

DomaCom Limited

ACN 604 384 885

Prospectus

A: A non-underwritten non-renounceable pro-rata Entitlement Offer of 1 New Share for every 5 Existing Shares held in DomaCom Limited at an issue price of \$0.066 per New Share and public offer of New Shares constituting the shortfall of the Entitlement Offer.

The Entitlement Offer closes at 5:00pm (Melbourne time) on Thursday 19 August 2021 (unless extended) and the Shortfall Offer (being a separate offer that will only proceed in the event that the Entitlement Offer is not fully subscribed) closes at 5:00pm (Melbourne time) on 19 November 2021 (unless closed earlier). Valid applications must be received by the relevant time.

B: A non-underwritten Private Placement to Institutional and Sophisticated Investors only

C: A Variation of Terms of existing Secured Convertible Notes

This document is not for release or distribution in the United States.

IMPORTANT NOTICE

This is an important document which is accompanied by a personalised entitlement and acceptance form for the Entitlement Offer and both should be read in their entirety. Please call your stockbroker, accountant, financial adviser, taxation adviser or other independent professional adviser if you have any questions.

Important information

Entitlement Offer

This Prospectus relates to the offer of shares by DomaCom Limited (ABN 69 604 384 885) (“**DomaCom**” or “**Company**”) comprised of:

- a 1 for 5 non-underwritten non-renounceable pro-rata entitlement offer (“**Entitlement Offer**”); and
- an offer of the number of New Shares constituting the shortfall of the Entitlement Offer (“**Shortfall Offer**”).

Private Placement

This Prospectus also relates to the issue of up to 30,506,852 shares by DomaCom through a non-underwritten Private Placement to Sophisticated and Institutional Investors only (“**Private Placement**”).

Variation of Terms of Secured Convertible Notes

This Prospectus also relates to the variation of the terms of 2,950,000 existing Secured Convertible Notes (“**Variation of Terms of Secured Convertible Notes**”).

This Prospectus is issued by the Company.

Lodgement and listing

This Prospectus is dated 30 July 2021 (“**Prospectus Date**”) and a copy was lodged with the Australian Securities and Investments Commission (“**ASIC**”) on that date.

The Company will apply to ASX Limited (“**ASX**”) on the Prospectus Date for official quotation of the shares to be issued pursuant to this Prospectus. Neither ASIC, ASX nor their officers take any responsibility for the contents of this Prospectus or for the merits of the investment to which this Prospectus relates.

Expiry Date

No Shares will be issued or sold on the basis of this Prospectus after expiry date, being the date 13 months after the Prospectus Date (“**Expiry Date**”).

About this Prospectus

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In preparing this Prospectus, regard has been had to the fact that DomaCom is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and professional advisers whom investors may consult. Investors should therefore have regard to the other information disclosed to ASX in relation to DomaCom before deciding whether to invest.

Applicants should read this Prospectus in its entirety and seek professional advice where necessary.

Defined words and expressions

Some words and expressions used in this Prospectus have defined meanings. These words and expressions are capitalised and are defined in the Glossary in section 10 of this Prospectus.

This Prospectus does not contain financial product or investment advice - you should seek your own professional investment advice

The information in this Prospectus is not financial product advice or investment advice and does not take into account your investment objectives, financial situation or particular needs (including financial and taxation issues).

It is important that you read this Prospectus carefully and in its entirety before deciding whether to apply for shares. In particular, you should consider all of the risks that could affect the value or performance of shares issued or DomaCom. Risks identified in relation to investing in shares that you should consider include those described in section 7. There may be risk factors in addition to these that should be considered in light of your personal circumstances. You should carefully consider these risks and your investment objectives, financial situation or particular needs (including financial and taxation issues) and seek professional guidance from your stockbroker, solicitor, accountant or other independent professional adviser before deciding whether to apply for shares. You should also consider the assumptions underlying the pro forma financial information.

The potential tax effects of the Entitlement Offer, Private Placement and Variation of Terms of Secured Convertible Notes will vary between investors. All investors should satisfy themselves of any possible tax consequences by consulting their own professional advisers.

Financial amounts and times

A reference to dollars, (\$) or cents in this Prospectus is a reference to Australian currency unless otherwise indicated. A reference to time in this Prospectus is a reference to the time in Melbourne, Australia.

Future performance and forward-looking statements

This Prospectus contains certain “forward looking statements” which can generally be identified by words such as “may”, “could”, “believes”, “estimates”, “expects”, “intends”, “likely”, “should”, “predict”, “propose”, “will”, “forecast”, “target”, “outlook”, “guidance” and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, indications of, or guidance or outlook on, future earnings or financial position or performance of DomaCom, the outcome and effects of the Entitlement Offer and the use of proceeds. To the extent that certain statements contained in this Prospectus may constitute “forward looking statements” or statements about “future matters”, the information reflects DomaCom’s intent, belief or expectations as at the date of this Prospectus. Any forward looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Forward-looking statements are subject to

various risk factors that could cause DomaCom's actual results, performance or achievements to differ materially from the results, performance or achievements expressed or anticipated in these statements. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of DomaCom, the Directors of DomaCom and management of DomaCom. A number of important factors could cause actual results or performance to differ materially from the forward-looking statements. Investors should consider the forward-looking statements contained in this Prospectus in light of those disclosures and not place reliance on such statements. Any forward looking statements, opinions and estimates in this Prospectus are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

Neither DomaCom, nor their respective related bodies corporate or affiliates nor their respective directors, officers, partners, employees and agents give any warranty, representation, assurance or guarantee that the occurrence of the events expressed or implied in any of the forward-looking statements in this Prospectus will actually occur. In addition, please note that past performance should not be relied upon as (and is not) an indication or guarantee of future performance.

Except as required by law or regulation (including the Listing Rules), DomaCom undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise. Indications of, or guidance or outlook on, future earnings or financial position or performance are also forward-looking statements.

Non-IFRS financial measures

Certain financial data or measures included in, or incorporated by reference into, this Prospectus is non-IFRS financial information under ASIC Regulatory Guide 230 (*Disclosing non-IFRS financial information*). These measures may include fee revenue, EBIT, EBITDA, EBITDA margin, gross margin and working capital. These non-IFRS financial measures do not have a standardised meaning prescribed by Australian Accounting Standards and therefore may not be comparable to similarly titled measures presented by other entities and should not be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards. Although DomaCom believes these non-IFRS financial measures provide useful information to users in measuring the financial performance and condition of its business, investors are cautioned not to place undue reliance on any non-IFRS financial measures included in this Prospectus.

Pro forma financial information

This Prospectus contains pro forma financial information showing the proposed application of the proceeds of the Entitlement Offer, the Private Placement and the impact of the Variation of Terms of the Secured Convertible Notes. The pro forma financial information provided is for illustrative purposes only and should not be relied upon as, and is not represented as being indicative of, DomaCom's future financial condition and/or performance.

Restrictions applicable to foreign Shareholders

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law. If you are a Shareholder in any jurisdiction outside Australia or New Zealand and you come into possession of this Prospectus, then you should observe any such restrictions. Please see section 9.14 on Foreign Selling Restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the shares issued under the Entitlement Offer and the Private Placement or to otherwise permit a public offering of these shares, in any jurisdiction outside Australia and New Zealand. The Entitlement Offer is not being extended to any Shareholder outside Australia and New Zealand.

New Zealand

The shares issued under the Entitlement Offer are not being offered to the public within New Zealand other than to existing shareholders of DomaCom with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Entitlement Offers) Exemption Notice 2016 (New Zealand).

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This Prospectus is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United States

This Prospectus, any investor presentation, any accompanying ASX announcements relating to the Entitlement Offer and the Entitlement and Acceptance Form, the Private Placement or Variation in the Terms of Secured Convertible Notes do not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or to any person who is acting for the account or benefit of any person in the United States (to the extent such person holds ordinary shares in DomaCom and is acting for the account or benefit of a person in the United States).

The shares issued under the Entitlement Offer and the entitlements, the Private Placement and the Secured Convertible Notes have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States or other jurisdiction of the United States. Accordingly, the shares issued under the Entitlement Offer and the entitlements, the Private Placement or Secured Convertible Notes may not be offered, sold, resold or otherwise transferred, directly or indirectly, in the United States or to persons acting for the account or benefit of a person in the United States (to the extent such persons hold ordinary shares in DomaCom and are acting for the account or benefit of a person in the United States). The shares issued under the Entitlement Offer and the entitlements and the Private Placement may only be offered and sold to certain investors that are outside of the United States, in selected jurisdictions in reliance on Regulation S under the US Securities Act and the applicable laws of the jurisdiction in which the shares issued under the Entitlement Offer and entitlements and the Private Placement are being offered and sold.

This Prospectus may not be distributed or released to any person in the United States.

Application for Shares under the Entitlement Offer

An application for shares through the Entitlement Offer by Eligible Shareholders will only be accepted by following the instructions on the Entitlement and Acceptance Form accompanying this Prospectus as described in section 2 of this Prospectus.

Disclaimer

No person is authorised to give any information or to make any representation in connection with the Entitlement Offer, the Private Placement or Variation in the Terms of Secured Convertible Notes which is not contained in this Prospectus. Any information not so contained may not be relied upon as having been authorised by the Company, related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees and agents in connection with the Entitlement Offer, the Private Placement or Variation in the Terms of Secured Convertible Notes. You should rely only on information in this Prospectus.

Determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal requirements and regulatory requirements, logistical and registry constraints and the discretion of DomaCom. To the maximum extent permitted by law, DomaCom, respective related bodies corporate and affiliates, and their respective directors, officers, partners, employees and agents expressly disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion.

This disclaimer does not purport to disclaim any warranties or liability which cannot be disclaimed by law.

Photographs and Diagrams

Photographs and diagrams used in this Prospectus that do not have descriptions are for illustration only and should not be interpreted to mean that any person shown in them endorses this Prospectus or its contents or that the assets shown in them are owned by DomaCom. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the date of this Prospectus. Photographs in this Prospectus may be used under licence. The downloading, republication, retransmission, reproduction or other use of such photographs other than in this Prospectus is prohibited.

Privacy

Please read the privacy statement located under section 9.11.

It is important you understand that by submitting an Entitlement and Acceptance Form in or accompanying this Prospectus and applying for shares under the Entitlement Offer, you consent to the matters outlined in that statement.

Enquiries

If you would like more information or have any questions in relation to the Entitlement Offer, please contact your stockbroker, accountant, solicitor or other professional adviser to determine whether it meets your objectives, financial situation and needs or call the DomaCom Entitlement Offer Information Line on 1300 737 760 between 9:00am and 5:30am (Melbourne time) Monday to Friday during the period from and including the date on which the Entitlement Offer opens until and including the date on which it closes on Thursday 19 August 2021 (within Australia), unless closed earlier.

If you have any questions on how to:

- (a) complete the personalised Entitlement and Acceptance Form accompanying this Prospectus which Eligible Shareholders may use to apply for Shares Issued under the Entitlement Offer;
- (b) take up all or part of your Entitlement;
- (c) apply under the Shortfall Offer,

please call the DomaCom Entitlement Offer Information Line between 9:00am and 5:30am (Melbourne time) Monday to Friday during the period from and including the date on which the Entitlement Offer opens until and including the date on which it closes on 19 August 2021 (unless closed earlier).

If you are an Eligible Shareholder and take no action or your application is not supported by cleared funds, your Entitlement will lapse and you will not be issued Shares Issued under the Entitlement Offer. You should note that if you do not take up all or part of your Entitlement, then your percentage shareholding in DomaCom will be diluted by your non-participation in the Entitlement Offer. Eligible Shareholders who do not take up their Entitlement in full will not receive any payment or value for that part of their Entitlement they do not take up.

If you are an Eligible Shareholder and have misplaced your Entitlement and Acceptance Form and would like a replacement form, please call the applicable number above.

If you would like more information or have any questions in relation to the Private Placement and Variation of Terms of Secured Convertible Notes, please contact the DomaCom Company Secretary on (03) 8609 7077.

This document is important and should be read in its entirety.

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Summary of the Entitlement Offer and key dates

Key Entitlement Offer statistics

Entitlement Offer Ratio	1 New Share for every 5 Existing Shares held at the Record Date
Entitlement Offer Price	\$0.066 per New Share
Shares on issue as at the date of this Prospectus	305,793,814

Effect if 10% of shares are issued under the non-underwritten Entitlement Offer

Number of Shares Issued under the Entitlement Offer	6,115,876
Number of Shares on issue at completion of the Entitlement Offer	311,909,690
Entitlement Offer proceeds (before Entitlement Offer costs)	\$403,648

Effect if 100% of shares are issued under the non-underwritten Entitlement Offer

Number of Shares Issued under the Entitlement Offer	61,158,762
Number of Shares on issue at completion of the Entitlement Offer	366,952,576
Entitlement Offer proceeds (before Entitlement Offer costs)	\$4,036,478

Summary of key dates

Prospectus lodged and Entitlement Offer announcement	Friday 30 July 2021
Entitlement Offer Record Date	7:00pm, Thursday 5 August 2021
Prospectus dispatched	Friday 6 August 2021
Entitlement Offer opens	9:00am, Friday 6 August 2021
Entitlement Offer closes	5:00pm, Thursday 19 August 2021
Announcement of Entitlement Offer results	Friday 20 August 2021
Entitlement Offer settlement	Tuesday 24 August 2021
Issue of Shares under Entitlement Offer	Wednesday 25 August 2021
Quotation of New Shares issued under the Entitlement Offer on ASX	Thursday 26 August 2021
Despatch of updated CHES notices and issuer sponsored holding statements	Thursday 26 August 2021

Expected reinstatement of Shares to trading on ASX ⁽¹⁾

Thursday 26 August 2021

Close of Shortfall Offer period (unless closed earlier, at DCL's discretion)

Friday 26 November 2021

⁽¹⁾: **Note:** DCL's shares will remain suspended for the duration of the Entitlement Offer and accordingly there will be no trading during this period. Although the timetable refers to quotation and re-instatement of trading of Shares on ASX on 26 August 2021, reinstatement is subject to ASX's discretion and therefore subject to change. Please refer to Section 1.9 ASX quotation and trading of New Shares.

The timetable above is indicative only and may be subject to change. Unless otherwise indicated, all times are stated in Melbourne time. DomaCom reserves the right to vary any and all of the above dates and times without prior notice subject to the Listing Rules, the Corporations Act and other Applicable Laws. In particular, DomaCom reserves the right to extend the Closing Date with respect to the Entitlement Offer, to accept late applications under the Entitlement Offer (either generally or in particular cases) and to withdraw the Entitlement Offer (or any part of it) without prior notice. Any extension of the Closing Date with respect to the Entitlement Offer will have a consequential effect on the issue date of Shares Issued under the Entitlement Offer and the availability of New Shares under the Shortfall Offer.

The commencement of quotation of New Shares is subject to confirmation from ASX.

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been accepted. Eligible Shareholders wishing to participate in the Entitlement Offer are encouraged to submit their Entitlement and Acceptance Form as soon as possible after the Entitlement Offer opens.

What you should do?

This Prospectus contains important information in relation to the Entitlement Offer. You should read all of this Prospectus carefully, including section 7 which identifies the key risks associated with an investment in DomaCom and New Shares.

It is also important for you to read carefully and understand the information on DomaCom and the Entitlement Offer made publicly available, including the information lodged by DomaCom with the ASX as part of its continuous disclosure obligations, prior to deciding whether to take up all or part of your Entitlement or do nothing in respect of your Entitlement, or to apply for New Shares. In particular, please refer to the other announcements made available at www.asx.com.au (search by reference to DomaCom's ASX ticker, which is DCL) including announcements which may be made by DomaCom after publication of this Prospectus and announcements relevant to the Entitlement Offer.

