

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

Notice of Extraordinary General Meeting and Explanatory Statement

Notice is given that an Extraordinary General Meeting (**Meeting**) of DomaCom Limited (the **Company**) will be held at:

Date : Monday 19th August 2019

Time : 2.30pm AEST

Location : Level 11, 109 Pitt Street, Sydney, NSW 2000

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement.

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

By order of the Board,



Philip Chard

Company Secretary

AGENDA

The business of the Meeting shall be as follows:

1. Resolution 1: Subsequent approval for the previous issue of 13,150,000 Ordinary Shares to Unrelated Parties

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

“That, for the purpose of ASX Listing Rule 7.4, and for all other purposes, shareholders ratify and approve the previous issue, in reliance on Listing Rule 7.1A, of a total of 13,150,000 Ordinary Shares on 28 February 2019 under a placement to institutional and sophisticated investors at an issue price of \$0.10 per Share, in which the Company raised a total of \$1,315,000, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion Statement for Resolution 1:

The Company will disregard any votes cast in favour of this Resolution 1 by any person who participated in the issue and an associate of that person (or 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.

2. Resolution 2: Subsequent approval for the previous issue of 16,666,667 Ordinary Shares to Unrelated Parties

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

“That, for the purpose of ASX Listing Rule 7.4, and for all other purposes, shareholders ratify and approve the previous issue, in reliance on Listing Rule 7.1, of a total of 16,666,667 Ordinary Shares on 24 June 2019 under a placement to institutional and sophisticated investors at an issue price of \$0.09 per Share, in which the Company raised a total of \$1,500,000, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion Statement for Resolution 2:

The Company will disregard any votes cast in favour of this Resolution 2 by any person who participated in the issue and an associate of that person (or 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.

3. 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 Meeting at 2.30pm on Monday 19th August 2019.

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 Resolution in the accompanying Notice of Meeting.

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

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

RESOLUTION 1: SUBSEQUENT APPROVAL FOR THE PREVIOUS ISSUE OF 13,150,000 ORDINARY SHARES TO UNRELATED PARTIES

a. Ratification of Ordinary Shares issued in June 2019 in reliance on Listing Rule 7.1A

On 28 February 2019, the Company issued a total of 13,150,000 Ordinary Shares at \$0.10 per Share through a placement to institutional and sophisticated investors, raising \$1,315,000. In order to refresh the Company's ability under Listing Rule 7.1A to issue Equity Securities without obtaining Shareholder approval, Shareholders are asked to ratify and approve the previous issue of these Shares for the purposes of Listing Rule 7.4.

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. ASX Listing Rule 7.1A provides that certain eligible companies may seek shareholder approval at its AGM to issue up to a further 10% of its fully paid ordinary securities on issue at the start of the 12 month period commencing on the date of the AGM ("10% share issue capacity"). The Company is an eligible company and sought and received Shareholder approval to the 10% share issue capacity at its AGM on 17th October 2018. The Shareholder approval is valid for 12 months from the date of the last AGM.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under ASX Listing Rule 7.1A is treated as having been made with approval for the purpose of ASX Listing Rule 7.1A if the issue did not breach ASX Listing Rule 7.1 or Listing Rule 7.1A and holders of securities subsequently approve it.

Accordingly, the Company is seeking Shareholder ratification for the issue of 13,150,000 Placement Shares issued under the Company's 10% share issue capacity under Listing Rule 7.1A.

If the Shareholders approve Resolution 1, the issue of 13,150,000 Placement Shares will be excluded from the calculations of the Company's 10% limit under ASX Listing Rule 7.1A.

b. Technical information required by ASX Listing Rule 7.4

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.4:

Requirement	Detail
The number of Ordinary Shares issued	13,150,000
Price at which the Ordinary Shares were issued	\$0.10
The terms of the Ordinary Shares	The Ordinary Shares issued rank equally with existing Shares.
The names of the persons to whom the Company issued the Ordinary Shares or the basis on which those persons were determined	The shares were issued to institutional and sophisticated investors only, as announced to ASX on 28 February 2019
The use (or intended use) of the funds raised	To fund the Company's continued expansion, investment in its platform and for general working capital requirements.
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 1.

RESOLUTION 2: SUBSEQUENT APPROVAL FOR THE PREVIOUS ISSUE OF 16,666,667 ORDINARY SHARES TO UNRELATED PARTIES

a. Ratification of Ordinary Shares issued in June 2019 in reliance on Listing Rule 7.1

On 24 June 2019, the Company issued a total of 16,666,667 Ordinary Shares at \$0.09 per Share through a placement to institutional and sophisticated investors, raising \$1,500,000. In order to refresh the Company's ability under Listing Rule 7.1 to issue Equity Securities without obtaining Shareholder approval, Shareholders

are asked to ratify and approve the previous issue of these Shares for the purposes of Listing Rule 7.4.

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.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and holders of securities subsequently approve it.

Accordingly, the Company is seeking Shareholder ratification for the issue of 16,666,667 Placement Shares issued under the Company's 15% share issue capacity under Listing Rule 7.1.

If the Shareholders approve Resolution 2, the issue of 16,666,667 Placement Shares will be excluded from the calculations of the Company's 15% limit under ASX Listing Rule 7.1.

b. Technical information required by ASX Listing Rule 7.4

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.4:

Requirement	Detail
The number of Ordinary Shares issued	16,666,667
Price at which the Ordinary Shares were issued	\$0.09
The terms of the Ordinary Shares	The Ordinary Shares issued rank equally with existing Shares.
The names of the persons to whom the Company issued the Ordinary Shares or the basis on which those persons were determined	The shares were issued to institutional and sophisticated investors only, as announced to ASX on 14 th June 2019
The use (or intended use) of the funds raised	To fund the Company's continued expansion, investment in its platform and for general working capital requirements.
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 2.

Business of Extraordinary General Meeting

The Corporations Act requires that 28 days' notice is required for extraordinary 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 General Meeting unless a quorum of 5 Shareholders are present.

The agenda of the 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 Meeting.

Voting Entitlement

The Board has determined that for the purpose of voting at the Meeting, Shares will be taken to be held by those persons who hold them at 7.00pm AEST on Saturday 17th August 2019. 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 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 2.30pm on 19th August 2019.

Proxy Form for Extraordinary 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 2.30pm (AEST) on Saturday 17th August 2019.

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/dclegmaug2019 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.

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 2.30pm AEST on Saturday 17 August 2019**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/dclegmaug2019>
- 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:

- 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.
- 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 **2.30pm AEST on Saturday 17 August 2019**. 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/dclegmaug2019>
- 📠 **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 Extraordinary General Meeting of the Company to be held at **Level 11, 109 Pitt Street, Sydney NSW 2000 on Monday 19 August 2019 at 2.30pm AEST** 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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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	Subsequent approval for the previous issue of 13,150,000 Ordinary Shares to Unrelated Parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Subsequent approval for the previous issue of 16,666,667 Ordinary Shares to Unrelated Parties	<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 / / 2019