

Notice of General Meeting

Notice is hereby given that a General Meeting of DomaCom Limited (the **Company**) will be held on **Monday 25th November 2024 at 11am AEDT**.

DomaCom advises that the meeting will be held online only. Shareholders will be able to attend through the following link:

<https://web.lumiagm.com/305-130-878>

It is recommended that shareholders login to the online platform at least 15 minutes prior to the scheduled start time for the General Meeting.

You will need the following information to participate in the meeting online:

- Meeting ID: **305-130-878**
- Voting Access Code (VAC): located on your proxy form or meeting notification email which will be sent to you; and
- Your postcode registered on your holding if you are an Australian shareholder.

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement. The Explanatory Statement to the Notice of Meeting provides additional information on the matters to be considered at the General Meeting.

In order to provide for an efficient virtual meeting, we request that any questions from Shareholders are provided to the Company Secretary prior to 11.00am on Thursday 21st November 2024. We also strongly recommend that all Shareholders lodge their votes via the Company's share registry platform by appointing a proxy prior to 11.00am on Saturday 23rd November 2024.

By order of the Board,

Philip Chard
Company Secretary

AGENDA

1. Welcome & Apologies
2. Resolutions
3. Any other business

Resolution 1 – Subsequent approval for agreement to issue 71,428,570 Ordinary Shares

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

THAT the agreement to issue 71,428,570 Ordinary Shares on the terms and conditions set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 7.4.

Voting Exclusion Statement for Resolution 1:

The Company will disregard any votes cast in favour of the resolution by a person, or an associate of that person, who participated in the issue or is a counterparty to the agreement being approved.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for another person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2 – Subsequent approval for the issue of 17,420,070 Options

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

THAT the issue of 17,420,070 Options on the terms and conditions set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 7.4.

Voting Exclusion Statement for Resolution 2:

The Company will disregard any votes cast in favour of the resolution by a person, or an associate of that person, who participated in the issue or is a counterparty to the agreement being approved.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for another person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3 – Subsequent approval for agreement to issue 20,026,802 Ordinary Shares

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

THAT the agreement to issue 20,026,802 Ordinary Shares on the terms and conditions set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 7.4.

Voting Exclusion Statement for Resolution 3:

The Company will disregard any votes cast in favour of the resolution by a person, or an associate of that person, who participated in, who participated in the issue or is a counterparty to the agreement being approved.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for another person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4 – Approval to issue 33,544,626 Ordinary Shares

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

THAT for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 33,544,626 Ordinary Shares on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion Statement for Resolution 4:

The Company will disregard any votes cast in favour of the resolution by a person, or an associate of that person, who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for another person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5 – Approval to issue 14,285,715 Options

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

THAT for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 14,285,715 Options on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion Statement for Resolution 5:

The Company will disregard any votes cast in favour of the resolution by a person, or an associate of that person, who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for another person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6 – Approval to issue up to 200,000,000 Ordinary Shares and 200,000,000 Bonus Shares

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

THAT for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 200,000,000 Ordinary Shares and up to a further 200,000,000 Ordinary Shares (as Bonus Shares) on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion Statement for Resolution 6:

The Company will disregard any votes cast in favour of the resolution by a person, or an associate of that person, who is expected to participate in , or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for another person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7 – Approval to issue up to 14,285,715 Ordinary Shares and 14,285,715 Bonus Shares to a related party

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

THAT for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 14,285,715 Ordinary Shares and up to a further 14,285,715 Ordinary Shares (as Bonus Shares) on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion Statement for Resolution 7:

The Company will disregard any votes cast in favour of the resolution by a person, or an associate of that person, who is expected to participate in , or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for another person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8 – Approval to issue up to 250,000,000 Ordinary Shares (Further Shares)

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

THAT for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 250,000,000 Ordinary Shares (Further Shares) on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion Statement for Resolution 8:

The Company will disregard any votes cast in favour of the resolution by a person, or an associate of that person, who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for another person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's General Meeting on Monday 25th November 2024.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

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

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

Resolution 1 – Subsequent approval for the previous agreement to issue 71,428,570 Ordinary Shares

a. Ratification of Ordinary Shares agreed to be issued in reliance on Listing Rule Listing Rule 7.1

On 31 January 2024, DomaCom entered an agreement with Bricklet Ltd to issue 71,428,570 fully paid ordinary shares (**Ordinary Shares** or **Shares**) (as announced on 31 January 2024).