If you are in doubt as to the course of action you should follow, you should consult your broker, legal, financial or other professional adviser before making an investment decision.

Summary of the Private Placement and key dates

Key Private Placement statistics

Private Placement Price	\$0.06551 per Share
Shares on issue as at the date of this Prospectus	305,793,814
Issue of Shares under Private Placement	Up to 30,506,852
Number of Shares on issue at completion of the Private Placement	Up to 336,300,666
Placement Offer proceeds (before Placement Offer costs)	Up to \$1,999,503

Summary of key dates of Private Placement

Private Placement Announcement and Appendix 3B	Tuesday 13 July 2021
Prospectus lodged	Friday 30 July 2021
Issue of Shares under Private Placement ⁽¹⁾	Monday 16 August 2021
Expected reinstatement of Shares to trading on ASX ⁽²⁾	Thursday 26 August 2021

⁽¹⁾: The Company reserves the right to extend the proposed issue date to allow the completion the Offer.

⁽²⁾: **Note:** Although the timetable refers to expected reinstatement of Shares to trading on ASX on 26 August 2021, re-instatement is subject to ASX's discretion and therefore subject to change. Please refer to Section 1.9 ASX quotation and trading of New Shares.

Summary of Variation of Terms of Secured Convertible Notes and key dates

Key statistics for Variation of Terms of Secured Convertible Notes

Revised Conversion Price of existing Secured Convertible Notes	\$0.06551
Existing Secured Notes on issue as at the date of this Prospectus	2,950,000
Maximum Number of Shares issued if all existing Secured Convertible Notes Convert	45,031,293
Shares on issue as at the date of this Prospectus	305,793,814
Maximum Number of Shares if all existing Secured Convertible Notes Convert	350,825,107

Chairman's letter

30 July 2021

Dear Investor,

On behalf of the Board, I'm pleased to advise that at the date of the Prospectus the Company has received \$1,128,010 from Sophisticated and Institutional Investors to subscribe for 17,218,898 New Shares at an issue price of \$0.06551 per Share. It is proposed that the Private Placement Offer remains open until Monday 16 August 2021 to allow the Company to complete the proposed capital raise of approximately \$2.0 million before costs (**Private Placement**). The issue price represents a 2% discount to the 10 Volume Weighted Average Price (**VWAP**) of the Company's Shares on ASX prior to entering a trading halt and subsequent voluntary suspension on 7 May 2021.

As an existing shareholder, I also invite you to participate in DomaCom's non-underwritten offer of Shares at the issue price of \$0.066 per Share to raise up to approximately \$4.0 million before costs (**Entitlement Offer**).

The proceeds raised under the Private Placement and Entitlement Offer will be used to strengthen the Company's balance sheet and provide additional funding to further develop DomaCom's existing product offerings and new product initiatives.

This prospectus also contains further details of the conditional agreement announced to ASX on 23 July 2021 to vary the terms of the existing Secured Convertible Notes that will extend the maturity date to 1 July 2022 and the Conversion Price to \$0.06551 (**Variation of Terms of Secured Convertible Notes**).

Company Update

DomaCom continues to be at the forefront of developing and providing solutions for investors seeking to enter into fractional investments of properties and other large assets. Our unique technology platform and legal structures offer a solution to investors looking for an alternative method of investing, offering choice, liquidity and security. DomaCom continues to create exciting new methods of investing into areas of Affordable Housing, Disability Housing, housing for Essential Workers and Renewable Energy projects. We are also very pleased to be working in partnership to provide a unique Shariah compliant equity mortgage solution. Please refer to Section 5 for further details.

As previously announced (please refer to the initial announcement to the ASX dated on 4 September 2020), DomaCom has been focusing on a particular significant transaction to bring a planned series of agricultural businesses into a sub-Fund on the DomaCom Platform (AustAgri Transaction). Under the Revised Revenue Recognition Agreement with AustAgri, a newly-established DomaCom sub-fund (to be managed by DomaCom) proposes to acquire at least 75% of the issued shares in AustAgri by way of an exchange of AAGL shares for units in the sub-Fund

If the Transaction completes (which is expected by 15 September 2021), DomaCom will act as the investment manager of the sub-Fund and will be entitled to earn fees as a result. The AustAgri Transaction is subject to a number of conditions precedent (including DomaCom completing the necessary due diligence to its satisfaction) which may or may not be fulfilled. No assurance can be given that the AustAgri Transaction and establishment of the sub-Fund will complete. DomaCom will continue to provide updates on the status of the AustAgri Transaction.

An investment in the Company involves significant risks and should be considered highly speculative. In particular, key risks include:

- **Failure to achieve reinstatement of ASX trading:** trading in the Company's shares on ASX has been suspended (at the Company's request) since 11 May 2021. In order to achieve re-instatement of trading, ASX requires to be satisfied that the Company's financial condition (including operating results) are sufficient to warrant the continued quotation of its shares and its continued listing. On completion of the Placement and the Entitlement Offer (assuming a minimum 10% take up) and assuming the proposed AustAgri sub-Fund is operational by 15 September 2021, the Board considers that the Company will have sufficient funding to meet the cash requirements of a minimum two quarters of net operating cash outflows.
- **Solvency Risk:** the ability of the Company to continue meet its cash requirements to maintain its operations and meet its financial obligations as they fall due depends on the following key factors:

- achieving reinstatement of trading on ASX by no later than 30 September 2021, which is a condition precedent to the waiver of the default under the Convertible Notes (refer to Section 4). If that condition precedent is not fulfilled (or waived), there is a risk that the Company would be subject to an insolvency event which would have a material adverse effect on the Company's financial position, prospects and share price;
- inability to achieve reinstatement of trading on ASX is likely to materially and adversely impact the ability of the Company to raise further capital in order to continue to meet its cash flow requirements. If this eventuates, alternative funding sources may be available to the Company. Any such capital raising may be on less favourable terms or may not be available at all.

Other key risks of investing in the Company include failure to attract customers and grow assets under management, competition and reliance on third party suppliers. You should read and consider the risk factors in section 7 of this Prospectus, which contains a summary of some of the other key risks associated with an investment in DomaCom.

Details of the Offer

The comprises:

- A non-underwritten pro-rata non-renounceable entitlement offer (**Entitlement Offer**) of 1 New Share for every 5 Existing Shares at the price of \$0.066 per New Share (**Offer Price**), to raise up to \$4.0 million; and
- an offer of the number of New Shares constituting the shortfall of the Entitlement Offer at the Offer Price (**Shortfall Offer**).

Shares issued under the Offer will rank equally with Existing Shares in all respects. For the purposes of participating in the Entitlement Offer, the shareholding of Eligible Shareholders will be determined by the number of Shares held at 7:00 pm (Melbourne time) on the Record Date of Thursday, 5 August 2021.

Eligible Shareholders can choose to take up all, part or none of their Entitlement. Entitlements are non-renounceable, which means they cannot be traded.

Any Entitlement not taken up pursuant to the Entitlement Offer will form part of the Shortfall Offer. The Shortfall Offer is a separate offer made pursuant to this Prospectus to Eligible Applicants and will remain open for up to three months following the Closing Date, however the Company reserves the right to close the Shortfall Offer early. The issue price for each New Share to be issued under the Shortfall Offer will be the Offer Price.

The Entitlement Offer will open on Friday, 6 August 2021 and close at 5:00pm (Melbourne time) on Thursday, 19 August 2021. If you are an Eligible Shareholder and you wish to take up all or part of your Entitlement, you need to ensure that you have completed and returned your Entitlement and Acceptance Form before this time in the manner described in section 2 of this Prospectus.

An investment in DomaCom involves risk, you should read and consider the risk factors in section 7 of this Prospectus, which contains a summary of some of the key risks associated with an investment in DomaCom and Shares issued under the Offer.

Further Information

Please call the DomaCom Entitlement Offer Information Line on 1300 737 760 from 9:00am to 5:00pm (Melbourne time) Monday to Friday if you have any questions in respect of the Entitlement Offer.

Yours sincerely,

Grahame Evans
Chairman
DomaCom Limited

1. Details of the Offer

References to “you” in this section 1 are references to Eligible Shareholders and Eligible Applicants (as the case requires).

1.1. Entitlement Offer

This Prospectus invites Eligible Shareholders to participate in the Entitlement Offer which is a non-underwritten pro rata non-renounceable entitlement offer of 1 New Share for every 5 Existing Shares held at 7:00pm (Melbourne time) on the Record Date at an issue price of \$0.066 per New Share, for the purpose of raising up to approximately \$4.0 million. The price \$0.066 per New Share has been rounded up from the Private Placement price to allow compliance with Listing Rule 7.11.2 that limits the use of fractions of cents in Entitlement Offers.

The Entitlement Offer is made on, and subject to, the terms conditions set out in this Prospectus.

You should note that not all Shareholders will be eligible to participate in the Entitlement Offer. Please see associated definitions in section 10 for more details.

All of the Shares Issued under the Entitlement Offer issued under this Prospectus will rank equally with the Existing Shares. Please refer to section 9.5 for further information about the rights and liabilities attaching to the Shares Issued under the Entitlement Offer.

Any Entitlement not taken up pursuant to the Entitlement Offer will form part of a shortfall.

You should read this Prospectus carefully and consult your own professional advisers before making any decisions in relation to your Entitlement.

1.2. Shortfall Offer

The Directors reserve the right to issue any shortfall in subscription for New Shares under the Entitlement Offer (**Shortfall**) at their discretion after the close of the Entitlement Offer. If the Directors exercise this discretion, the allocation of New Shares under the Shortfall Offer will be determined in accordance with the allocation policy set out in section 1.7. Offers of Shortfall Shares are made as a separate offer under this Prospectus (by way of the Shortfall Offer) and are open to investors in Australia.

The Shortfall Offer is a separate offer made to Eligible Applicants pursuant to this Prospectus and will remain open for up to three months following the Closing Date. However, the Company reserves the right to close the Shortfall Offer early so applicants are encouraged to submit their applications well in advance of the closing date of the Shortfall Offer.

The issue price for each New Share to be issued under the Shortfall Offer is \$0.066 (being the price at which New Shares have been offered under the Entitlement Offer).

The Directors reserve the right to issue the Shortfall Shares at their absolute discretion in accordance with the allocation policy set out in section 1.7.

There is no guarantee that Eligible Applicants who wish to apply for Shortfall Shares will receive the number of Shortfall Shares applied for, or any. The Company’s decision on the number of Shortfall Shares to be allocated to you will be final.

No issue of New Shares will be made under the Offer if this would result in a person, together with their associates, acquiring a relevant interest in more than 20% of the voting Shares immediately following that issue.

(a) Eligible Shareholders

Eligible Shareholders who wish to apply for Shortfall Shares above their full Entitlement can complete the appropriate boxes on the Entitlement and Acceptance Form accompanying this Prospectus, or through BPAY®. Please refer to section 2. Only Eligible Shareholders that have

fully subscribed for their Entitlements under the Entitlement Offer can subscribe for Shortfall Shares.

(b) Other investors

Eligible Applicants who are not Shareholders of the Company should apply for Shortfall Shares by completing the Shortfall Application Form accompanying this Prospectus and returning it with the requisite Application Monies

1.3. Purpose of the Offer and use of proceeds

DomaCom is seeking to raise up to \$4.0 million from the Offer.

The proceeds of the Offer will be used to:

- (a) Strengthen the Company’s balance sheet;
- (b) Fund working capital requirements of the Company; and
- (c) Provide additional funding to further develop DomaCom’s existing product offerings and new product initiatives.

1.4. Effect on capital structure

Effect on capital structure (Shares)	Number of Shares on Issue
Current DomaCom Shareholders	305,793,814
Shares Issued under the Placement	30,506,852
DomaCom Shareholders after the Placement	336,300,666
<u>Effect if 10% of shares are issued under the Entitlement Offer</u>	
Number of Shares Issued under the Entitlement Offer offered under the Entitlement Offer	6,115,876
Number of Shares on issue at completion of the Entitlement Offer	342,416,542
<u>Effect if 100% of shares are issued under the Entitlement Offer</u>	
Number of Shares Issued under the Entitlement Offer offered under the Entitlement Offer	61,158,762
Number of Shares on issue at completion of the Entitlement Offer	397,459,428

1.5. Entitlement Offer details

The Entitlement Offer opens at 9:00 am (Melbourne time) on Friday 6 August 2021 and will close at 5:00pm (Melbourne time) on Thursday 19 August 2021 (the **Closing Date**).

(c) Please consider the Entitlement Offer in light of your particular investment objectives and circumstances

Please consult with your broker, legal, financial or other professional adviser if you have any queries or are uncertain about any aspects of the Entitlement Offer. You should also refer to the

risks associated with an investment in DomaCom and the Shares Issued under the Entitlement Offer which are set out in section 7 of this Prospectus.

An application for Shares Issued under the Entitlement Offer is subject to investment and other known and unknown risks, some of which are beyond the control of DomaCom, including possible loss of income and principal invested. DomaCom does not guarantee any particular rate of return or the performance of DomaCom, nor does it guarantee the repayment of capital from DomaCom or any particular tax treatment.

(d) Your Entitlement under the Entitlement Offer

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form and has been calculated as 1 New Share for every 5 Existing Share you hold as at the Record Date. If the result is not a whole number, your Entitlement will be rounded up to the nearest whole number of Shares Issued under the Entitlement Offer.

If you have more than one registered holding of Existing Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have a separate Entitlement for each separate holding.

Shares issued under the Entitlement Offer will be fully paid and from allotment rank equally in all respects with Existing Shares and will be entitled to dividends on the same basis as Existing Shares. The rights and liabilities attaching to the Shares Issued under the Entitlement Offer are set out in the Constitution, which can be inspected at DomaCom's registered office.

Please also refer to section 9.5 which contains a summary of the rights and liabilities attaching to the Shares Issued under the Entitlement Offer.

1.6. Allotment of Shares Issued under the Entitlement Offer

Shares under the Entitlement Offer will be allotted on the Allotment Date.

No certificates will be issued in respect of Shares Issued under the Entitlement Offer. Following allotment, Applicants will be sent a holding statement which sets out the number of Shares Issued under the Entitlement Offer allotted to them.

Applicants may contact the Share Registry (after the Allotment Date in respect of Shares issued under the Entitlement Offer) on the DomaCom Entitlement Offer Information Line on 1300 737 760 from 9:00am to 5:00pm (Melbourne time) Monday to Friday to seek confirmation of their allocation.

1.7. Shortfall Offer

The Directors reserve the right to issue any Shortfall Shares at their discretion within three months after the close of the Entitlement Offer. Offers of Shortfall Shares are made as a separate offer to Eligible Applicants under this Prospectus (being the Shortfall Offer).

The Shortfall Offer will remain open for up to three months following the Closing Date. However, DomaCom reserves the right to close the Shortfall Offer early so applicants are encouraged to submit their applications well in advance the Closing Date.

The issue price for each New Share to be issued under the Shortfall Offer is \$0.066 (being the price at which New Shares have been offered under the Entitlement Offer).

(a) Allocation policy

The Directors reserve the right to issue the Shortfall Shares at their absolute discretion. In the event that there is a Shortfall and the Directors exercise this discretion, the allocation of New Shares under the Shortfall Offer will be determined by the Directors, having primary regard to DomaCom's objectives under the Shortfall Offer as well as the following factors:

- desire to foster a stable, long-term investor register;
- ability to participate in potential future equity raisings;
- the timing that the Application is received (with preference given to Applications received earlier in time); and
- any other factors that the Directors consider appropriate.

