

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 13th November 2019 at 11am AEDT** as follows:

GRANT THORNTON MELBOURNE at Collins Square, Tower 5 – Level 22, 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://domacom.com.au/agm-registration>

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 Annual General Meeting held on 17 October 2018 and the Extraordinary General Meetings held on 17 April 2019 and 14 August 2019
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 2019 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 2019 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 Grahame D Evans as a Director

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

THAT Mr Grahame Evans, 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 David H Archbold as a Director

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

THAT Mr David Archbold, 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 – Election of Mr George Paxton as a Director

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

THAT Mr George Paxton, who was appointed to the board by the directors on 27th September 2019 in accordance with the Company's Constitution and is eligible for election, be elected as a Director of the Company.

Resolution 5 – Election of Mr Matthew Roberts as a Director

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

THAT Mr Matthew Roberts, who was appointed to the board by the directors on 27th September 2019 in accordance with the Company's Constitution and is eligible for election, be elected as a Director of the Company.

Resolution 6 – Subsequent approval for the previous issue of 16,172,507 Ordinary Shares

To consider and, if thought fit, 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 16,172,507 Ordinary Shares on 13 September 2019 under a placement to an institutional investor at an issue price of \$0.0742 per Share, in which the Company raised a total of \$1,200,000 on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

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 – Subsequent approval for the previous issue of 24,258,760 Ordinary Shares

To consider and, if thought fit, 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 24,258,760 Ordinary Shares on 30 September 2019 under a placement to an institutional investor at an issue price of \$0.0742 per Share, in which the Company raised a total of \$1,800,000 on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion Statement for Resolution 7:

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 8 – 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 8:

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 8 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 4 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 13th November 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 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 2019 (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 2019.

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 2019.

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 Grahame D Evans 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 Grahame Evans was re-elected as an Executive Director on 16 November 2016 and Mr David Archbold was elected as a director on 15 November 2017. Therefore, of the five directors, they have held office for the longest period.

Mr Grahame Evans was appointed as a Non-Executive Director and Chairman of the Company on 4 March 2013 and was re-elected on 16 November 2016.

Mr Evans has been extensively involved with the financial services industry for over 30 years.

He has held a variety of board positions including Chairman of Australian, Canadian, Singaporean & Chinese investment & advisory businesses and as a director of Malaysian and New Zealand companies. He is a regular speaker at conferences both in Australia and overseas and holds an MBA from the prestigious Australian Graduate School of Management, voted in the top 10 management schools in the Asian region. Grahame's executive roles have included CEO Investments for Tower Australia, Managing Director, AMP Consulting and Group Managing Director of Centrepont Wealth. He is currently an executive director of GPS Wealth.

Mr Evans retires by rotation and seeks re-election at this AGM.

Board Recommendation: Mr Grahame Evans 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 David H Archbold as a Director

David has over 45 years' experience in the property industry in Australia. Prior to the establishment of International Property Group Pty Limited in 1991, David was Executive Director - International, for Colliers Jardine and Executive General Manager of Hooker Corporation. For 17 years prior he was Managing Director of Baillieu Knight Frank (SA) Pty Ltd, then Managing Director of Baillieu Knight Frank (NSW) and a Director/Partner of the Australian Company.

David has extensive experience in property consultancy throughout Australia and South East Asia with Corporate and large family owned businesses.

Mr Archbold retires by rotation and seeks re-election at this AGM.

Board Recommendation: Mr David Archbold 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 – Election of Mr George Paxton as a Director

George Paxton is a Fund Manager and Company Director. He has been the co-manager of the Atlantic Pacific Australian Equity Fund (APAEF) since inception building up experience of running an Absolute Return Fund focussed upon an Australian Equities Long-Short Strategy in varied market conditions.

George is an Executive Director of a number of companies within the Financial Services Industry including a Private Equity business; Amalgamated Australian Investment Group Ltd (aaig), head quartered in Sydney. He is also a Director of trading participant Ascot Securities Pty Ltd, the Australian Stock Report Pty Ltd; a newsletter subscription business, and of leading fintech businesses HALO Technologies Pty Ltd and Macrovue Ltd.

He has experience in the entirety of the lifecycle of a corporate transaction utilising his skillset that includes acquisition sourcing, due diligence, valuation and negotiation.

