

ASX Announcement

28 February 2019

Issue of shares under Listing Rule 7.1A & Cleansing Notice

DomaCom Limited (“Company”) (ASX:DCL) is pleased to advise that subsequent to the announcement of 20 February 2019, that it has now issued a total of 13,150,000 fully paid ordinary shares at an issue price of \$0.10 per share to existing and new institutional and sophisticated investors. All shares were issued under the Company’s 10% placement capacity under Listing Rule 7.1A.

The Company provides the following information as required under ASX Listing Rule 3.10.5A in respect of the shares issued under the Company’s 10% placement capacity under Listing Rule 7.1A:

(a) the dilutive effect of the Placement on existing shareholders is as follows:

The dilution to existing shareholders as a result of the issue under Listing Rule 7.1A is 10%.

The percentage of pre-placement security holders who did not participate in the offer is 87.01%.

The percentage of pre-placement security holders who participated in the offer is 7.18%.

The percentage of participants in the placement who were not previously security holders is 5.81%.

(b) The issue of shares was made as a placement to sophisticated investors as it was considered a more efficient mechanism of raising capital in a timely manner;

(c) There were no underwriting arrangements; and

(d) Fees of \$65,750 (plus GST) have been paid to Thundering Herd Pty. Ltd, \$8,250 to P Koller and \$3,850 (plus GST) to LeMessurier Securities Pty Ltd.

Cleansing Statement

Notice is hereby given pursuant to Section 708A(5)(e) of the Corporations Act 2001 (Cth) (“Act”), that the Company issued 13,150,000 fully paid ordinary shares.

The Company gives notice under paragraph (5)(e) of Section 708A to confirm that:

- 1) The Company issued the above Shares without disclosure to the relevant parties under Part 6D.2 of the Act.

DomaCom Limited DomaCom Australia Limited DomaCom Platform Services Pty Ltd
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Sydney NSW 2000

www.domacom.com.au

- 2) As at the date of this notice, the Company has complied with:
 - a) the provisions of Chapter 2M of the Act (as applied to the Company); and
 - b) section 674 of the Corporations Act.

- 3) At the date of this notice, there is no excluded information (as defined in section 708A(7) of the Act) that is required to be disclosed by the Company.

The Appendix 3B in respect to the above follows.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Philip Chard', is written over a thin horizontal line. The signature is cursive and slanted upwards to the right.

Philip Chard

COMPANY SECRETARY

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

DomaCom Limited (ASX Code: DCL)

ABN

69 604 384 885

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1 +Class of +securities issued or to be issued

Fully paid ordinary shares

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

13,150,000 fully paid ordinary shares

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- 3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)
- Shares are issued on the same terms as existing fully paid ordinary shares.
- 4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?
- If the additional +securities do not rank equally, please state:
- the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- Shares rank equally with existing Ordinary Shares on issue.

+ See chapter 19 for defined terms.

5	Issue price or consideration	\$0.10
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	To provide for working capital requirements and development of the DomaCom Platform.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	17 October 2018
6c	Number of +securities issued without security holder approval under rule 7.1	Nil.
6d	Number of +securities issued with security holder approval under rule 7.1A	13,150,000
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil
6f	Number of +securities issued under an exception in rule 7.2	Nil

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>6g If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.</p>	<p>Issue price is \$0.10 per share being greater than 75% of the 15 trading day VWAP of \$0.121 as calculated under LR 7.1A.3. The shares were issued on 28 February 2019. The source data for the VWAP calculation was obtained from Market Index.</p>				
<p>6h If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements</p>	<p>Not Applicable</p>				
<p>6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements</p>	<p>LR 7.1 – 58,463 LR 7.1A - 87</p>				
<p>7 +Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>28 February 2019</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="686 1164 997 1209">Number</th> <th data-bbox="997 1164 1295 1209">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1209 997 1431">144,650,869</td> <td data-bbox="997 1209 1295 1431">Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	144,650,869	Fully paid ordinary shares
Number	+Class				
144,650,869	Fully paid ordinary shares				