(b) **Eligible Shareholders**

Eligible Shareholders who wish to apply for Shortfall Shares above their full Entitlement can complete the appropriate boxes on the Entitlement and Acceptance Form accompanying this Prospectus, or through BPAY®. Please refer to section 2.

(c) **Other investors**

Investors who are not Shareholders of the Company but are otherwise Eligible Applicants should apply for Shortfall Shares by completing the Shortfall Application Form accompanying this Prospectus and returning it with the requisite Application Monies.

No issue will be made under the Shortfall Offer if this would result in a person, together with their associates, acquiring a relevant interest in more than 20% of the voting Shares immediately following that issue.

1.8. Foreign Applicants

The distribution of this Prospectus, the Entitlement and Acceptance Form in jurisdictions outside Australia may be restricted by law. If you are a person (including a Shareholder) in any jurisdiction outside Australia and you come into possession of this Prospectus, then you should observe any such restrictions. See section 9.14 containing further information on International Entitlement Offer Restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Prospectus does not constitute an offer or invitation to potential investors to whom it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Shares Issued under the Entitlement Offer or otherwise permit a public offering of the Shares Issued under the Entitlement Offer in any jurisdiction other than Australia (and to existing Shareholders only in New Zealand). In particular, the Shares Issued under the Entitlement Offer have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States, and may not be offered, sold or resold in the United States.

Nominees, trustees and custodians must not apply on behalf of any beneficial holder that would not itself be an Eligible Shareholder. See section 1.13 for further information.

This Entitlement Offer is not open to Shareholders outside Australia and New Zealand (**Foreign Holders**) on the basis that the Directors have formed the view that it is unreasonable to make an offer to those persons having regard to the number of Foreign Holders, the Shares held by Foreign Holders, and the costs of complying with the legal and regulatory requirements in the place of residence of the Foreign Holders.

DomaCom reserves the right to reject any Application which it believes comes from a person who is not an Eligible Shareholder.

1.9. ASX quotation and trading of New Shares

On the date of this Prospectus, DomaCom has applied to ASX for the New Shares to be quoted on ASX. There is no assurance that the application will be granted. If ASX does not grant quotation of the New Shares, DomaCom will refund all Application Monies in accordance with the Corporations Act and without payment of interest.

The fact that ASX may grant quotation of the New Shares Offer is not to be taken as an indication of the merits of DomaCom or the New Shares.

Trading in the Company's shares on ASX has been suspended (at the Company's request) since 11 May 2021. In order to achieve re-instatement of trading, ASX requires to be satisfied that the Company's financial condition (including operating results) are sufficient to warrant the continued quotation of its shares and its continued listing. DCL's shares will remain suspended for the duration of the Entitlement Offer and accordingly there will be no trading during this period.

Although the timetable refers to quotation and expected re-instatement of trading of Shares on ASX on Thursday 26 August 2021, reinstatement is subject to ASX's discretion and therefore subject to change.

Holding statements are expected to be despatched by the Share Registry to Eligible Shareholders on Thursday 26 August 2021. It is the responsibility of each Applicant to confirm their holding before trading in Shares Issued under the Entitlement Offer. Any Applicant who sells Shares Issued under the

Entitlement Offer before receiving confirmation of their holding in the form of their holding statement will do so at their own risk. DomaCom, respective related bodies corporate and affiliates, and their respective directors, officers, partners, employees and agents disclaim all liability whether in negligence or otherwise (and to the maximum extent permitted by law) to persons who trade Shares Issued under the Entitlement Offer before receiving their holding statement from the Share Registry, whether on the basis of confirmation of the allocation provided by DomaCom or the Share Registry.

1.10. CHES and issuer sponsored holdings

New Shares will participate in CHES from the date of commencement of quotation. New Shares must be held in uncertificated form (i.e. no share certificate will be issued) on the CHES sub register normally under sponsorship of a participant (usually a broker) or on the issuer-sponsored sub register. Arrangements can be made at any subsequent time, through your controlling participant, to convert your holding from the issuer-sponsored sub register to the CHES sub register or vice versa.

1.11. Application Monies and interest

Application Monies received from an Applicant will, until New Shares in respect of the Application Monies are issued, be held by the Share Registry in a trust account. If you subscribe for Shortfall Shares, and you are allotted less than the number of New Shares you applied for, any refund of Application Monies (without interest) will be returned as soon as practicable following the Allotment Date. Refunds will be made via Electronic Funds Transfer where there are valid banking details recorded with the Share Registry. Any balance of Application Monies that is remaining as a result of rounding will be refunded to you except where the amount is less than \$2, in which instance it will be retained by DomaCom or donated to charity.

DomaCom reserves the right to withdraw or vary all or part of the Offer at any time, subject to Applicable Laws, in which case DomaCom will refund Application Monies in relation to Entitlements or New Shares not already issued in accordance with the Corporations Act and without payment of interest. To the fullest extent permitted by law, each Applicant agrees that such Application Monies shall not bear or earn interest for the Applicant, irrespective of whether or not all or any New Shares applied for by the Applicant are issued to the Applicant.

Once you have paid your Application Monies, they will be held on trust for you in the Share Registry's trust account. If the Offer does not proceed for any other reason, any Application Monies held on trust for you by the Share Registry will be returned (other than any interest that has accrued on the Application Monies, such monies being the property of DomaCom). If the Offer proceeds, Application Monies will be taken out of the Share Registry trust account and will be the property of DomaCom (or the Share Registry) when the New Shares Issued are issued to you.

1.12. Disclaimer

DomaCom reserve the right to determine whether a Shareholder is an Eligible Shareholder. Please see all associated definitions in section 10 for more details of what constitutes an Eligible Shareholder. Please also refer to section 9.8 of this Prospectus which sets out the representations and warranties which accepting Applicants will be deemed to have given (confirming that they are an Eligible Shareholder) by completing and returning their personalised Entitlement and Acceptance Form or making a payment by BPAY®.

DomaCom and related bodies corporate and affiliates, and their respective directors, officers, partners, employees and agents disclaim all liability (to the maximum extent permitted by law) in respect of the determination as to whether an Applicant is an Eligible Shareholder.

1.13. Notice to nominees and custodians

Persons acting as nominees for other persons may not take up Entitlements or subscribe for New Shares on behalf of, or send any documents relating to the Offer to, any person in the United States or any person who is acting for the account or benefit of a person in the United States (to the extent such person holds ordinary shares in DomaCom and is acting for the account or benefit of a person in the United States) or other jurisdiction outside of Australia as set out in section 9.14 (Foreign Selling Restrictions).

DomaCom is not required to determine whether or not any registered holder or investor is acting as a nominee or custodian or the identity or residence of any Applicants (including beneficial owners of Existing Shares or Entitlements). Where any person is acting as a nominee or custodian for a foreign

person, that person, in dealing with its beneficiary, will need to assess whether indirect participation in the Offer by the beneficiary, including following acquisition of Entitlements on ASX or otherwise, complies with applicable foreign laws. DomaCom is not able to advise on foreign laws.

DomaCom, respective related bodies corporate and affiliates, and their respective directors, officers, partners, employees and agents disclaim all liability (to the maximum extent permitted by law) in respect of any application made by a person who is acting for the account or benefit of a person in the United States.

2. How to apply under the Offer

2.1. Completion of relevant form

Persons wishing to apply for New Shares must complete:

- (a) in respect of acceptance by an Eligible Shareholder of all or part of an Entitlement under the Entitlement Offer (and an application for any additional New Shares exceeding that Entitlement), the Entitlement and Acceptance Form; and
- (b) in respect of an application by an Eligible Applicant who is not a Shareholder for New Shares under the Shortfall Offer, the Shortfall Application Form,

each of which accompanies this Prospectus. Applicants must complete the relevant form in accordance with the instructions set out in the Shortfall Application Form or Entitlement and Acceptance Form, including, in each case, the acceptance of the declarations and acknowledgements contained in the form, and submit it to the Share Registry.

2.2. If you are an Eligible Shareholder and do nothing

If you take no action you will not be allocated New Shares Issued and your Entitlement will lapse.

Your Entitlement to participate in the Entitlement Offer is non-renounceable, not tradeable and not otherwise transferable. Shareholders who do not take up their Entitlements in full will not receive any payment or value for those Entitlements they do not take up.

Eligible Shareholders who do not participate fully in the Entitlement Offer are likely to have their percentage holding in DomaCom reduced.

2.3. Ineligible Shareholders

Ineligible Shareholders are not entitled to participate in the Entitlement Offer or the Shortfall Offer. If you receive this Prospectus and a personalised Entitlement and Acceptance Form or Shortfall Application Form but you are an Ineligible Shareholder, please disregard.

2.4. Payment

Applicants must include with the completed Entitlement and Acceptance Form or Shortfall Application Form, payment of Application Monies for an amount calculated by multiplying the number of New Shares applied for by the Offer Price. Please note that DomaCom reserves the right to close the Offer early or suspend or withdraw the Offer at any time.

You can pay in the following ways:

- (a) by BPAY®; or
- (b) by cheque or bank draft.

Cash payments will not be accepted, and payments will only be accepted in Australian currency. Receipts for payment will not be issued.

DomaCom will treat you as applying for:

- (a) in relation to Eligible Shareholders, as many New Shares as your payment will pay for in full up to your Entitlement and, if permitted by the terms of this Prospectus, the relevant Shortfall Shares; and
- (b) in respect of Eligible Applicants who are not Shareholders, as many New Shares as your payment will pay for under the Shortfall Offer.

Any Application Monies received for more than your final allocation of New Shares and Shortfall Shares (if applicable) under the Entitlement Offer will be refunded as soon as practicable after the close of the Entitlement Offer. No interest will be paid to applicants on any Application Monies received or refunded.

Payment by BPAY®

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form. You can only make payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

If you are paying by BPAY®, please make sure you use the specific Biller Code and your unique Customer Reference Number (**CRN**) on your personalised Entitlement and Acceptance Form. If you have multiple holdings and consequently receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings only use the CRN specific to that holding, and submit the separate personalised Entitlement and Acceptance Form provided for that holding, along with the relevant Application Monies for that holding. If you do not use the correct CRN specific to that holding your application will not be recognised as valid.

Please note that should you choose to pay by BPAY®:

- (a) you do not need to submit your personalised Entitlement and Acceptance Form but are taken to make the declarations, representations and warranties on that Entitlement and Acceptance Form and in section 9.8; and
- (b) if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of Shares Issued under the Entitlement Offer which is covered in full by your Application Monies.

Should you choose to pay with BPAY®, it is your responsibility to ensure that your BPAY® payment is received by the DomaCom Share Registry by no later than 5:00pm (Melbourne time) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make payment.

DomaCom takes no responsibility for any failure to receive Application Monies or payment by BPAY® before the Entitlement Offer closes arising as a result of, amongst other things, delays in postage or processing of payments by financial institutions.

Payment by cheque or bank draft

For payment by cheque or bank draft, you should complete the relevant application form in accordance with the instructions on the form and return it accompanied by a cheque or bank draft in Australian currency for the amount of the Application Monies, payable to "DomaCom Entitlement Offer" and crossed "Not Negotiable".

Your cheque or bank draft must be:

- (a) for an amount equal to the Offer Price multiplied by the number of Shares Issued under the Entitlement Offer that you are applying for; and
- (b) in Australian currency drawn on an Australian branch of a financial institution. Payment cannot be made in New Zealand dollars. New Zealand resident Shareholders must arrange for payment to be made in Australian dollars.

You should ensure that sufficient funds are held in relevant account(s) to cover the Application Monies as your cheque will be processed on the day of receipt. If the amount of your cheque for Application Monies is insufficient to pay in full for the number of Shares Issued under the Entitlement Offer you have applied for in the relevant application form, you will be taken to have applied for such lower whole number of Shares Issued under the Entitlement Offer as your cleared Application Monies will pay for (and to have specified that number of Shares Issued under the Entitlement Offer on the relevant application form). Alternatively, your application will not be accepted.

In the event that your cheque does not result in cleared funds (i.e. the cheque is dishonoured), your application will not be accepted.

Should you choose to pay by cheque or bank draft, it is your responsibility to ensure that your payment is received by the Share Registry by no later than 5:00pm (Melbourne time) on the Closing Date. Cash payments will not be accepted. Receipts for payment will not be issued.

2.5. Mail

To participate in the Entitlement Offer, your payment must be received no later than the close of the Entitlement Offer, being 5:00pm (Melbourne time) on Thursday 19 August 2021.

If you make payment via cheque, or bank draft, you should mail your completed relevant application form together with Application Monies to:

DomaCom Entitlement Offer
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Personalised Entitlement and Acceptance Forms and Application Monies will not be accepted at DomaCom's registered or corporate offices, or other offices of the Share Registry.

2.6. Returning the form or making a BPAY payment

By returning your Entitlement and Acceptance Form or making a payment by BPAY®, you will be deemed to have given certain representations and warranties to DomaCom. Please see section 9.7 for further information.

2.7. Enquiries

If you have not received or you have lost your personalised Entitlement and Acceptance Form or have any questions, please contact the DomaCom Entitlement Offer Information Line on 1300 737 760. The DomaCom Entitlement Offer Information Line will be open from 9:00am to 5:00pm (Melbourne time), Monday to Friday. If you have any further questions, you should contact your broker, legal, financial or other professional adviser.

3. Details of Private Placement

3.1. Purpose of the Private Placement and use of proceeds

Under the Private Placement DomaCom has received \$1,128,010 from Sophisticated and Institutional Investors to subscribe for 17,218,898 Shares at an issue price of \$0.06551 per Share. The Private Placement Offer will remain open until 16 August 2021 to allow the Company to raise in total up to \$2.0 million (before costs).

All of the Shares issued under the Private Placement will rank equally with the Existing Shares from the date of issue and are entitled to participate in the Entitlement Offer.

The proceeds of the Private Placement will be used to:

- (d) Strengthen the Company's balance sheet;
- (e) Fund working capital requirements of the Company; and
- (f) Provide additional funding to further develop DomaCom's existing product offerings, enhance the technology platform and new product initiatives.

3.2. Effect on capital structure

Effect on capital structure (Shares)	Number of Shares on Issue
Current DomaCom Shareholders	305,793,814
Private Placement Offer	Up to 30,506,852
Number of Shares on issue at completion of the Private Placement Offer	Up to 336,300,666

3.3. Private Placement Offer details

The Private Placement Offer was announced to the ASX on Tuesday 13 July 2021.

Shares issued under the Private Placement Offer will settle and be issued on Monday 16 August 2021.

Shares issued under the Private Placement will be fully paid and from allotment rank equally in all respects with Existing Shares and are entitled to participate in the Entitlement Offer.

4. Details of Variation of Convertible Notes

4.1. Variation of Terms of Secured Convertible Notes

On 7 December 2018, the Company issued \$2.95m of secured Convertible Notes ('**Convertible Notes**') as set out in the ASX announcement on 10 December 2018. The Convertible Notes were subsequently amended to include a revised maturity date and conversion price as set out in the ASX announcement on 18 May 2020.

The Convertible Note Deed contains a number of Events of Default that, if triggered, allow the holders of the Convertible Notes ('**Noteholders**') to elect to require (within two business days) the conversion of all or any number of the Convertible Notes and/or repayment of all or any portion of the Convertible Notes

(with accrued interest) and/or to continue to hold all or a portion of the Convertible Notes. One of the Events of Default occurs if the Company is suspended from the ASX for more than 5 consecutive trading days.

As a result of the voluntary suspension announced on 11 May 2021, the Company has been suspended for more than 5 days and has caused there to be a technical Event of Default. Similarly, due to the voluntary suspension announced on 21 August 2020, the Company was suspended for more than 5 days which caused there to be an additional technical Event of Default.