Prior to his time at aaig George managed a team of Research Analysts within a hedge fund research product in the London. The experience entailed coverage of M&A, Equity and Credit across Europe, Middle East, and Asia.

He has a deep knowledge, both theoretical and practical, of international valuation techniques and methodologies and has experience of using these techniques across different geographies, industries and products. He has experience of investing across a number of different structures including Equities, Futures, Direct Property, and Options.

George Paxton holds a BA (Hons) in Law & Economics from Queen Mary, University of London, is a CFA Charterholder and is RG146 Compliant.

Board Recommendation: The Directors unanimously recommend a vote in favour of the resolution.

Resolution 5 – Election of Mr Matthew Roberts as a Director

Matthew Roberts is the Managing Director of diversified financial services group aaig. He is a Director of stockbroking firm Ascot Securities; and of leading fintech businesses HALO Technologies and Macrovue, investment platforms designed for self-directed investors and self-funded retirees. aaig is also the largest shareholder of ASX listed Domacom, an innovative fractional property investment platform.

Matthew has over 20 years' experience in financial services and has worked on transactions worth several billions of dollars in that time. He has specialised in unique business structures, mergers, acquisitions, and the growth and development of companies in Australia, Europe, and the United States. Matthew is a Responsible Manager to the Australian Stock Exchange and a member of the Australian Digital Commerce Association's (ADCA) Advisory Board.

Under his leadership, aaig has grown into a diversified and integrated financial technology group through targeted acquisition and the creation of proprietary products through in-house R&D. Matthew is currently responsible for 150 senior staff in the financial, technology, and energy sectors.

Matthew is passionate about Environmental, Social and Governance (ESG) and impact investing and committed to helping clean up the world through the pragmatic transition to renewable energy generation. Through his passion for clean and affordable energy solutions, Matthew has assembled highly reputable team to drive the development of Spot Energy.

Matthew is active in various charities focused on suicide prevention and diseases affecting children such as; Suicide Prevention Australia, Save Our Sons Duchenne Foundation, St Vincent de Paul charity, Camp Quality and the work of the Australian Stockbroking Foundation. He is the father of two young boys and enjoys car racing, boating and skiing. His greatest challenge is striving for work life balance and continuing to ensure his family remains his top priority.

Board Recommendation: The Directors unanimously recommend a vote in favour of the resolution.

Resolution 6 – Subsequent approval for the previous issue of 16,172,507 Ordinary Shares

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

On 13 September 2019, the Company issued a total of 16,172,507 Ordinary Shares at \$0.0742 per Share through a placement to an institutional investor, raising \$1,200,000. 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 16,172,507 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 16,172,507 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	16,172,507
Price at which the Ordinary Shares were issued	\$0.0742
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 an institutional investor only, as announced to ASX on 16 September 2019
The use (or intended use) of the funds raised	To fund the Company's continued expansion, investment in its platform

Requirement	Detail
	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 6.

Resolution 7 – Subsequent approval for the previous issue of 24,258,760 Ordinary Shares

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

On 30 September 2019, the Company issued a total of 24,258,760 Ordinary Shares at \$0.0742 per Share through a placement to an institutional investor, raising \$1,800,000. 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 24,258,760 Placement Shares issued under the Company's 15% share issue capacity under Listing Rule 7.1.

If the Shareholders approve Resolution 7, the issue of 24,258,760 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	24,258,760
Price at which the Ordinary Shares were issued	\$0.0742
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 an institutional investor only, as announced to ASX on 30 th September 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 7.

Resolution 8 – 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 30 September 2019 of \$13,144,585 based on a share price of \$0.065.

The effect of Resolution 8 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 8:

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).

Voting Dilution				
Number of shares on issues (Variable A)	Dilution Variable	\$0.0325 (50% decrease in current issue price)	\$0.065 (current issue price)	\$0.0975 (50% increase in current issue price)
202,224,379	Additional 10% shares issued	20,222,438	20,222,438	20,222,438
(Current)	Funds raised	657,229.23	1,314,458.46	1,971,687.70
303,336,569	Additional 10% shares issued	30,333,657	30,333,657	30,333,657
(50% increase)*	Funds raised	985,843.85	1,971,687.70	2,957,531.54
404,448,758	Additional 10% shares issued	40,444,876	40,444,876	40,444,876
(100% increase)*	Funds raised	1,314,458.46	2,628,916.93	3,943,375.39

* 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 30 September 2019.
2. The current issue price is the closing price of the Shares on the ASX on 30 September 2019.
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 broking advisers (if applicable).