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	3,700,000	Unlisted options exercisable at \$0.114 per option, expiring 24 January 2021.
	650,000	Unlisted convertible notes with maturity date of 25 January 2021.
	1,200,864	Performance Rights not subject to escrow expiry April 2021
	1,850,000	Unlisted options exercisable at \$0.065 per option, expiring 15 June 2021
	2,950,000	Secured Unlisted convertible notes with maturity date of 7 December 2020.
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No Change	

Part 2 - Pro rata issue

11 Is security holder approval required?	Not Applicable
12 Is the issue renounceable or non-renounceable?	Not Applicable
13 Ratio in which the +securities will be offered	Not Applicable

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

14	+Class of +securities to which the offer relates	Not Applicable
15	+Record date to determine entitlements	Not Applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not Applicable
17	Policy for deciding entitlements in relation to fractions	Not Applicable
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Not Applicable
19	Closing date for receipt of acceptances or renunciations	Not Applicable

+ See chapter 19 for defined terms.

20	Names of any underwriters	Not Applicable
21	Amount of any underwriting fee or commission	Not Applicable
22	Names of any brokers to the issue	Not Applicable
23	Fee or commission payable to the broker to the issue	Not Applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not Applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not Applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not Applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not Applicable
28	Date rights trading will begin (if applicable)	Not Applicable
29	Date rights trading will end (if applicable)	Not Applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not Applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not Applicable

+ See chapter 19 for defined terms.

Appendix 3B New issue announcement

- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)
- (a) ⁺Securities described in Part 1
- (b) All other ⁺securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A
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39	+Class of +securities for which quotation is sought	N/A
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40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	N/A
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41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A
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	Number	+Class
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	N/A

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:
(Company secretary)

Date: 28/02/2019

Print name: Philip Chard.....

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	114,067,784
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p>Note:</p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>213,365 shares issued pursuant to DomaCom LTIP (under exception in rule 7.2) (Appendix 3B 5 March 2018)</p> <p>1,666,666 shares issued pursuant to agreement with The Lind Partners and approved at the EGM on 15 May 2018 (Appendix 3B 11 April 2018)</p> <p>159,790 shares issued pursuant to DomaCom LTIP (under exception in rule 7.2) (Appendix 3B 11 April 2018)</p> <p>496,260 shares issued pursuant to DomaCom LTIP (under exception in rule 7.2) (Appendix 3B 15 May 2018)</p> <p>9,504,615 shares issued pursuant to Private Placement and approved at the 2018 AGM on 17 October 2018 (Appendix 3B 4 September 2018)</p> <p>3,310,349 shares issued pursuant to DomaCom LTIP (under exception in rule 7.2) (Appendix 3B 13 September 2018)</p> <p>692,307 shares issued pursuant to agreement with The Lind Partners and approved at the EGM on 15 May 2018 and AGM on 17 October 2018 (Appendix 3B 17 September 2018)</p>

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	<p>692,307 shares issued pursuant to agreement with The Lind Partners and approved at the EGM on 15 May 2018 and AGM on 17 October 2018 (Appendix 3B 5 October 2018)</p> <p>697,426 shares issued pursuant to DomaCom LTIP (under exception in rule 7.2) (Appendix 3B 14 November 2018)</p>
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	131,500,869

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	19,725,130
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	19,666,667
“C”	19,666,667
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	19,725,130
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	19,666,667
<p>Total [“A” x 0.15] – “C”</p>	58,463 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	131,500,869
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	13,150,087
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	13,150,000
“E”	13,150,000

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
<p>“A” x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	<p>13,150,087</p>
<p>Subtract “E”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>Nil</p>
<p>Total [“A” x 0.10] – “E”</p>	<p style="text-align: center;">87</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.