repay the Convertible Securities and/or convert the outstanding balance of the Convertible Securities must not exceed 6,000,000 shares in total. The amendment was made to ensure that the issue of Convertible Securities does not breach ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

5.4 Technical information required by ASX Listing Rule 7.4

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.5:

- a) The Company issued one Convertible Security with a face value of \$600,000;
- b) The Convertible Security was issued for an advance of \$500,000 less commitment fees of \$25,000;
- c) The material terms of the Convertible Security are set out in section 4.1;
- d) The Convertible Security was issued to The Australian Special Opportunity Fund, LP, an unrelated party of the Company; and
- e) The funds raised from the issue of the Convertible Security will be used to further develop the DomaCom Platform and meet working capital requirements.

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 5.

Resolution 6 – Ratification of prior issue of Placement Shares

6.1 General

The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.1 for the issue of 9,504,615 fully paid ordinary shares on 4 September 2018.

6.2 Listing Rules 7.1 and 7.4

A summary of ASX Listing Rules 7.1 and 7.4 are set out in sections 4.2 and 4.3 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.3 Technical information required by Listing Rule 7.4

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.5:

- a) 9,504,615 fully paid ordinary shares were issued;
- b) The shares were issued at a price of \$0.065 per share;
- c) Recipients of issue: sophisticated and professional investors introduced to the Company by the Company's advisors and/or invited by the Company to participate in the issue.
- d) The terms and conditions: fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company; and
- e) The funds raised will be used to further develop the DomaCom Platform and meet working capital requirements.

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 6.

Resolution 7 – Approval of 10% Placement Capacity

Listing Rule 7.1A enables an Eligible Entity to seek approval by special resolution at its Annual General Meeting to issue Equity Securities up to 10% of its issued capital over a period of up to 12 months after the Annual General Meeting, in addition to those under the 15% annual placement capacity (**10% Placement Capacity**).

An Eligible Entity is one that, as at the date of the relevant Annual General Meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and had a market capitalisation at the close of business on 4 September 2018 of \$10,467,004 based on a share price of \$0.083.

The effect of Resolution 7 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue during the period up to 12 months after the Annual General Meeting, without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has only one class of Equity Securities on issue, being fully paid ordinary shares.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

(A x D) - E

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement:

(a) plus the number of Shares issued in the previous 12 months under an exception in Listing Rule 7.2;

(b) plus the number of partly paid shares that became fully paid in the previous 12 months;

(c) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4; and

(d) less the number of Shares cancelled in the previous 12 months.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Shares under Listing Rule 7.1.

TECHNICAL INFORMATION REQUIRED BY LISTING RULE 7.1A

In accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 7:

a) Minimum price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed (**Agreed Issue Date**); or

- (ii) if the Equity Securities are not issued within 5 ASX trading days of the Agreed Issue Date, the date on which the Equity Securities are issued.

b) Date of issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of this Annual General Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Annual General Meeting; and
- (ii) the date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) or such longer period if allowed by ASX.

c) Risk of dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the voting interests and may dilute the economic interests of Shareholders who do not receive Equity Securities under the issue.

The table below seeks to demonstrate the potential dilution of existing Shareholders resulting from the issue of Equity Securities under the 10% Placement Capacity calculated in accordance with the formula contained in Listing Rule 7.1A(2). The table does this by setting out the potential number of Shares issued and funds raised on the basis of:

- (i) the current number of Shares on issue;
- (ii) the number of Shares on issue changing (variable 'A' in the formula); and
- (iii) a variation in the issue price of the Shares (noting that Shares may only be issued at up to a 25% discount based on the volume weighted average price of the Shares calculated over the 15 ASX trading days preceding the issue).

Number of shares on issues (Variable A in formula)	Dilution Variable	Voting Dilution		
		\$0.042 (50% decrease in current issue price)	\$0.083 (current issue price)	\$0.125 (50% increase in current issue price)
126,108,480 (Current)	Additional 10% shares issued	12,610,848	12,610,848	12,610,848
	Funds raised	529,655.62	1,046,700.38	1,576,356.00
189,162,720 (50% increase)*	Additional 10% shares issued	18,916,272	18,916,272	18,916,272
	Funds raised	794,483.42	1,570,050.58	2,364,534.00
252,216,960 (100% increase)*	Additional 10% shares issued	25,221,696	25,221,696	25,221,696
	Funds raised	1,059,311.23	2,093,400.77	3,152,712.00

* The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that does not require Shareholder approval (such as a pro-rata rights issue) or an issue of Shares with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. The current number of Shares on issue is the Shares on issue as at 4 September 2018.
2. The current issue price is the closing price of the Shares on the ASX on 4 September 2018.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
5. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.

Shareholders should note that there is a risk that:

- (i) the market price for the Shares may be significantly lower on the issue date than on the date of the Annual General Meeting; and

(ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

d) Purpose of issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for various purposes including the following:

- (i) to raise cash as consideration for general working capital; or
- (ii) to continue to invest in further developing the Fractional Investing Platform.

e) Allocation under the 10% Placement Capacity

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and braking advisers (if applicable).