(f) Previous approval under Listing Rule 7.1A

The Company previously obtained approval under Listing Rule 7.1A at its Annual General Meeting on 17 October 2018 ("Previous Approval"). The Company has issued 13,150,000 Shares pursuant to the Previous Approval.

During the 12-month period preceding the date of the Meeting, being on and from 13 November 2018, the Company has issued 70,723,510 Shares and 2,950,000 Secured Unlisted Convertible Notes, representing 48% of the total diluted number of equity securities on issue in the Company on 13 November 2018 which was 147,501,733, which includes a maximum shares issuable under the Convertible Security Agreement with The Lind Partners of 6 million shares.

Further details of the issues of Equity Securities by the Company during the 12-month period preceding the date of the Meeting are set out below.

Date	Quantity	Class	Recipients	Issue price and discount to market price (if applicable)	Form of consideration
Issue 1 7 December 2018 (Appendix 3B 12 December 2018).	2,950,000	Secured Unlisted convertible notes. Face value of \$1.00 per note. Maturity date of 7 December 2020. 15% pa coupon rate paid quarterly. Conversion price of \$0.15 per note.	Thundering Herd Fund No.1 and Thundering Herd Pty Ltd (together "Thundering Herd"), a Melbourne-based institutional investor.	No Issue price.	Cash consideration. Amount raised: \$2,950,000. Amount spent \$2,950,000. Use of funds: Development of Platform and general working capital requirements
Issue 2 28 February 2019 (Appendix 3B 28 February 2019).	13,150,000	Fully paid ordinary shares	Private Placement under ASX Listing Rule 7.1A to existing and new institutional and sophisticated investors.	\$0.10 9% discount to the closing market price of \$0.11 on 27 February 2019.	Cash consideration. Amount raised: \$1,350,000. Amount spent \$1,350,000. Use of funds: Development of Platform and general working capital requirements

Date	Quantity	Class	Recipients	Issue price and discount to market price (if applicable)	Form of consideration
Issue 3 24 June 2019 (Appendix 3B 24 June 2019)	16,666,667	Fully paid ordinary shares	Private Placement under ASX Listing Rule 7.1 to existing and new institutional and sophisticated investors.	\$0.09 10% discount to the closing market price of \$0.10 on 21 June 2019.	Cash consideration. Amount raised: \$1,500,000. Amount spent \$1,500,000. Use of funds: Development of Platform and general working capital requirements
Issue 4 1 August 2019 (Appendix 3B 7 August 2019)	475,576	Fully paid ordinary shares	Shares issued to staff and directors of DomaCom pursuant to Long Term Incentive Plan	No issue price.	No cash or non-cash consideration
Issue 5 13 September 2019 (Appendix 3B 16 September 2019)	16,172,507	Fully paid ordinary shares	Private Placement under ASX Listing Rule 7.1A to new institutional investor.	\$0.0742 18% discount to the closing market price of \$0.09 on 12 September 2019.	Cash consideration. Amount raised: \$1,200,000. Amount spent \$300,000. Use of funds: Development of Platform and general working capital requirements

Date	Quantity	Class	Recipients	Issue price and discount to market price (if applicable)	Form of consideration
Issue 6	24,258,760	Fully paid ordinary shares	Private Placement under ASX Listing Rule 7.1 to institutional investor.	\$0.0742 6% premium to the closing market price of \$0.07 on 27 September 2019.	Cash consideration. Amount raised: \$1,800,000. Amount spent \$nil. Use of funds: Development of Platform and general working capital requirements

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 8.

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 Monday 11 November 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 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 on 13 November 2019.

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 11 November 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/domacomagm2019 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, 6 November 2019. 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 "Voting Online" facility.

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

Email – philip.chard@domacom.com.au

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 11 November 2019.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/domacomagm2019>
- 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 11 November 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/domacomagm2019>
- 📠 **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 13 November 2019 at 11:00am (AEDT) at the following two locations:**

- **GRANT THORNTON MELBOURNE at Collins Square, Tower 5 – Level 22, 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 Grahame D Evans as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr David H Archbold as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Mr George Paxton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Election of Mr Matthew Roberts as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Subsequent approval for the previous issue of 16,172,507 Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Subsequent approval for the previous issue of 24,258,760 Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	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 / / 2019