

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 | Approximately 42,844,148 shares to be issued pursuant to a non-renounceable entitlement offer (the Entitlement Offer) described in the ASX announcement lodged with ASX on 8 November 2019. The exact number of shares to be issued under the entitlement offer is still to be finalised and is subject to reconciliation of shareholder entitlements and rounding. |

+ See chapter 19 for defined terms.

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- | | |
|---|--|
| <p>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)</p> | <p>Shares are issued on the same terms as existing fully paid ordinary shares.</p> |
| <p>4 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 | <p>From the relevant issue date, the Shares rank equally with existing Ordinary Shares on issue.</p> |

+ See chapter 19 for defined terms.

5	Issue price or consideration	\$0.07
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	As described in the ASX announcement lodged with the ASX on 8 November 2019.
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	Approximately 42,844,148 as noted above
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
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	All new shares issued under the Entitlement Offer are expected to fall within an exception to Rule 7.2 (including exceptions 1 to 3).

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<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>N/A</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 –10,206 LR 7.1A - 6,804</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>Scheduled for 11th December 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> </tr> </thead> <tbody> <tr> <td data-bbox="686 1209 997 1816"> <p>After completion of the entitlement offer there will be up to approximately 245,068,527 shares on issue (based on the number of fully paid ordinary shares on issue at the date of this Appendix 3B and the approximate number of fully paid ordinary shares to be issued under the entitlement offer, subject to the effects of rounding)</p> </td> </tr> </tbody> </table>	Number	<p>After completion of the entitlement offer there will be up to approximately 245,068,527 shares on issue (based on the number of fully paid ordinary shares on issue at the date of this Appendix 3B and the approximate number of fully paid ordinary shares to be issued under the entitlement offer, subject to the effects of rounding)</p>	<table border="1"> <thead> <tr> <th data-bbox="997 1164 1295 1209">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="997 1209 1295 1816"> <p>Fully paid ordinary shares</p> </td> </tr> </tbody> </table>	+Class	<p>Fully paid ordinary shares</p>
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<p>After completion of the entitlement offer there will be up to approximately 245,068,527 shares on issue (based on the number of fully paid ordinary shares on issue at the date of this Appendix 3B and the approximate number of fully paid ordinary shares to be issued under the entitlement offer, subject to the effects of rounding)</p>						
+Class						
<p>Fully paid ordinary shares</p>						

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	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.
	725,288	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
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Part 2 - Pro rata issue

11 Is security holder approval required?	No
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12 Is the issue renounceable or non-renounceable?	Non-renounceable
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13 Ratio in which the +securities will be offered	1 new share for every 4.72 held
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14 +Class of +securities to which the offer relates	Fully paid ordinary shares
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15	+Record date to determine entitlements	5pm AEDT 15 November 2019
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded up to the nearest whole number of new shares.
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	None
19	Closing date for receipt of acceptances or renunciations	The Entitlement Offer is scheduled to close at 5pm AEDT on 5 December 2019
20	Names of any underwriters	Ascot Securities Pty Ltd ABN 45 075 902 206
21	Amount of any underwriting fee or commission	Under the underwriting agreement the Company has agreed to pay an underwriting fee of 10% of the \$3 million right issued. If the underwriter is required to take up stock, they will be paid a further fee of 5% of the value of shares that they have taken.
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

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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	An offer document and entitlement and acceptance form is scheduled to be dispatched to eligible shareholders on 19 th November 2019.
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

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- 32 How do security holders dispose of their entitlements (except by sale through a broker)? Not Applicable
- 33 ⁺Issue date The issue date is scheduled for 11th December 2019

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	
39	+Class of +securities for which quotation is sought	N/A	
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	
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	
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number N/A	+Class

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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: Date: 8/11/2019
(Company secretary)

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	130,111,136
<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><i>Note:</i></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>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> <p>13,150,000 shares issued pursuant to Private Placement and approved at the EGM on 19 August 2019 (Appendix 3B 28 February 2019).</p> <p>16,666,667 shares issued pursuant to Private Placement and approved at the EGM on 19 August 2019 (Appendix 3B 24 June 2019).</p> <p>475,576 shares issued pursuant to DomaCom LTIP (under exception in rule 7.2) (Appendix 3B 7 August 2019)</p>
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	161,793,112

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	24,268,966
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> 	24,258,760
“C”	24,258,760
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	24,268,966
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	24,258,760
Total [“A” x 0.15] – “C”	10,206 <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>	161,793,112
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	16,179,311
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> 	16,172,507 (Appendix 3B 16 September 2019)
“E”	16,172,507

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Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	16,179,311
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	16,172,507
Total [“A” x 0.10] – “E”	6,804 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.