On 23 July 2021, the Company announced that it had entered into a variation deed with the Noteholders that the two technical default events will be waived subject to the conditions precedent (refer to Section 4.2 below). In addition, the Noteholders have agreed to extend the maturity date of the Notes to 1 July 2022. The conversion price of the Notes will be amended from \$0.10 to \$0.06551. An extension fee of \$325,000 (excluding GST) will be payable. The interest rate of 15% pa, payment terms and security arrangements remain unchanged.

4.2. Summary of Revised Terms of Secured Convertible Notes

Issuer	DomaCom Limited ACN 604 384 885
Nature of Interest Issued	Convertible Secured Redeemable Notes (Note)
Note Amount	\$2,950,000
Use of Funds	The funds raised used for the working capital purposes of the Issuer.
Original Issue Date	7 December 2018
<u>Revised Maturity Date</u>	1 July 2022.
Interest Rate	an interest rate of 15%pa
Default Interest Rate	an interest rate of 20%pa
Interest Calculations	Interest on the Note will accrue from day to day from the Issue Date on the basis of a 365-day year. If Issuer fails to make a redemption or interest payment when due and payable, the Default Interest Rate will apply.
Interest Payment Dates	Interest will be due and payable quarterly in arrears on the relevant Interest Payment Date. The Interest Payment Dates will be the last business day of each quarter, with an initial payment date of 31 March 2019. Where the Notes are converted or redeemed the final Interest Payment Date is the relevant Conversion Date or Redemption Date. In the alternative, the Noteholder may waive its right to the payment of interest in which case the interest due is capitalised at the relevant Interest Payment Date.
Election Date	Unless the Note has been previously redeemed or converted, the Noteholder may elect to convert the Note at any time prior to Maturity. The election must be in writing and delivered to the Issuer. If the Noteholder does not elect to convert the Note prior to Maturity, the election will be taken to be a redemption.
Redemption Date	Upon Maturity (unless the Notes have been converted) or 10 days after the Noteholder issues a Redemption Notice, whichever is the earlier.

Redemption Notice	A notice issued by the Noteholder exercising its right of early Redemption. The Noteholder may exercise such right upon the occurrence of any of the following events which are deemed to be an Event of Default.
Event of Default	<p>Each of the following events constitutes an Event of Default:</p> <p>(a) (Failure to pay): any failure by the Company to pay or satisfy any amount due under any Finance Document within 2 Business Days of the date when due;</p> <p>(b) (Material breach): the Company breaches or fails to comply with:</p> <p>(i) any obligation owed by the Company to a Noteholder; or (ii) any other provision,</p> <p>under the Convertible Note Deed, including these Convertible Note Conditions (other than a provision requiring the payment of money as contemplated by Convertible Note Condition 10.1 (a)), or any other Finance Document, and it continues unremedied for 10 Business Days after the earlier of:</p> <p>(iii) the Company becoming aware of the breach or failure to comply; and (iv) the Noteholder giving notice to the Company of the breach or failure to comply;</p> <p>(c) (Insolvency Event): an Insolvency Event occurs In respect of the Company or any of its Subsidiaries, or if a course of action is being developed or implemented by the Company or any of its Subsidiaries for the purposes of section 588GA of the Corporations Act;</p> <p>(d) (Finance Document unenforceable): if any material provision of these Convertible Note Conditions or a Finance Document is or becomes void, voidable, illegal, unenforceable or of limited force (other than because of equitable principles or laws affecting creditors' rights generally), or it becomes impossible or unlawful for the Company or any Subsidiary of the Company to perform a material obligation under a Finance Document to which it is party to, or the Company or any Subsidiary of the Company claims any of these things to be the case;</p> <p>(e) (Failure to convert): the Company fails to convert or effect the conversion of any Convertible Note in accordance with these Convertible Note Conditions;</p> <p>(f) (Material misrepresentation): any representation, warranty or statement made by the Company in any Finance Document is false or misleading or untrue in any material respect;</p> <p>(g) (Company Change in Control Event): a Company Change in Control Event occurs;</p> <p>(h) (Security Interest) the Security Interest, or any part of it, ceases for any reason to have the priority ranking contemplated in it, or any security interest over an asset of any Secured Property is enforced or becomes enforceable;</p> <p>(i) (Non compliance with laws) the Company or a Subsidiary of the Company fails to comply with all applicable laws, Authorisations and mandatory requirements of any Government Authority where failure to do so would have or be likely to have a Material Adverse Effect;</p> <p>(j) (Delisting or trading suspension):</p>

	<p>(i) the Company's Ordinary Shares are removed from the official list of the ASX or any other securities exchange on which they are listed; or</p> <p>(ii) if following the Effective Date (of the variation deed) (see definition below): (A) the suspension of trading of the Company's Ordinary Shares on the ASX: (I) is not lifted; or (II) continues for more than one trading day; or (B) the suspension of trading of the Company's Ordinary Shares on the ASX is lifted, the Company's Ordinary Shares are suspended from trading for more than 5 consecutive trading days;</p> <p>(k) (cross default – indebtedness) any indebtedness of the Company: (i) becomes due and payable, or capable of being declared due and payable, before its stated maturity, expiry or repayment date (other than at the option of the Company); or (ii) is not paid when due or within any applicable grace period.</p>
Redemption	The Note will be redeemed on the Redemption Date for cash at 100% of the Issue Price and any accrued interest up to the Redemption Date.
Conversion Date	Maturity (at the election of the Noteholder) or 10 days after the Noteholder issues a Conversion Notice, whichever is the earlier.
Conversion Notice	<p>A notice issued by the Noteholder exercising its right of early Conversion. The Noteholder may exercise such right at any time after the Issue Date.</p> <p>The Issuer does not have a right to elect to convert the Note.</p>
<u>Revised Conversion Price</u>	A Conversion Price of 6.551 cents
Security and Security Documentation	Secured first ranking General Security Agreement in respect of the assets and undertaking of the Issuer and each of its related bodies corporate.
Assignment	<p>The Issuer may not assign or transfer any of its rights or obligations under the Note without the prior written consent of the Noteholder (which may be withheld in the Noteholders absolute discretion).</p> <p>A Noteholder may assign or transfer all or part of its rights and obligations under the deed upon written notice to the Company.</p>
Reconstruction	If, after the Issue Date and prior to the Conversion Date, there occurs any reconstruction of the issued share capital of the Issuer including a consolidation, reduction, sub-division or return of capital (Reconstruction), the entitlement of the Noteholder to convert the Note must be reconstructed in the same proportion and manner as the issued capital of the Issuer is reconstructed and in a manner which will not result in any additional benefits being conferred on the Noteholder which are not conferred on holders of ordinary shares and, so far as possible does not prejudice the Noteholder, but in all other respects, the terms of the Note will remain unchanged.
Effective Date of Variation of the Convertible Note Deed	Date the Majority of the Noteholders receive acceptable confirmation that the Conditions Precedent have been met.
Conditions Precedent for the Variation of the Convertible Note Deed	(a) (Cleansing Prospectus) : the Company lodges with ASIC by no later than 31 August 2021 a prospectus for the purposes of section 708A(11) of the Corporations Act for an offer of shares

to be issued by the Company (such offer to be for ordinary shares in the Company at an issue price not less than the Conversion Price) that are in the same class as the shares into which the Convertible Notes may convert (Cleansing Prospectus) and: (i) the offer of Company shares under the Cleansing Prospectus closes not later than 30 days after the date the Cleansing Prospectus is lodged with ASIC; and (ii) the Company applies for, and is granted quotation, on ASX of the Company shares (if any) issued under the Cleansing Prospectus; and (iii) an issue of shares under the Cleansing Prospectus is not void or voidable by reason of section 723(3) or 724 of the Corporations Act; and (iv) ASIC does not issue a stop order or interim stop order in relation to the Cleansing Prospectus under section 739 of the Corporations Act;

- (b) **(Company's securities trading on ASX)** the Company's securities are trading in the ordinary course on ASX and are not subject to any trading halt or suspension (whether voluntary or otherwise) or other restriction or impediment;
- (c) **(executed counterpart)** an original counterpart of Variation Deed duly executed by the Company, on which any applicable stamp duty or other taxes of a similar nature have been paid;
- (d) **(no Shareholder Approvals required)**: the Majority Noteholders are satisfied (acting reasonably) that no Shareholder Approvals are required in respect of the matters the subject of this document and the Convertible Note Deed (as amended by this document), including in respect of the change in the terms of issue of the Convertible Notes as contemplated by this document;
- (e) **(regulatory approvals)**: all necessary regulatory consents, permits and approvals (including by ASIC or ASX, or both) in respect of the acquisition of the Convertible Notes by the Noteholders and the acquisition of new Ordinary Shares in connection with the conversion of the Convertible Notes by the Noteholders have been obtained by the Noteholders (including all regulatory approvals from any third parties if required), including in respect of the change in the terms of issue of the Convertible Notes as contemplated by this deed. If any such consent or approval is given subject to conditions or requirements, this Condition Precedent is not fulfilled unless those conditions or requirements are acceptable to the Noteholders;
- (f) **(searches)**: satisfactory PPSR and ASIC company searches on the Company and evidence that all steps have been taken under the PPSA to allow the Noteholders to perfect all Security Interests in its favour under the Finance Documents;
- (g) **(no default)**: the Majority Noteholders are satisfied (acting reasonably) that no Event of Default subsists or will result from the Convertible Notes being provided;
- (h) **(ASIC Instrument compliance)** the Company has satisfied, to the reasonable satisfaction of the Majority Noteholders, the requirements of sections 708A(12C)(b) and (c) of the Corporations Act (as those provisions have been inserted by ASIC Corporations (Sale Offers: Securities Issued on Conversion of Convertible Notes) Instrument 2016/82);

	<p>(i) (Company representations): there is no material breach, and there are no facts or circumstances that may reasonably be expected to lead to a material breach, of any of the representations and warranties made by the Company under clause 5.2 of the Convertible Note Deed;</p> <p>(j) (costs and expenses) evidence that all fees, costs and expenses due and payable to the Noteholders or Thundering Herd Pty Ltd under the Convertible Note Deed, this deed or other Finance Documents have been paid in cleared funds.</p>
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4.3. Effect of Variation of Terms of Convertible Notes on capital structure

Effect on capital structure (Shares)	Number of Shares on Issue
Current DomaCom Shareholders	305,793,814
Maximum number of Shares issued if all existing Secured Convertible Notes Convert	45,031,293
Maximum number of Shares to be issued under Private Placement	30,506,852
Number of Shares <u>if 10% of shares are issued under the Entitlement Offer</u>	6,115,876
Number of Shares on issue if all existing Secured Convertible Notes Convert and 10% of shares are issued under the Entitlement Offer.	387,447,835
Number of Shares <u>if 100% of shares are issued under the Entitlement Offer</u>	61,158,762
Number of Shares on issue if all existing Secured Convertible Notes Convert and 100% of shares are issued under the Entitlement Offer.	442,490,721

5. Company update

5.1. Business operations

DomaCom has continued to grow fee revenue as a result of a continuing growth in Funds Under Management (FUM), which rose to \$83m at 30 June 2021, a 16% increase over the previous 12 months. This is due to the increased range of assets that now can be fractionalised on the Platform. The asset classes include real property, debt securities backed by first registered mortgages, unsecured debt securities and equity securities.

Table 1 – Summary Financial Performance

	FY2021*	FY2020	FY2019
Management Fees	438	395	277
EBITDA	(3,480)	(3,581)	(3,228)
Net Profit/(loss) After Tax	(5,061)	(5,779)	(5,781)

* Unaudited numbers.

DomaCom continues to carefully control its operating cost base. In the 12 month period to 30 June 2021 staff costs were the largest expense item, representing approximately 49% of the cost base excluding financing costs. Staff numbers have remained largely unchanged and include a skilled IT development team to allow the continuing development of the DomaCom product offerings.

5.2. AustAgri Transaction

As previously announced (please refer to the initial announcement on ASX dated 4 September 2020), DomaCom has been focusing on a particular significant transaction to bring a planned series of agricultural businesses (Cedar Meats and other related businesses) into a sub-Fund on the DomaCom Platform (**AustAgri Transaction**). If the transaction completes and the sub-Fund is established, DomaCom will act as the investment manager of the sub-Fund and will be entitled to earn fees as a result. The AustAgri Transaction is subject to a number of conditions precedent (including DomaCom completing the necessary due diligence to its satisfaction and DomaCom Shareholder approval) which may or may not be fulfilled. No assurance can be given that the AustAgri Transaction and establishment of the sub-Fund will complete. DomaCom will continue to provide updates on the status of the AustAgri Transaction.

An extraordinary general meeting of DomaCom Shareholders to consider and, if thought fit, vote to approve the requisite ordinary resolutions to approve the AustAgri Transaction is expected to be convened and held on or around Wednesday 8 September 2021. The main commercial terms of the AustAgri Transaction are as follows:

- a newly-established DomaCom sub-fund proposes to acquire at least 75% of the issued shares in AustAgri by entering into share/unit exchange agreements with AustAgri shareholders;
- under the share/unit exchange agreements, as consideration for the acquisition of AustAgri shares by the DomaCom sub-fund, AustAgri shareholders will receive 1 unit in the DomaCom sub-fund for every 1 AustAgri share exchanged;
- DomaCom Australia Limited, will receive an annual management fee of 0.88%pa of the value of the DomaCom sub-fund with a minimum annual fee of \$2.6 million plus GST for a minimum period of 5 years;
- if the DomaCom sub-fund is terminated or wound up or DomaCom is removed as Manager prior to expiry of the minimum term of 5 years, a break fee will apply and will be calculated as the minimum annual fee for the remaining 5 years initial term;
- if settlement of the purchase of Cedar Meats by AustAgri occurs and for whatever reason the transfer of at least 75% of AustAgri shares to the DomaCom sub-fund does not occur within 30 days of settlement, then AustAgri must pay a termination fee of \$8,500,000 to DomaCom within 30 days of the date of settlement;

- DomaCom will issue up to 100,000,000 DomaCom shares to AustAgri shareholders in recognition of the minimum \$13,000,000 in contracted minimum management fees over a 5 year period that is expected to be delivered to DomaCom for management of the DomaCom sub-fund;
- Implementation of the proposal is subject to the following conditions:
 - o satisfactory completion of the acquisition of Cedar Meats by AustAgri;
 - o satisfactory completion of legal and financial due diligence by DomaCom and AustAgri;
 - o AustAgri shareholder approval;
 - o DomaCom shareholder approval for the proposed issue of shares to AustAgri shareholders and the proposed acquisition of AustAgri by the DomaCom sub-fund; and
 - o parties obtaining all necessary ASX waivers, rulings or approvals, (collectively, the Conditions);

If any of the Conditions are not fulfilled, implementation of the AustAgri Transaction will not proceed. If the AustAgri Transaction is completed, DomaCom will offer AustAgri one board seat.

5.3. Impact of COVID-19

DomaCom has operated successfully during the COVID-19 pandemic. The ability to interact virtually with our partners throughout the financial services industry has allowed DomaCom to continue to expand not only the Funds Under Management, but also the diversity of the product offerings. As a business operating a web based platform, DomaCom is well suited to take advantage of the shift towards remote working and remote product delivery.

5.4. Product Development

DomaCom continues the development of key products which are expected to drive future revenue growth. The Company currently has 4 products in development or just recently released: Rental Property Accelerator (released), Essential Worker (released), Equity Mortgage (close to finalisation), and Senior Equity Release (released).