(f) Previous approval under Listing Rule 7.1A

The Company has not previously obtained approval under Listing Rule 7.1A.

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 7.

Business of Annual General Meeting

The Annual General Meeting of a company is required by law to be held within five (5) months of the close of the financial year to which it applies.

The Corporations Act require that 28 days' notice is required for Annual General Meetings of a listed company. This Notice of Meeting is intended to satisfy that requirement.

Under the Constitution no business shall be transacted at any Annual General Meeting unless a quorum of 5 Shareholders are present.

The agenda of the Annual General Meeting is now fixed and business not on the agenda cannot be brought to the meeting without leave of the Chair.

Only shareholders of the Company and invited guests may attend the Annual General Meeting.

Voting Entitlement

The Board has determined that for the purpose of voting at the Annual General Meeting, Shares will be taken to be held by those persons who hold them at 7.00pm AEDT on 15th October 2018. This means that if you are not the registered holder of a Share at that time you will not be entitled to vote at the Annual General Meeting in respect of that Share.

Voting in person

To vote in person at the Meeting, you must attend the meeting to be held at 17th October 2018.

Proxy Form for Annual General Meeting

A Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote on behalf of that Shareholder. A proxy need not be a Shareholder. A Shareholder can appoint an individual or a body corporate as its proxy. If a body corporate is appointed as a proxy, it must ensure that it appoints a corporate representative as required by the Corporations Act 2001 (Cth) to exercise its powers as proxy at the Meeting.

A Shareholder who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointments do not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise half the votes (disregarding fractions).

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the Resolution by marking either "For", "Against" or "Abstain" on the Proxy Form for that item of business. If you sign the Proxy Form and do not appoint a proxy, you will have appointed the Chairman of the Meeting as your proxy.

Completed Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) must be lodged at the Company's share registry,

Boardroom Pty Limited; or faxed to the fax number specified below not later than 11.00am (AEDT) on 15th October 2018.

Address (hand deliveries): Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000. Address (postal deliveries): Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001

Fax number for lodgement: +61 2 9290 9655

Please read all instructions carefully before completing the proxy form.

Alternatively, please visit www.votingonline.com.au/domacomagm2018 to submit your voting intentions.

Undirected proxies

Subject to any restrictions set out in this Notice of Meeting or the Proxy Form, the Chairman of the meeting intends to vote all undirected proxies in favour of all resolutions.

If you appoint the Chairman of the Meeting (or the Chairman is taken to be appointed) as your proxy and you do not direct the Chairman how to vote on a resolution, then by completing and returning the Proxy Form, you expressly authorise the Chairman to exercise the proxy and to vote in accordance with his stated intention to vote in favour of all resolutions.

If you have appointed the Chairman of the Meeting (or the Chairman is taken to be appointed) as your proxy and you direct the Chairman how to vote on a resolution by marking either "for", "against" or "abstain" for a resolution, then your vote will be cast in accordance with your direction.

Corporate representatives

A Shareholder, or proxy, that is a body corporate and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative. Evidence of the appointment of a corporate representative must be in accordance with section 250D of the Corporations Act and be lodged with the Company.

A Shareholder entitled to attend and vote at the Meeting may appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. The power of attorney appointing the attorney must be duly signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one.

A corporate representative or an attorney may, but need not, be a Shareholder of the Company.

Corporate representatives should bring to the Meeting appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to bring to the Meeting the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

Questions and comments by Shareholders at the meeting

In accordance with the Corporations Act and the Company's best practice, a reasonable opportunity will be given to Shareholders at the meeting to ask questions about, or to make comments on, the management of the Company.

Similarly, a reasonable opportunity will also be given to Shareholders at the meeting to ask the Company's auditors, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements, and the independence of the auditor in relation to the conduct of the audit.

Relevant written questions to the Company or the auditors must be received no later than 7:00pm (AEDT) on Wednesday, 10 October 2018. A list of those questions will be made available to Shareholders attending the meeting. The Company will either answer questions at the meeting or table written answers to them at the meeting. If written answers are tabled at the meeting, they will be made available to Shareholders as soon as practicable after the meeting.

Please send written questions to:

On-line –via the BoardRoom "VotingOnline" facility.

Post to – Philip Chard, Level 9, 99 Queen Street, Melbourne VIC 3000

Email – philip.chard@domacom.com.au

Appendix A

Terms and conditions of Options issued The Australian Special Opportunity Fund, LP

Option \$0.065 expiry 15 June 2021

Terms and Conditions

1. Terms of the Options

1.1 Nature of Options

- (a) Each Option shall grant the holder of that Option the right but not the obligation to be issued by the Company one Share at the Option Exercise Price.
- (b) Each Option shall be exercisable by the Option holder complying with its obligations under this clause 1 of the Convertible Security Funding Agreement, at any time after the time of its grant, and prior to the date that is thirty-six (36) calendar months after the date granted to the Investor (the *Option Expiration Date*) after which time it will lapse.
- (c) The exercise price of \$0.065 is calculated as the average daily VWAP during the 20 trading days prior to the Second Closing Date.