Rental Property Accelerator (RPA): This innovative product uses the developer discounts to “accelerate” property investment for both tenants and investors. The Company has completed a number of these transactions, which support long term tenants and allowing tenants to take their first steps onto the property ownership ladder while providing the investors the opportunity to take advantage of the property discounts available from Property developers.

Essential Worker: DomaCom has entered into an agreement with a Tier 1 Community Housing Provider (CHP) that will allow the Company to move on to the syndication phase for the exciting Essential Worker pilot. This product aims to leverage the Government’s affordable housing lending facility to deliver an RPA product for essential workers with a 25% discounted rent. This product is expected to be attractive due to low vacancy risk stemming from the security of the tenants’ employment (nurses, firefighters, teachers, police) in addition to the appeal of supporting essential workers and increasing the supply of affordable housing. The targeted launch period for this product is the second half of 2021.

Equity Mortgage: DomaCom has entered into an agreement with a leading Australian Islamic Finance group which it is expected will enable it to deliver a Shariah-compliant mortgage product. This product is aimed at the Australian Islamic communities to provide a method of obtaining leverage for those who wish to purchase a home but cannot borrow due to their religious beliefs. The targeted launch period for this product is in the second half of 2021.

Senior Equity Release: DomaCom has received an administrative binding advice from the ATO that confirms that retirees can use the DomaCom SER product to sell a fraction of their house and use up to \$600k per couple to top up their super using the Downsizer legislation. This product is available in the market place and DomaCom continues to increase the number of financial advisers that are being accredited in the Senior Equity release product.

6. Financial information

6.1. Introduction

The historical financial statements of DomaCom can be accessed on the ASX website at www.asx.com.au by searching against DomaCom's ASX ticker code of "DCL".

Eligible Shareholders who are considering applying for all or part of their Entitlement under the Entitlement Offer should review those results in conjunction with this Prospectus and all documents used to notify the ASX of information relating to DomaCom under the continuous disclosure provisions of the Listing Rules and the Corporations Act as listed in Section 9.4 of this Prospectus.

6.2. Impact of the Offer: Historical and Pro forma Statement of Financial Position

Table 2 - Impact of the Offer: Historical and Pro forma Statement of Financial Position

\$'000	Notes	Unaudited Historical Balance Sheet 30 June 2021 (i)	Pro Forma 30 June 2021 (before Entitlement Offer) (ii)	Pro Forma 30 June 2021 (after Entitlement Offer with 10% take up) (iii)	Pro Forma 30 June 2021 (after Entitlement Offer with 100% take up) (iv)
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	1	352	1,648	2,012	5,645
Receivables		183	183	183	183
Prepayments and other assets	2	495	137	137	137
TOTAL CURRENT ASSETS		1,030	1,968	2,332	5,965
NON-CURRENT ASSETS					
Property, plant and equipment		7	7	7	7
Right-of-use asset		11	11	11	11
Intangible assets	3	1,709	1,709	1,709	1,709
Investments		33	33	33	33
TOTAL NON-CURRENT ASSETS		1,760	1,760	1,760	1,760
TOTAL ASSETS		2,790	3,728	4,092	7,725
LIABILITIES					
CURRENT LIABILITIES					
Payables		568	568	568	568
Provisions		215	215	215	215
Lease liabilities		12	12	12	12
Borrowings		566	566	566	566
TOTAL CURRENT LIABILITIES		1,361	1,361	1,361	1,361
NON-CURRENT LIABILITIES					
Provisions		170	170	170	170
Borrowings	5	2,658	2,286	2,286	2,286
TOTAL NON-CURRENT LIABILITIES		2,828	2,456	2,456	2,456
TOTAL LIABILITIES		4,189	3,817	3,817	3,817
NET ASSETS		(1,399)	(89)	275	3,908
EQUITY					
Issued Capital	4	39,843	41,117	41,481	45,114
Reserves	5	(317)	11	11	11
Accumulated Losses	5	(40,925)	(41,217)	(41,217)	(41,217)
TOTAL EQUITY		(1,399)	(89)	275	3,908

Table 2 considers the following positions:

- (i) Unadjusted unaudited Financial Position at 30 June 2021;
- (ii) Unaudited Financial Position at 30 June 2021 adjusted to include the impact of completing 100% of the proposed Private Placement and carrying out the proposed amendments to the Secured Convertible Notes;
- (iii) Unaudited Financial Position at 30 June 2021 adjusted to include the impact of completing 100% of the proposed Private Placement, carrying out the proposed amendments to the Secured Convertible Notes and 10% of the Entitlement Offer being taken up; and
- (iv) Unaudited Financial Position at 30 June 2021 adjusted to include the impact of completing 100% of the proposed Private Placement, carrying out the proposed amendments to the Secured Convertible Notes and all of the Entitlement Offer being taken up.

Notes to Pro forma Balance Sheet at 30 June 2021

1) Impact of pro forma adjustments on Cash and Cash Equivalents

Table 3 - Impact of pro forma adjustments on Cash and Cash Equivalents

\$'000	Private Placement and Amendment of Terms of Secured Convertible Notes	Private Placement, Amendment of Terms of Secured Convertible Notes & 10% subscription to Entitlement Offer	Private Placement, Amendment of Terms of Secured Convertible Notes & 100% subscription to Entitlement Offer
Cash and cash equivalents - unaudited historical balance sheet 30 June 2021	352	352	352
Share Issue Private Placement (a)	1,436	1,436	1,436
Estimated Share Issue costs (a)	(120)	(120)	(120)
Estimated remaining legal costs for amendments to Convertible Notes (b)	(20)	(20)	(20)
Share Issue 10% of Entitlement Offer (c)		404	
Share Issue 100% of Entitlement Offer (d)			4,036
Estimated Share Issue costs (c), (d)		(40)	(40)
Cash and cash equivalents (adjusted)	1,648	2,012	5,645

Cash and cash equivalents increase from the balance in the unaudited balance sheet at 30 June 2021 for the following reasons:

- a) an increase of up to \$1.436 million from the proceeds of the Private Placement based on the proceeds of up to \$1.999 million from the issuance of up to 30,506,852 Shares at the Offer Price of \$0.06551, less the amount of \$562,500 already received in advance of the shares being issued, offset by estimated Offer Costs of \$120,000.
- b) a decrease as result of the estimated legal fees of \$20,000 for the amended terms of the Secured Convertible Notes. Note that the arrangement fee of \$358,000 was paid prior to 30 June 2021 and therefore has already been deducted from the balance for Cash and Cash Equivalents at 30 June 2021.
- c) On the assumption that the Entitlement Offer is 10% subscribed, an increase of \$404,000 from the issue of 6,115,876 Shares at the Offer Price of \$0.066, offset by estimated Offer Costs of \$40,000.

- d) On the assumption that the Entitlement Offer is fully subscribed, an increase of \$4.036 million from the issue of 61,158,762 Shares at the Offer Price of \$0.066, offset by estimated Offer Costs of \$40,000.

2) Impact of pro forma adjustments Prepayments and other assets

The unaudited Balance Sheet at 30 June 2021 includes a prepayment of \$357,500 relating to the arrangement fee for the amendment of the Secured Convertible Notes. On the Effective Date of the amendments to the terms of the Secured Convertible Notes the prepayment will be released and included within the accounting for the amended Secured Convertible Notes.

3) Intangible Assets

The unaudited Balance Sheet at 30 June 2021 has Intangible Assets of \$1,709,000, including \$1,686,000 relating to the capitalisation of costs incurred developing the DomaCom Platform that underlies the DomaCom product offerings. The capital raising transactions will have no direct impact on the holding value of these assets. However, as part of the annual audit currently being undertaken, an assessment will be made of the various factors that support their holding value. It may be that the Directors support a reduction in the value of these assets in the audited Financial Report. If there is a reduction in their value it will be a non-cash adjustment only.

4) Impact of pro forma adjustments on Issued Capital

Table 4 - Impact of pro forma adjustments in Issued Capital

\$'000	Private Placement and Amendment of Terms of Secured Convertible Notes	Private Placement, Amendment of Terms of Secured Convertible Notes & 10% subscription to Entitlement Offer	Private Placement, Amendment of Terms of Secured Convertible Notes & 100% subscription to Entitlement Offer
Issued Capital - unaudited historical balance sheet 30 June 2021	39,843	39,843	39,843
Share Issue Private Placement (a)	1,436	1,436	1,436
Estimated Share Issue costs (a)	(120)	(120)	(120)
Convertible Note Equity Raising Costs (b)	(42)	(42)	(42)
Share Issue 10% of Entitlement Offer (c)		404	
Share Issue 100% of Entitlement Offer (d)			4,036
Estimated Share Issue costs (c), (d)		(40)	(40)
Issued Capital	41,117	41,481	45,114

Issued Capital increased from the balance in the unaudited balance sheet at 30 June 2021 for the following reasons:

- a) an increase of up to \$1.436 million from the Private Placement based on up to \$1.999 million from the issuance of up to 30,506,852 Shares at the Offer Price of \$0.06551, less the amount of \$562,500 already recorded for subscriptions made prior to the 30 June 2021 in advance of the shares being issued, offset by estimated Offer Costs of \$120,000.
- b) Costs of \$42,000 were allocated to the Equity as a result of the amended terms of the Secured Convertible Notes.

- c) On the assumption that the Entitlement Offer is 10% subscribed, an increase of \$404,000 from the issue of 6,115,876 Shares at the Offer Price of \$0.066, offset by estimated Offer Costs of \$40,000.
- d) On the assumption that the Entitlement Offer is fully subscribed, an increase of \$4.036 million from the issue of 61,158,762 Shares at the Offer Price of \$0.066, offset by estimated Offer Costs of \$40,000.

5) Impact of pro forma adjustments on Reserves and Accumulated Losses

Accounting for the recognition and re-recognition of the amended Convertible Notes results in reduction in non-current Borrowings of \$372,000 from \$2,658,000 to \$2,286,000.

In addition accounting for the recognition and re-recognition of the amended Convertible Notes results in the allocation of \$328,000 to Reserves that increase the balance in the unaudited balance sheet at 30 June 2021 from negative \$317,000 to positive \$11,000.

Also accounting for the recognition and re-recognition of the amended Convertible Notes results in the recognition of a non-cash loss on derecognition of \$292,000 that increase the balance of Accumulated Losses in the unaudited balance sheet at 30 June 2021 from negative \$40,925,000 to negative \$41,217,000.

7. Key risks

This section includes details of the key risks attaching to an investment in shares in DomaCom. These risks may affect the future strategy, operating and financial performance of DomaCom and the value of DomaCom shares. It does not purport to list every risk that may be associated with an investment in shares in DomaCom now or in the future, and the occurrence or consequences of some of the risks described in this section are partially or completely outside the control of DomaCom, its Directors and senior management team. The risks are not set out in any particular order in this section.

The selection of risks has been based on an assessment of a combination of the probability of the risk occurring and impact of the risk if it did occur. The assessment is based on the knowledge of the Directors as at the date of this Prospectus, but there is no guarantee or assurance that the importance of different risks will not change or other risks will not emerge.

Before applying for Shares issued under the Entitlement Offer or the Private Placement or agreeing to the Variation of Terms of the Secured Convertible Notes, you should satisfy yourself that you have a sufficient understanding of these matters and should consider whether Shares issued under the Entitlement Offer or the Private Placement are a suitable investment for you, having regard to your own investment objectives, financial circumstances and taxation position. If you do not understand any part of this Prospectus or are in any doubt as to whether to invest in the Shares issued under the Entitlement Offer or the Private Placement, it is recommended that you seek professional guidance from your broker, legal, financial or other professional adviser before deciding whether to invest.

All potential investors should be aware that this is not an exhaustive list of the risks associated with an investment in DomaCom and should be considered in conjunction with other information disclosed in this Prospectus. There can be no guarantee that DomaCom will achieve its stated objectives or that any forward looking statements or forecasts contained in this Prospectus will be realised or otherwise eventuate.

7.1. Investment highly speculative

The below list of risks ought not to be taken as exhaustive of the risks faced by the Company or by existing or prospective investors in the Company. The following risks, and others not specifically referred to, may in the future materially affect the financial performance of the Company and the value of the Shares Issued under the Entitlement Offer or the Private Placement. The Shares Issued under the Entitlement Offer or the Private Placement carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares. Eligible investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for Shares under the Entitlement Offer or the Private Placement.

In addition to the specific risks set out in Section 7.2, key risks include:

- **Failure to achieve reinstatement of ASX trading:** trading in the Company's shares on ASX has been suspended (at the Company's request) since 11 May 2021. In order to achieve re-instatement of trading, ASX requires to be satisfied that the Company's financial condition (including operating results) are sufficient to warrant the continued quotation of its shares and its continued listing. On completion of the Placement and the Entitlement Offer (assuming a minimum 10% take up) and assuming the proposed AustAgri sub-Fund is operational by 15 September 2021, the Board considers that the Company will have sufficient funding to meet the cash requirements of two quarters of net operating cash outflows.
- **Solvency Risk:** the ability of the Company to continue meet its cash requirements to maintain its operations and meet its financial obligations as they fall due depends on the following key factors:
 - achieving reinstatement of trading on ASX by no later than 30 September 2021, which is a condition precedent to the waiver of the default under the Convertible Notes (refer to Section 4). If that condition precedent is not fulfilled (or waived), there is a risk that the Company would be subject to an insolvency event which would have a material adverse effect on the Company's financial position, prospects and share price;
 - inability to achieve reinstatement of trading on ASX is likely to materially and adversely impact the ability of the Company to raise further capital in order to continue to meet its cash flow requirements. If this eventuates, alternative funding sources may be available to the Company. Any such capital raising may be on less favourable terms or may not be available at all.

7.2. Specific investment risks

(a) Failure to attract customers and grow assets under management

DomaCom is dependent on growing its customer base, increasing the number and value of properties and other assets in the DomaCom Fund and in turn the assets under management based on which it derives a management fee in order to more than offset its running expenses. Failure to attract customers and grow funds under management will negatively impact the DomaCom Group's financial position and prospects.

Failure to attract customers to the DomaCom Fund may also impact the secondary market on the Platform, which in turn could impact the ability of investors to trade Fractional Interests on the price achieved. The reputational consequences of this could negatively impact DomaCom Fund's growth and accordingly DomaCom revenues and financial position.

(b) Competition

While DomaCom believes it is the first to operate a fractional investment platform in the form of a registered managed investment scheme in Australia, there is a risk that existing financial service providers or new players enter this market or duplicate DomaCom's technology and business model.

The key industries in which the DomaCom operates are all competitive markets which are expected to remain competitive. Examples of factors that may impact on DomaCom competitive position include:

- level of innovation relative to that of competitors;
- commercial factors, including pricing and liability terms;
- ability to keep up with technological or regulatory change;
- ability to respond to client preferences for products and services; and
- ability to maintain strong relationships with existing clients by upholding the consistency and quality of its services.

In addition, DomaCom needs to respond effectively to any changes in the competitive landscape, which may evolve as a result of a number of factors, including the entry of new competitors into the market and the consolidation of existing market participants.

Increased competition may adversely affect DomaCom's business, financial performance and financial condition. Increased competition may also result in pressure on the management fees charged by DomaCom.

(c) Termination of the Investment Management Agreement

DomaCom Australia is the investment manager appointed by the Responsible Entity of the DomaCom Fund under the investment management agreement dated 18th October 2017. If the Responsible Entity as trustee of the DomaCom Fund terminates the Investment Management Agreement, DomaCom Australia could lose its primary source of income.

(d) Reliance on platform technology

The DomaCom Fund relies on an online technology solution which is delivered by the DomaCom Platform to facilitate the application process, the on boarding of clients and assets and regular on-going reporting.

There is a risk of cyber-attacks which could lead to loss, theft or corruption of data. This could render the Platform unavailable for a period of time and the unauthorised disclosure of client data.

This is a risk of disruption of Platform services due to:

- Inability of the system to handle increase in capacity of clients and transactions or errors or omissions that may occur in performing certain tasks and transactions.
- A force majeure event that affects the systems and in turn the clients of or suppliers to DomaCom.

(e) Reliance on third party suppliers

IT Suppliers

The DomaCom Group relies on certain contracts with third party suppliers to maintain and support its IT infrastructure and software, which underpins its core business activities. DomaCom's reliance on third parties to provide key services decreases its control over the delivery of these services and the quality and reliability of the services provided. DomaCom is also subject to the risk of any failures in each third-party provider's systems or IT infrastructure, which may impact that third party's ability to deliver the services it is contracted to provide. Any delay, disruption or deterioration in the level of service by a third-party provider could impair DomaCom's ability to provide services to its clients at all, or to the service levels DomaCom and its clients expect. In addition, if any

such contracts are terminated for any reason and an alternative source of technology or systems is not found in a timely manner or on similar commercial terms, DomaCom's operations, earnings and financial condition could be adversely impacted.

Performance of third-party infrastructure

DomaCom Australia and the DomaCom Fund are dependent on the effective performance, reliability and availability of DomaCom's Platform, third party data centres and communication systems.

While DomaCom's Platform is designed to appropriately and effectively service the DomaCom Fund, changes and developments in technology, including by its competitors, or the commercial and/or regulatory environment may require DomaCom to develop and maintain new and/or enhanced technology platforms. There is a risk that DomaCom may fail to successfully achieve the required development of its technology and systems, which may, in turn, adversely affect its operations, relationship with clients, financial performance and financial condition.

Further, DomaCom's core technologies may be exposed to damage or interruption from system failures, viruses, cyber-attacks, telecommunication provider failures, disasters from natural or human causes, or other unforeseen events which may cause the systems to be unavailable from time to time. This may affect the ability of DomaCom to deliver consistent, quality services to its clients and lead to reputational damage and may also adversely impact DomaCom's operations, financial performance and financial condition.

Risks associated with Third Party Suppliers

DomaCom Australia utilises a range of third-party suppliers.

DomaCom Australia could face business interruption risk, brand and reputational risk if any of the third parties failed to perform and undertake their obligations.

(f) Product Development

DomaCom has completed significant product development and is now in the phase of leveraging the products into their targeted markets. However, there will be a continual need to refine and enhance the products, so they remain relevant to the market.

If these enhancements take longer to develop and/or obtain necessary regulatory approvals (if applicable), this could result in further investment than anticipated and / or slower progress in sales.

(g) Failure to be included on Approved Product Lists

DomaCom Australia's distribution strategy is an intermediated model. DomaCom is required to provide products and features that are relevant to Financial Planners and their investors including SMSF investors. DomaCom is also required to provide training on its products to Financial Planners.

DomaCom plans to leverage the networks of financial advisers to grow the DomaCom Fund. Most Australian Financial Planners are connected to Dealer Groups who provide the master AFSL through which the advisers are regulated. This means that Financial Planners can only recommend products that have been incorporated onto their Dealer Group's Approved Product List (APL). In order to qualify for inclusion on APLs DomaCom has commissioned independent research reports and will continue to need to commission such reports in the future. In the event that independent research reports are negative, the DomaCom Fund and its products may not be listed on APLs or may be removed from APLs. In such event DomaCom's financial performance and financial condition may be negatively impacted.

(h) Regulatory changes

DomaCom Australia operates within a registered managed investment scheme environment. Changes to laws, regulations, taxation, standards and practices applicable to the industry in which DomaCom Australia operates could adversely impact its business.

(i) Key personnel risk

DomaCom relies on a number of key personnel to conduct the business including certain personnel who are named as key persons on the DomaCom AFSL. If such key personnel were to leave the business or for other reasons could not perform their duties, and there was an inability to recruit suitable replacements, this could result in an inability to continue to promote or operate the DomaCom business and the DomaCom Fund in accordance with DomaCom's business plan.

(j) Compliance with regulations

DomaCom Australia operates a registered Managed Investment Scheme that is subject to regulations, laws, standards and practices.

DomaCom Australia holds an AFSL required for the conduct of its regulated activities. Failure to comply with the terms of this licence could have significant consequences for DomaCom Australia, including removal of the AFSL resulting in DomaCom Australia no longer being able to operate or promote the DomaCom Fund. Failure to comply with the regulations could result in an inability of the business to operate, suspension of its licence and reputational damage to its brand.

DomaCom is subject to privacy laws in Australia. These laws regulate the handling of personal information and data collection. Such laws impact the way DomaCom can collect, use, analyse, transfer and share personal and other information. Any actual or perceived failure by DomaCom to comply with relevant laws and regulations may result in the imposition of fines or other penalties, client losses, a reduction in existing services, and limitations on the development of technology and services making use of such data. Any of these events could adversely impact DomaCom's business, financial condition and financial performance.

(k) Impairment of Intangible Assets

DomaCom's balance sheet includes intangible assets. Under Australian Accounting Standards, goodwill and indefinite life intangible assets must be regularly tested for impairment.

If impaired, DomaCom would need to write down the value of its intangible assets which would result in an expense in the income statement, thereby potentially materially impacting DomaCom's financial condition and reported earnings.

(l) Reputational damage

DomaCom's brand is important in attracting and retaining clients to the DomaCom Fund. There is a risk that the brand may be tarnished by incidents such as negative publicity, data security breach or one-off unforeseen events that negatively impact DomaCom's operations. Even though the DomaCom Group is not involved in the selection of properties that the DomaCom Fund invests in, the failure of Fractional investments could indirectly have a negative impact on DomaCom's brand and reputation. The occurrence of any such incidents may lead to client loss and the failure to attract new clients and grow FUM, which, in turn, may have an adverse impact on DomaCom's financial performance.

(m) Litigation

DomaCom may in the ordinary course of business become involved in litigation and disputes, for example with its suppliers or clients. Any such litigation or dispute could involve significant economic costs and damage to relationships with suppliers, clients and/or other stakeholders. Any such outcomes may have an adverse impact on DomaCom's business, market reputation and financial condition and financial performance.

(n) Failure to realise benefits from research and development investments

Developing software and technology is expensive and the investment in the development of these product and service offerings often involves an extended period of time to achieve a return on investment. An important element of DomaCom's corporate strategy is to continue to make investments in innovation and related product and service opportunities through internal investments and, potentially, the acquisition of intellectual property or businesses from third parties. DomaCom believes that it must continue to dedicate resources to its innovation efforts to develop its software and technology service offering and embed its competitive position. However, DomaCom may not receive significant revenues from these investments for several years or may not realise such benefits at all.

(o) Failure to protect intellectual property rights

Third parties may knowingly or unknowingly infringe DomaCom's proprietary rights, and/or may challenge proprietary rights held by the DomaCom Group. In such cases, DomaCom may be required to expend significant time and expense in order to prevent infringement or to enforce its rights. If the protection of its proprietary rights is inadequate to prevent unauthorised use or appropriation by third parties, its competitors may be able to more effectively mimic its products, services, and methods of operation. Any of these events could have an adverse effect on its business, financial condition and financial performance.

(p) Infringement of third-party intellectual property rights

DomaCom may receive notices from third parties claiming infringement of their intellectual property rights and/or breach of its agreements with them. DomaCom cannot assure Applicants that such claims may not arise, including from its competitors, or that such claims may not require protracted negotiation, including litigation, to resolve, or the payment of monetary damages or the satisfaction of indemnification obligations in its agreements with suppliers. In addition, such claims may increase as DomaCom continues to grow and enter new markets. In such cases, if a determination was made that DomaCom had infringed such third-party rights, DomaCom's business and financial condition may be adversely affected.

(q) Failure to execute the planned growth strategy

DomaCom's growth strategy is focused on growing the number of members of the DomaCom Fund and the value of FUM. To the extent DomaCom is not able to execute its strategy, its business and growth prospects may be adversely impacted. This in turn could impact its financial position.

7.3. General risks

(a) Price of shares

The Shares are subject to general market risks applicable to all securities listed on a stock exchange. This may result in fluctuations in the Share price that are not explained by the performance of the Company.

The price at which Shares are quoted on the ASX may increase or decrease due to a number of factors, some of which may not relate directly or indirectly to the Company's performance or prospects.

There is no assurance that the price of the Shares will increase in the future, even if the Company's financial position or performance improve.

Some of the factors which may affect the price of the Shares include:

- fluctuations in the domestic and international markets for listed stocks;
- general economic conditions, including interest rates, inflation rates, exchange rates, commodity and oil prices or changes to government;
- fiscal, monetary or regulatory policies, legislation or regulation;
- inclusion in or removal from market indices;
- the nature of the markets in which the Company operates;
- general operational and business risks;
- variations in sector performance, which can lead to investors exiting one sector to prefer another; and
- initiatives by other sector participants which may lead to investors switching from one stock to another.

(b) General economic conditions

Deterioration of general economic conditions may also affect the Company's business operations, and the consequent returns from an investment in Shares.

(c) Insurance

No assurance can be given that the Company will obtain insurance cover for all risks faced by the Company or that any insurance cover it arranges will be adequate and available to cover all possible claims. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

(d) Changes to Regulations, accounting standards and taxation

There is always a risk that a change may occur in the applicable laws and regulations, across accounting standards and within the Australian taxation regime. These changes could have an impact on DomaCom's business and in turn its share price.

(e) Force majeure events

Events may occur within or outside Australia that could impact upon global, Australian or other local economies relevant to the Company's financial performance, the operations of the Company and the price of the Shares. These events include but are not limited to acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other man-made or natural

events or occurrences that can have an adverse effect on the Company's ability to conduct business and its ability to achieve its goals and objectives.

(f) Shareholder dilution

In the future, the Company may elect to issue further Shares in connection with fundraisings, including to raise proceeds for acquisitions. While the Company will be subject to the constraints of the Listing Rules regarding the percentage of its capital it is able to issue within a 12-month period (other than where exceptions apply), Shareholders may be diluted as a result of such fundraisings.

(g) Liquidity of shares

There can be no guarantee that there will be an active market in DomaCom Shares and therefore shareholders may have an inability to sell their shares and realise their investment in the Company.

8. Key people - interests and benefits

8.1. Directors' interests

Holding of Shares

Relevant interests in Shares held by Directors the date of this Prospectus are set out in the table below:

Director	Number of Shares held (as at the date of this Prospectus)	Voting power in Shares (as at the date of this Prospectus)
Grahame Evans	1,232,957	0.4%
Arthur Naoumidis	14,201,094	4.6%
David Archbold	464,837	0.2%
Peter Church OAM	222,178	0.1%
Ross Laidlaw	2,308,166	0.8%
Matthew Roberts ¹	-	-
George Paxton	-	-
Hilal Yassine ²	-	-

No options or performance rights were held by any of the Directors at the date of this Offer Document.

¹ Matthew Roberts is deemed to have an interest in 54,220,850 ordinary shares held by Halo Investment Co Pty Limited

² Hilal Yassine is deemed to have a beneficial interest in 8,333,333 ordinary shares held by FQC Fintech Pty Limited

8.2. Potential effect on control of the Company

As at the date of this Prospectus, Halo Investment Co Pty Ltd, a company associated with Mr Matt Roberts and Mr George Paxton, holds 54,220,850 Existing Shares (representing 17.7% of the Company's issued capital). The holding of Halo Investment Co Pty Ltd will not increase as a result of the Entitlement Offer or the Variation of Terms of Convertible Notes.

Halo Investment Co Pty Ltd is applying for 3,052,969 Shares under the Private Placement that will change its holding to 57,273,819, representing 17.0% of the Company's issued capital, 14.4% of the Company's issued capital if the Entitlement Offer is fully subscribed, and 16.7% of the Company's issued capital if the Entitlement Offer is 10% subscribed.

As at the date of this Prospectus, FQC Fintech 2 Pty Ltd, a company associated with Mr Hilal Yassine, holds 44,166,666 Existing Shares (representing 14.4% of the Company's issued capital). The holding of FQC Fintech 2 Pty Ltd will not increase as a result of the Placement, Entitlement Offer or the Variation of Terms of Convertible Notes.

8.3. Interests of experts and advisers

Except as disclosed in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Prospectus;
- (b) promoter of DomaCom; or
- (c) broker to the Entitlement Offer, Private Placement or Variation of Terms of Convertible Notes, (each a **relevant person**) holds, at the time of lodgement of this Prospectus with ASIC, or has held in the two years before lodgement of this Prospectus with ASIC, an interest in:
 - (a) the formation or promotion of DomaCom; and
 - (b) the Entitlement Offer, the Private Placement or the Variation of Terms of Convertible Notes.

Except as set out in this Prospectus, no one has paid or agreed to pay any amount or given or agreed to give any benefit for services provided by a relevant person in connection with the formation or promotion of DomaCom or the Entitlement Offer, the Private Placement or the Variation of Terms of Convertible Notes. The amounts below are exclusive of GST.

Hall & Wilcox has acted as Australian legal adviser to DomaCom in connection with the Entitlement Offer. DomaCom has agreed to pay approximately \$35,000 (excluding GST and disbursements) for legal services in connection with the Entitlement Offer to the date of this Prospectus. Further amounts may be paid to Hall & Wilcox in accordance with its usual time-based charges.

9. Additional information

9.1. Tax status

The Company is taxed as an Australian tax resident public company for the purpose of Australian income tax law.

9.2. Nature of this Prospectus

Having been admitted to Official Quotation in 2016, Shares in DomaCom have been continuously quoted for more than three months prior to the date of this Prospectus.

As a result of this, this Prospectus is a “transaction-specific prospectus” for continuously quoted securities to which the special content rules under section 713 of the Corporations Act apply.

In general terms, a transaction specific prospectus is only required to contain information in relation to the effect of the issue of securities on a company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

As an ASX-listed company, DomaCom has provided the ASX with a substantial amount of information regarding its activity and that information is publicly available on the ASX market announcements platform. The Prospectus is intended to be read in conjunction with that publicly available information. You should therefore review and have regard to all other publicly available information before making a decision of whether or not to invest.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

9.3. Reporting and disclosure obligations

DomaCom is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act. As such, DomaCom is subject to the regime of continuous disclosure and periodic reporting requirements.

As a listed company, DomaCom is subject to the ASX Listing Rules, which (in addition to the Corporations Act) require continuous disclosure to the market of any information possessed by DomaCom which a reasonable person would expect to have a material effect on the price or value of its Shares (subject to certain exceptions).

In accordance with the Corporations Act and the ASX Listing Rules, DomaCom is required to prepare and lodge with ASIC and the ASX yearly and half-yearly financial reports.

9.4. Availability of other documents

The ASX maintains files containing publicly disclosed information about all listed companies. DomaCom's file is available for inspection at the ASX during normal working hours, and DomaCom's announcements may be viewed on the ASX website (www.asx.com.au). In addition, documents lodged by, or in relation to DomaCom, with ASIC may be obtained from, or inspected at, an ASIC office.

DomaCom will provide a copy of any of the following documents, free of charge, to any investor who so requests during the application period under this Prospectus:

- (a) the annual financial report for the year ended 30 June 2020;
- (b) the half year financial report for the half-year ended 31 December 2020; and
- (c) any other document used to notify the ASX of information relating to DomaCom under the continuous disclosure provisions of the Listing Rules and the Corporations Act before lodgement of this Prospectus with ASIC.

Details of documents lodged by DomaCom with ASX since the date of lodgement of DomaCom's latest annual financial report and before the lodgement of this Prospectus with ASIC are set out in the table below.