1.2 Exercise of Options

- (a) Without limiting the generality of, and subject to, the other provisions of the Agreement, an Option holder may exercise any of its Options at any time prior to their expiration, by delivery of:
 - (i) a copy, whether facsimile or otherwise, of a duly executed Option exercise form, to the Company during normal business hours on any Business Day at the Company's principal executive offices (or such other office or agency of the Company as it may designate by notice to the Option holder); and
 - (ii) payment of an amount equal to the Option Exercise Price multiplied by the number of Shares in respect of which the Options are being exercised at the time, by wire transfer to the account specified by the Company from time to time or by bank draft delivered to the Company during normal business hours on any Business Day at the Company's principal executive offices (or such other office or agency of the Company as it may designate by notice to the Option holder).
- (b) As soon as reasonably practicable, but in any event no later than three (3) Business Days after receipt of a duly completed Exercise Form and the payment referred to in clause 1.2(a)(ii), the Company must cause its securities registrar to:

- (i) issue and Electronically Deliver the Shares in respect of which the Options are so exercised by the Option holder; and
- (ii) provide to the Option holder holding statements evidencing that such Shares have been recorded in the Company's Share register.

1.3 Bonus Issues

If prior to an exercise of an Option, the Company makes an issue of Equity Securities by way of capitalisation of profits or out of its reserves (other than pursuant to a dividend reinvestment plan) pursuant to an offer of such Equity Securities to at least all the holders of Equity Securities resident in Australia, then on exercise of the Option, the number of Equity Securities over which an Option is exercisable shall be increased by the number of Equity Securities which the holder of the Option would have received if the Option had been exercised before the date on which entitlements to the issue were calculated.

1.4 Rights Issues

If prior to an exercise of an Option, any offer or invitation is made by the Company to at least all the holders of Equity Securities resident in Australia for the subscription for cash with respect to Equity Securities, options or other securities of the Company on a pro rata basis relative to those holders' Shareholding at the time of the offer, the Option Exercise Price shall be reduced as specified in the Listing Rules in relation to pro-rata issues (except bonus issues).

1.5 Reconstruction of Capital

In the event of a consolidation, subdivision or similar reconstruction of the issued capital of the Company, and subject to such changes as are necessary to comply with the Listing Rules applying to a reconstruction of capital at the time of the reconstruction:

- (a) the number of the Equity Securities to which each Option holder is entitled on exercise of the outstanding Options shall be reduced or increased in the same proportion as, and the nature of the Equity Securities shall be modified to the same extent that, the issued capital of the Company is consolidated, subdivided or reconstructed (subject to the same provisions with respect to rounding of entitlements as sanctioned by the meeting of shareholders approving the consolidation, subdivision or reconstruction); and
- (b) an appropriate adjustment shall be made to the Option Exercise Price of the outstanding Options, with the intent that the total amount payable on exercise of the Options shall not alter.

1.6 Cumulative Adjustments

Full effect shall be given to the provisions of clauses 1.3 to 1.5, as and when occasions of their application arise and in such manner that the effects of the successive applications of them are cumulative, the intention being that the adjustments they progressively effect will be such as to reflect, in relation to the Shares issuable on exercise of the Options outstanding, the adjustments which on the occasions in question are progressively effected in relation to Equity Securities already on issue.

1.7 Notice of Adjustments

Whenever the number of Shares over which an Option is exercisable, or the Option Exercise Price, is adjusted pursuant to this Agreement, the Company must give notice of the adjustment to all the Option holders, within three (3) Business Days.

1.8 Rights Prior to Exercise

Prior to its exercise, an Option does not confer a right on the Option holder to participate in a new issue of securities by the Company.

1.9 Redemption

The Options shall not be redeemable by the Company.

1.10 Assignability and Transferability

The Options shall be freely assignable and transferable, subject to the provisions of Chapter 6D of the Corporations Act and the applicable Law.

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Monday 15 October 2018.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/domacomagm2018>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Monday 15 October 2018.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/domacomagm2018>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **DomaCom Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held on **Wednesday 17 October 2018 at 11:00am (AEDT) at the following two locations:**

- **GRANT THORNTON MELBOURNE at Collins Square Business Centre, Tower 2 – Level 6, 727 Collins Street, Melbourne; and**
- **GRANT THORNTON SYDNEY by video/telephone conference on Level 17, 383 Kent Street, Sydney**

and at any adjournment of that meeting, to act 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Graeme A Billings as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Peter C Church OAM as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of prior issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of issue of Second Convertible Security to The Australian Special Opportunity Fund, LP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of prior issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018