Date	Description of Announcement
26/7/2021	Appendix 4C - quarterly
26/7/2021	DomaCom Quarterly Activity Report
23/7/2021	Proposed issue of securities - DCL
23/7/2021	Update on Secured Convertible Notes
13/07/2021	Proposed Issue of Securities - DCL
13/07/2021	Update on ASX Suspension and Proposed Capital Raise
22/06/2021	DomaCom Investor Presentation
18/06/2021	Response to ASX Query Letter
16/06/2021	DomaCom Option Expiry
16/06/2021	Notification of cessation of securities – DCL
16/06/2021	Resignation of Director
11/05/2021	Voluntary Suspension
07/05/2021	Trading Halt
07/05/2021	Pause in Trading
30/04/2021	DomaCom Quarterly Activity Report
30/04/2021	Appendix 4C - quarterly
26/04/2021	DomaCom AustAgri Social Media Posts
01/04/2021	DomaCom nears completion of AustAgri transaction
30/03/2021	Investor Presentation March 2021
18/03/2021	Appendix 3X Initial Director's Interest Notice
17/03/2021	Appointment of New Director to the Board of DomaCom Limited

Date	Description of Announcement
02/03/2021	DomaCom completes integration with BGL
26/02/2021	AustAgri transaction update
26/02/2021	Appendix 4D & Half Year Financial Report - 31 December 2020
28/01/2021	Appendix 4C - quarterly
28/01/2021	DomaCom Quarterly Activity Report
25/01/2021	Expiry of unlisted options
21/12/2020	AustAgri transaction update
18/12/2020	DomaCom-Crescent Group Shariah-compliant financing solution
10/12/2020	Appendix 2A - share issue under LTIP
02/12/2020	Results of Annual General Meeting
02/12/2020	Chairman and CEO Presentation to AGM
02/12/2020	Impact of Retirement Income Review
09/11/2020	DomaCom partners with BlueCHP to deliver affordable housing
29/10/2020	DomaCom Quarterly Activity Report
29/10/2020	Appendix 4C - quarterly
28/10/2020	Notice of Annual General Meeting / Proxy Form
21/10/2020	Results of Extraordinary Meeting
16/10/2020	Form 604 - Change in interests of substantial holder
16/10/2020	Form 605 - Ceasing to be a substantial holder
15/10/2020	Form 604 - Change in interests of substantial holder
09/10/2020	Cleansing Notice
08/10/2020	Appendix 2A - Application for Quotation
29/09/2020	Form 604 - Change in interests of substantial holder
29/09/2020	Appendix 3Y - Change of Director's Interest Notice
16/09/2020	Notice of Extraordinary General Meeting / Proxy Form
15/09/2020	Stockbroker Presentation September 2020
07/09/2020	Notice of initial substantial holder
04/09/2020	Cleansing Notice
04/09/2020	Appendix 2A - Application for Quotation
04/09/2020	Reinstatement to Official Quotation
04/09/2020	Proposed issue of Securities - DCL
04/09/2020	Proposed issue of Securities - DCL
04/09/2020	Proposed issue of Securities - DCL
04/09/2020	\$3.6m Placement as part of \$16.6m Recapitalisation Proposal

All documents are available on DomaCom's website (www.domacom.com) and on the ASX website (www.asx.com.au).

All requests for copies of the above documents should be addressed to:

Attn: Mr Philip Chard, Company Secretary, DomaCom Limited, Level 6, 99 Queen Street, Melbourne VIC 3000

9.5. Rights and liabilities attaching to Convertible Notes

The rights and liabilities attaching to the Convertible Notes are set out in Section 4.

9.6. Rights and liabilities attaching to Shares

The rights and liabilities attaching to ownership of Shares arise from a combination of the Constitution, statute, the ASX Listing Rules and general law. A summary of the significant rights, liabilities and obligations attaching to the Shares and a description of other material provisions of the Constitution are set out below. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of Shareholders.

Voting at a general meeting

At a general meeting of DomaCom, every Shareholder present in person or by proxy, representative or attorney has one vote on a show of hands and, on a poll, one vote for each fully paid Share held by that Shareholder.

Meetings of members

Each Shareholder is entitled to receive notice of, attend and vote at, general meetings of DomaCom and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act and the Listing Rules.

Dividends

The Board may from time to time resolve to pay dividends to Shareholders and fix the amount of the dividend, the time for determining entitlements to the dividend and the timing and method of payment.

Transfer of Shares

Subject to the Constitution, Shares may be transferred by a proper transfer effected in accordance with the ASX Settlement Operating Rules, by a written instrument of transfer which complies with the Constitution or by any other method permitted by the Corporations Act, the Listing Rules or the ASX Settlement Operating Rules.

The Board may refuse to register a transfer of Shares where permitted to do so under the Corporations Act, the Listing Rules or the ASX Settlement Operating Rules. The Board must refuse to register a transfer of Shares when required to by the Corporations Act, the Listing Rules or the ASX Settlement Operating Rules.

Issue of further shares

Subject to the Corporations Act, the Listing Rules and the ASX Settlement Operating Rules and any rights and restrictions attached to a class of shares, DomaCom may issue, or grant options in respect of, or otherwise dispose of further shares on such terms and conditions as the Directors resolve.

Winding up

If DomaCom is wound up, then subject to the Constitution and any special resolution or preferential rights or restrictions attached to a class of shares, any surplus must be divided among DomaCom's members in the proportions which the amount paid and payable (including amounts credited) on the shares of a member is of the total amount paid and payable (including amounts credited) on the shares of all members of the Company.

Variation of class rights

At present, DomaCom's only class of shares on issue is ordinary shares. Subject to the Corporations Act and the terms of issue of a class of shares, the rights attaching to any class of shares may be varied or cancelled:

- (a) with the consent in writing of the holders of three-quarters of the issued shares included in that class; or
- (b) by a special resolution passed at a separate meeting of the holders of the issued shares included in that class.

In either case, in accordance with the Corporations Act, the holders of not less than 10% of the votes in the class of shares, the rights of which have been varied or cancelled, may apply to a court of competent jurisdiction to exercise its discretion to set aside such variation or cancellation.

Directors – appointment

Under the Constitution, the minimum number of Directors that may comprise the Board is 3 and the maximum is 9. The Directors may appoint a Director to fill a casual vacancy on the Board or in addition to the existing Directors, who will then hold office until the next annual general meeting of DomaCom.

Directors – voting

Questions arising at a meeting of the Board will be decided by a majority of votes of the Directors present at the meeting and entitled to vote on the matter. In the case of an equality of votes on a resolution, the chairperson of the meeting has a casting vote.

Directors – remuneration

The Directors (excluding Executive Directors) are to be paid out of the funds of DomaCom as remuneration for their services as Directors, as determined by the DomaCom in general meeting.

The Constitution also makes provision for:

- (a) any director who devotes special attention to the business of DomaCom, or who otherwise performs services which in the opinion of the Board of Directors are out of scope of the ordinary duties of a Director, or who at the request of the Board engages in any journey on the business of the Company, may be paid extra remuneration as determined by the Board of Directors; and
- (b) Directors may also be reimbursed for expenses reasonably incurred in attending to DomaCom affairs, including expenses associated with reasonable travel, accommodation and other expenses incurred by the Directors in attending meetings of DomaCom or the Board of Directors or while engaged on the business of DomaCom.

Indemnities

DomaCom, to the extent permitted by law, indemnifies each Director, company secretary and executive officer against any liability incurred by that person as an officer of DomaCom, and reasonable legal costs incurred by that person in defending an action for a liability of that person. DomaCom, to the extent permitted by law, may make a payment (whether by way of an advance, loan or otherwise) to a Director in respect of legal costs incurred by that person in defending an action for a liability of that person.

DomaCom, to the extent permitted by law, may pay, or agree to pay, a premium for a contract insuring any Director against any liability incurred by that person as an officer of DomaCom and legal costs incurred by that person in defending an action for a liability of that person.

Amendment

The Constitution may be amended only by special resolution passed by at least three-quarters of the Shareholders present (in person or by proxy) and entitled to vote on the resolution at a general meeting of DomaCom. DomaCom must give at least 28 days written notice of a general meeting.

9.7. ASX and ASIC

DomaCom has not obtained any ASIC relief from compliance with the Corporations Act or waivers from ASX from the application of the Listing Rules in connection with this Entitlement Offer.

9.8. Representations by acceptance of Entitlement Offer

By completing and returning your personalised Entitlement and Acceptance Form or making a payment by BPAY® as outlined in section 2, you will be deemed to have represented to DomaCom that you are an Eligible Retail Shareholder and:

- (a) acknowledge that you have read and understand this Prospectus and your personalised Entitlement and Acceptance Form in their entirety;
- (b) agree to be bound by the terms of the Entitlement Offer, the provisions of this Prospectus, and DomaCom's Constitution;

- (c) authorise DomaCom to register you as the holder(s) of Shares issued under the Entitlement Offer allotted to you;
- (d) declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;
- (e) declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;
- (f) acknowledge that once DomaCom receives your personalised Entitlement and Acceptance Form or any payment of Application Monies via BPAY®, you may not withdraw your application or funds provided except as allowed by law;
- (g) agree to apply for and be issued up to the number of Shares specified in the personalised Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY®, at the Offer Price per New Share;
- (h) authorise DomaCom, the Share Registry and their respective officers or agents to do anything on your behalf necessary for Shares to be issued to you under the Entitlement Offer, including to act on instructions of the Share Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;
- (i) acknowledge and agree that:
 - a. determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of DomaCom; and
 - b. DomaCom, respective related bodies corporate and affiliates, and their respective directors, officers, partners, employees and agents disclaim any duty or liability (including negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;
- (j) if you are participating in the Entitlement Offer, declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;
- (k) acknowledge that the information contained in this Prospectus and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that Shares issued under the Entitlement Offer are suitable for you given your investment objectives, financial situation or particular needs;
- (l) acknowledge the statement of risks included in section 7 of this Prospectus, and that investments in DomaCom are subject to risk;
- (m) acknowledge that none of DomaCom, respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of DomaCom, nor do they guarantee the repayment of capital;
- (n) agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer including, in the case of participation in the Entitlement Offer, of your holding of Shares on the Record Date;
- (o) authorise DomaCom to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- (p) represent and warrant (for the benefit of DomaCom, respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Entitlement Offer either directly or through a nominee, are not an Ineligible Shareholder and are otherwise eligible to participate in the Entitlement Offer;

- (q) represent and warrant that the law of any place does not prohibit you from being given this Prospectus and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an application for Shares under the Entitlement Offer and that you are otherwise eligible to participate in the Entitlement Offer;
- (r) represent and warrant that you are not in the United States and you are not acting for the account or benefit of a person in the United States (to the extent such person holds ordinary shares in DomaCom and is acting for the account or benefit of a person in the United States);
- (s) you understand and acknowledge that the Entitlements and the Shares under the Entitlement Offer have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States. Accordingly, the Entitlements under the Entitlement Offer may not be issued to, taken up, or exercised by, and the Shares to be offered or sold in the Entitlement Offer may not be offered or sold to persons in the United States or persons who are acting for the account or benefit of a person in the United States (to the extent such person holds ordinary shares in DomaCom and is acting for the account or benefit of a person in the United States). You further understand and acknowledge that the Entitlements under the Entitlement Offer and the Shares under the Entitlement Offer may only be offered, sold and resold outside the United States in “offshore transactions” (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S under the US Securities Act;
- (t) represent and warrant that you are subscribing for or purchasing Shares under the Entitlement Offer outside the United States in an “offshore transaction” (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S under the US Securities Act;
- (u) declare that if in the future you decide to sell or otherwise transfer any Shares issued under the Entitlement Offer, you will only do so in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act, including in a standard (regular way) brokered transaction on the ASX, where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States, in accordance with Regulation S under the US Securities Act;
- (v) represent and warrant that you have not and will not send this Prospectus, the Entitlement and Acceptance Form, or any other materials relating to the Entitlement Offer to any person in the United States or any other country outside Australia; and
- (w) declare that if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia (or in the case of a beneficial holder who is an Eligible Shareholder, Australia or New Zealand) and is not in the United States and is not acting for the benefit of a person in the United States (to the extent such person holds ordinary shares in DomaCom and is acting for the account or benefit of a person in the United States), and you have not sent this Prospectus, the Entitlement and Acceptance Form or any information relating to the Entitlement Offer to any such person.

9.9. Consents

Each party referred to as a consenting party (who are named below):

- (a) has not authorised or caused the issue of this Prospectus;
- (b) does not make, or purport to make, any statement in this Prospectus or on which a statement made in the Prospectus is based other than as specified in this section; and
- (c) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section.

Each of the following has consented to being named in the Prospectus in the capacity as noted below and have not withdrawn such consent prior to the lodgement of this Prospectus with ASIC:

- (a) Hall & Wilcox as legal adviser to DomaCom in relation to the Entitlement Offer; and

(b) Boardroom Pty Limited as the Share Registry.

There are a number of persons referred to elsewhere in this Prospectus who are not experts and who have not made statements included in this Prospectus nor are there any statements made in this Prospectus on the basis of any statements made by those persons.

These persons did not consent to being named in the Prospectus and did not authorise or cause the issue of the Prospectus.

9.10. Withdrawal of Offers

DomaCom and the Directors reserve the right to withdraw or vary all or part of the Entitlement Offer, Private Placement and Variation of Terms of Secured Convertible Notes and this Prospectus at any time prior to the issue of Shares under the Entitlement Offer.

9.11. Privacy

As a Shareholder, DomaCom and the Share Registry have already collected certain personal information from you. If you apply for Shares under the Entitlement Offer or Private Placement, DomaCom and the Share Registry may update that personal information or collect, hold and use additional personal information about you. Such information may be used to assess your acceptance of Shares issued under the Entitlement Offer, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration.

To do that, DomaCom and the Share Registry may disclose your personal information, for purposes related to your shareholding, to their agents, contractors or third party service providers to whom they outsource services in order to assess your acceptance of Shares Issued under the Entitlement Offer, the Share Registry for ongoing administration of the register, printers and mailing houses for the purposes of preparation and distribution of Shareholder information and for handling of mail, or as otherwise authorised under the *Privacy Act 1988* (Cth).

Company and tax laws require some personal information to be collected. If you do not provide us with your personal information we may not be able to process your application. In most cases you can gain access to your personal information held by (or on behalf of) DomaCom or the Share Registry. DomaCom aims to ensure that the personal information it retains about you is accurate, complete and up to date. To assist with this, please contact the Share Registry if any of the details you have provided change. If you have concerns about the completeness or accuracy of the information DomaCom or the Share Registry have about you, they will take steps to correct it. You can request access to your personal information by telephoning or writing to DomaCom through the Share Registry as follows:

Boardroom Pty Limited
Level 12,
225 George Street
Sydney, NSW 2000
1300 737 760

9.12. Governing law

This Prospectus and the contracts that arise from the acceptance of Entitlements for Shares under the Entitlement Offer or Private Placement are governed by the law applicable in Victoria and each applicant submits to the non-exclusive jurisdiction of the courts of Victoria.

9.13. Statement of Directors

The issue of this Prospectus has been authorised by each Director. Each Director has consented to lodgement of this Prospectus and issue of this Prospectus and has not withdrawn that consent prior to its lodgement with ASIC.

9.14. Foreign selling restrictions

This Prospectus does not constitute an offer of Shares of DomaCom in any jurisdiction in which it would be unlawful. In particular, this Prospectus may not be distributed to any person, and the Shares issued under the Entitlement Offer and Private Placement may not be offered or sold, in any country outside Australia except to the extent permitted below.

This Entitlement Offer and the Private Placement are not open to Foreign Holders on the basis that the Directors have formed the view that it is unreasonable to make an offer to those persons having regard to the number of Foreign Holders, the Shares held by Foreign Holders, and the costs of complying with the legal and regulatory requirements in the place of residence of the Foreign Holders.

New Zealand

The Shares issued under the Entitlement Offer are not being offered or sold to the public in New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of Shares under the Entitlement Offer is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Entitlement Offers) Exemption Notice 2016 (New Zealand).

This Prospectus contains offers to Eligible Shareholders and Sophisticated and Institutional Investors of continuously quoted securities and has been prepared in accordance with section 713 of the Australian Corporations Act. This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (New Zealand). This Prospectus is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United States

This Prospectus, the investor presentation, any accompanying ASX announcement relating to the Entitlement Offer, the Entitlement and Acceptance Form, the Private Placement and the Variation of Terms of Secured Convertible Notes do not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or to any person who is acting for the account or benefit of any person in the United States (to the extent such person holds ordinary shares in DomaCom and is acting for the account or benefit of the person in the United States).

The Shares issued under the Entitlement Offer, the Entitlements and the Shares issued through the Private Placement have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Shares issued under the Entitlement Offer, the Entitlements and the Shares issued through the Private Placement may not be offered, sold, resold or otherwise transferred, directly or indirectly, in the United States or to persons acting for the account or benefit of a person in the United States (to the extent such persons hold ordinary shares in DomaCom and are acting for the account or benefit of a person in the United States).

10. Glossary

TERM	MEANING
\$ or A\$	Australian dollars.
Allotment Date	25 August 2021
Applicable Law	All laws of jurisdictions applicable to the Offer and/or DomaCom within or outside Australia, including the Listing Rules and applicable policies, guidelines, official directives, class orders or requests of or by any Government Agency, whether or not having the force of law, except to the extent compliance is duly modified, waived or exempted in favour of a person in the relevant circumstances.
Applicant(s)	An Eligible Shareholder or Eligible Applicant who submits a valid Application pursuant to this Prospectus.
Application(s)	An application made to subscribe for New Shares offered under this Prospectus.
Application Monies	Monies received from Applicants in respect of their Application for New Shares.
ASIC	Australian Securities and Investment Commission.
ASX	ASX Limited (ACN 008 624 691) or the securities exchange operated by it (as the case requires).
ASX Settlement Operating Rules	The rules of ASX Settlement Pty Ltd (ACN 008 504 532).
ATO	Australian Taxation Office.
Australian Accounting Standards	Australian Accounting Standards and other authoritative pronouncements issued by the Australian Accounting Standards Board.
AustAgri or AAGL	AustAgri Group Limited ACN 636 994 628
Board or Board of Directors	The board of directors of DomaCom.
Chairman	Chairman of the Board of Directors.
CHESS	Clearing House Electronic Sub-register System, operated in accordance with the Corporations Act.
Closing Date	The date by which Applications must be lodged for the Entitlement Offer, being Thursday 19 August 2021. This date may be varied by DomaCom without prior notice.
Company or DomaCom	DomaCom Limited (ABN 69 604 384 885).
Constitution	The constitution of DomaCom as amended, varied or replaced from time to time.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Corporate Directory	The Corporate Directory at the back of this Prospectus.
Director	A member of the Board of DomaCom.
DomaCom Offer Information Line	1300 737 760
EBIT	Earnings before interest and tax.
EBITDA	Earnings before interest, tax, depreciation and amortisation.
Eligible Applicant	A person who is:

	(a) an Eligible Shareholder who has subscribed to take up their full Entitlement under the Entitlement Offer; or (b) not a Shareholder, who has a registered address in Australia or New Zealand.
Eligible Shareholder	A Shareholder who, as at the Record Date: (a) has a registered address in Australia or New Zealand; and (b) is not in the United States and is not acting for the account or benefit of a person in the United States (to the extent that such a person holds ordinary shares in DomaCom and is acting for the account or benefit of a person in the United States).
Entitlement	The number of Shares for which an Eligible Shareholder is entitled to subscribe for under the Entitlement Offer, being 1 New Share for every 5 Existing Share held as at the Record Date, subject to rounding up fractional entitlements and to the terms of the Entitlement Offer.
Entitlement and Acceptance Form	The entitlement and acceptance form either attached to or accompanying this Prospectus.
Entitlement Offer	The offer of New Shares to Eligible Shareholders under the Entitlement Offer.
Existing Shares	A Share on issue at the Record Date.
Expiry Date	The date that is 13 months after the Prospectus Date.
FY	Financial year or year ended 30 June. For example FY20 would be the financial year ended 30 June 2020.
Government Agency	Any government or any government department of governmental agency including without limitation any semi-governmental, administrative, fiscal, judicial, investigative, review or regulatory body, department, commission (including ASIC, ATO, ACCC), authority, tribunal, agency, stock exchange (including the ASX) or entity in any jurisdiction relevant to the Entitlement Offer or DomaCom.
GST	Goods and services or similar tax imposed in Australia
Ineligible Shareholder	A Shareholder on the Record Date who does not satisfy the criteria to be an Eligible Shareholder.
Listing Rules	The listing rules of ASX as amended or varied from time to time.
New Shares	The Shares Offered under the Offers
Offer Price	\$0.06551 per New Share under the Private Placement. \$0.066 per New Share under the Entitlement and Shortfall Offers (rounded up from the Private Placement price to allow compliance with Listing Rule 7.11.2 that limits the use of fractions of cents in Entitlement Offers).
Official Quotation	The quotation of securities on the ASX.
Permitted Jurisdiction	Australia and New Zealand
Prospectus	This document (including the electronic form of this Prospectus) and any supplementary or replacement Prospectus in relation to this document.
Prospectus Date	The date on which a copy of this Prospectus is lodged with ASIC, being 30 July 2021
Record Date	The time and date for determining which Shareholders are entitled to the Entitlement, being 7:00 pm (Melbourne time) on Thursday 5 August 2021.
Share	A fully paid ordinary share in the capital of DomaCom.
Share Registry	Boardroom Pty Limited
Shareholder	A holder of Shares.

Shortfall	Any shortfall in subscription for New Shares after the close of the Entitlement Offer
Shortfall Application Form	The shortfall application form either attached to or accompanying this Prospectus.
Shortfall Offer	An offer to acquire the Shortfall under this Prospectus.
Shortfall Shares	Those New Shares issued pursuant to the Shortfall Offer.

Corporate directory

DOMACOM REGISTERED OFFICE

DomaCom Limited
Level 6, 99 Queen Street
Melbourne, VIC 3000

SHARE REGISTRY

Boardroom Pty Limited
Level 12, 225 George Street
Sydney, NSW 2000

LEGAL ADVISER TO THE OFFER

Hall & Wilcox
Level 11, 525 Collins Street
Melbourne VIC 3000

DOMACOM ENTITLEMENT OFFER INFORMATION LINE

Number: 1300 737 760

Hours of operation: 9:0am to 5:30pm AEST
Monday to Friday

Back cover

ABN: 69 604 384 885

ENTITLEMENT AND ACCEPTANCE FORM - ENTITLEMENT OFFER

Entitlement No.

Subregister

SRN/HIN.

 Number of Shares held at 7pm
 (AEST) on 5 August 2021

Offer Closes: 19 August 2021 at 5:00pm (AEST)

A Rights Acceptance

If you wish to accept your **FULL ENTITLEMENT**, please complete and return this form **WITH YOUR PAYMENT FOR THE AMOUNT SHOWN BELOW**. The return of this form by the Closing Date being by 5pm on 19 August 2021 with payment will constitute acceptance of the Entitlement Offer. Your signature is only required when an alteration to your address is indicated by you over the page.

Entitlement to New Shares on the basis of 1 New Share for every 5 Ordinary Shares held	Price Per Share	Amount Payable for Full Acceptance, at \$0.066 per New Share
	\$0.066 per Share =	

If you wish to accept **PART OF YOUR ENTITLEMENT ONLY**, please complete this form showing in the box below the **NUMBER OF NEW SHARES BEING ACCEPTED** and the appropriate amount payable.

Number of New Shares accepted	Price Per Share	Amount Enclosed
	\$0.066 per Share =	\$

B Apply for Shortfall Shares (if available)

If you wish to apply for additional shares to your Entitlement above, please insert the number of additional shares in the box below and the appropriate amount payable. These additional shares will only be allotted if available and will be at the discretion of the Underwriter.

Number of Additional Shares Applied for	Price Per Share	Amount Enclosed
	\$0.066 per Share =	\$

C Payment

Payment may only be made by electronic BPAY, cheque or bank draft. Cash will not be accepted via the mail or at the DomaCom Limited Share Registry. Payments cannot be made at any bank.

Payment Option 1 – BPAY


 Biller Code:
 Ref:

Telephone & Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account.

 More info: www.bpay.com.au

® Registered to BPAY Ltd ABN 69 079 137 518

To pay via BPAY please contact your participating financial institution.

If paying by BPAY you do not need to return the Entitlement and Acceptance Form.

If paying by BPAY the amount of your payment received in the account divided by the issue price will be deemed to be the total number of shares you are applying for. Applicants should be aware that their own financial institutions may impose earlier cut off times regarding electronic payment, and should therefore take this into consideration when making payment.

Payment Option 2 – Cheque (Record cheque details below)

DRAWER	CHEQUE NO.	BSB NO.	ACCOUNT NO.	AMOUNT \$AUD
				\$

- Only cheques or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft must be made payable to “**DomaCom Limited**” and crossed “Not Negotiable.”
- Please ensure that you submit the correct amount. Incorrect payments may result in your application being rejected.

THIS FORM CONTINUES OVERLEAF

D Contact Details

CONTACT NAME	TELEPHONE WORK	TELEPHONE HOME	EMAIL ADDRESS
	()	()	

By submitting this Entitlement and Acceptance Form or by payment by electronic funds, I/We represent and warrant that I/we have read and understood the Offer Document to which this Entitlement and Acceptance Form relates and declare that this Application is completed and lodged according to the Offer Document and the instructions on the reverse of the Entitlement and Acceptance Form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the constitution of DomaCom Limited and agree to the terms and conditions of the Entitlement Offer. I/We represent and warrant that I/we have not relied on any other information provided by the Company other than as set out in the Offer Document when making my/our decision to invest.

LODGEMENT INSTRUCTIONS TO APPLICANTS

Please read these instructions carefully

ACCEPTANCE OF YOUR ENTITLEMENT IN FULL OR PART

Multiply the number of New Shares for which you are accepting by \$0.066 then fill in the acceptance details, where necessary, in the space provided on the front of this form. Complete your cheque details on the front of this form and send your cheque/draft and completed form to:

Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

Telephone No. 02 9290 9600
Facsimile No. 02 9279 0664

If you do not deal with your Entitlement, it will lapse at 5pm on 19 August 2021.

PAYMENT

Cheque or Draft

All cheques or drafts (expressed in Australian currency) are to be made payable to "DomaCom Limited" and crossed "Not Negotiable".

BPAY

If you make payment using BPAY you must contact your Australian bank, credit union or building society to make this payment from your cheque or savings account. For more information: www.bpay.com.au. Refer to the front of this form for the Biller Code and Customer Reference Number. Payments must be received by BPAY before 5.00 pm on 19 August 2021.

INTERPRETATION

Terms used in this Entitlement and Acceptance Form have the same meaning as defined in the Offer Document.

CHANGES OF ADDRESS SUPPORTED BY YOUR SIGNATURE(S)

If your address is not exactly as shown, please provide details below. This is only relevant for Issuer Sponsored registered holdings. CHESS holders must notify your sponsoring broker for amendments to holdings on the CHESS Subregister.

CHANGE OF ADDRESS DETAILS – ISSUER SPONSORED ONLY		
SIGN HERE FOR ADDRESS AMENDMENTS:		

Shareholder 1 (Individual) /
Sole Director & Sole Company
Secretary

Joint Shareholder 2 (Individual) /
Director

Joint Shareholder 3 (Individual) /
Director/Company Secretary
(Delete one)

Privacy Statement:

Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Entitlement and Acceptance Form.

Our privacy policy is available on our website (<http://www.boardroomlimited.com.au/privacy.html>).

 PIN CHEQUE(S) HERE

DomaCom Limited

Shortfall Application Form

Broker Reference – Stamp Only

Broker Code

Advisor Code

Fill out this Application form if you want to apply for shares in DomaCom Limited

- Follow the instructions to complete this Application form (see reverse).
- Print clearly in capital letters using black or blue pen.

A Number of shares you are applying for

X0.066 per share =

B Total amount payable

C Write the name(s) you wish to register the units in (see reverse for instructions)

Applicant 1

Name of Applicant 2 or < Account Name >

Name of Applicant 3 or < Account Name >

D Write your postal address here

Number / Street

Suburb/Town

State

Postcode

E CHESS Participant – Holder Identification Number

Important please note if the name & address details above in sections C & D do not match exactly with your registration details held at CHESS, any Securities issued as a result of your application will be held on the Issuer Sponsored subregister.

F Enter your Tax File Number(s), ABN, or exemption category

Applicant #1

Applicant #2

Applicant #3

G Cheque payment details

Please enter details of the cheque(s) that accompany this application.

Name of drawer of cheque

Cheque No.

BSB No.

Account No.

Cheque Amount A\$

H Contact telephone number (daytime/work/mobile)

I Email address

By submitting this Application form, I/We declare that this Application is completed and lodged according to the instructions on the reverse of the Application form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the constitution of DomaCom Limited. I/We represent, warrant and undertake to the Company that our subscription for the above shares will not cause the Company or me/us to violate the laws of Australia or any other jurisdiction which may be applicable to this subscription for shares in the Company.

GUIDE TO THE APPLICATION FORM

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS. These instructions are cross-referenced to each section of the Application Form.

Instructions

- A. If applying for Shares insert the **number** of Shares for which you wish to subscribe at Item **A**. Multiply by **\$0.066** AUD to calculate the total for Shares and enter the **\$amount** at B.
- C. Write your **full name**. Initials are not acceptable for first names.
- D. Enter your **postal address** for all correspondence. All communications to you from Total Brain Limited will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- E. If you are sponsored in CHESS by a stockbroker or other CHESS participant, you may enter your CHESS HIN if you would like the allocation to be directed to your HIN.
NB: your registration details provided must match your CHESS account exactly.
- F. Enter your Australian **tax file number** ("TFN") or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN /ABN of each joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form.
- G. Complete **cheque details** as requested. Make your cheque payable to DomaCom Limited in Australian currency, cross it and mark it "**Not Negotiable**". Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank. Alternatively, you can make your payment by EFT using the instructions on the application form.
- H. Enter your **contact details** so we may contact you regarding your Application Form or Application Monies.
- I. Enter your **email address** so we may contact you regarding your Application Form or Application Monies or other correspondence.

CORRECT FORMS OF REGISTRABLE TITLE

Note that ONLY legal entities can hold the Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to DomaCom Limited. At least one full given name and surname is required for each natural person. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Trusts	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	Mr John Smith & Mrs Mary Smith <Smith Family Super Fund A/C>	John & Mary Smith Superannuation Fund

Lodgement

Mail your completed Application Form with cheque(s) attached to the following address:

Delivery address:

DomaCom Limited
C/- Boardroom Pty Limited
Level 12
225 George Street
SYDNEY NSW 2000

Mailing address:

DomaCom Limited
C/- Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

It is not necessary to sign or otherwise execute the Application Form.

Privacy Statement:

Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form.

Our privacy policy is available on our website (http://www.boardroomlimited.com.au/help/share_privacy.html).