In order to refresh the Company's ability under Listing Rule 7.1 to issue Equity Securities without obtaining Shareholder approval, Shareholders are asked to ratify and approve the previous agreement to issue these Shares for the purposes of Listing Rule 7.4.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period ("15% share issue capacity").

ASX Listing Rule 7.1A provides that certain eligible companies may seek shareholder approval at its AGM to issue up to a further 10% of its fully paid ordinary securities on issue at the start of the 12 month period commencing on the date of the AGM ("10% share issue capacity"). The Company is an eligible company and sought and received Shareholder approval to the 10% share issue capacity at its AGM on 27 November 2023. The Shareholder approval is valid for 12 months from the date of the last AGM.

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

The issue of the Ordinary Shares the subject of Resolution 1 does not fall within any exemptions to Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder ratification of the agreement to issue 71,428,570 Ordinary Shares under the Company's 15% and 10% issue capacity under Listing Rule 7.1 and Listing Rule 7.1A, respectively 27,878,393 Ordinary Shares and 43,550,177 Ordinary Shares.

If the Shareholders approve Resolution 1, the agreement to issue 71,428,570 Ordinary Shares will be excluded from the calculations of the Company's 15% and 10% share issue capacity under Listing Rule 7.1 and Listing Rule 7.1A. The shares will be issued subject to the release of a disclosure document issued by the Company pursuant to section 708A(11) of the Corporations Act.

If the Shareholders do not approve Resolution 1, the 71,428,570 Ordinary Shares the subject of Resolution 1 can still be issued, however, the agreement to issue up to 71,428,570 Ordinary Shares will be counted in the calculations of the Company's 15% limit and 10% limit under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, and the Company's ability under Listing Rule 7.1 and Listing Rule 7.1A to issue Equity Securities without obtaining Shareholder approval will be reduced accordingly.

b. Technical information required by ASX Listing Rule 7.4

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.5:

Requirement	Detail
The names of the persons to whom the Company agreed to issue the Ordinary Shares or the basis on which those persons were determined	The Ordinary Shares were agreed to be issued to Bricklet Ltd
The number of Ordinary Shares agreed to be issued	71,428,570
The proposed date on which the Ordinary Shares will be issued	The issue date will be no later than 3 months after the General Meeting.
The consideration received for the issue of Ordinary Shares	The Ordinary Shares that were agreed to be issued are for cash consideration of \$0.014 per Ordinary Share.
The purpose of the issue of Ordinary Shares	The Ordinary Shares that were agreed to be issued provided funding for the repayment of existing Secured Convertible Notes and for additional working capital.
Material terms of relevant agreement	<p>The Company entered an agreement with Bricklet Ltd to issue 71,428,570 Ordinary Shares at a subscription price of \$0.014 using existing capacity under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A.</p> <p>The shares were agreed to be issued subject to Bricklet being satisfied with the results of its due diligence investigations in respect of DomaCom. The due diligence was successfully completed and Bricklet were satisfied with the results.</p>
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

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

Resolution 2 – Subsequent approval for the previous issue of 17,420,070 Options

a. Ratification of Options issued in reliance on Listing Rule 7.1

DomaCom issued 17,420,070 Options to purchase Ordinary Shares in DomaCom Limited with a strike price of \$0.02 and a maturity date of 1 March 2029 to Directors of Bricklet Ltd (and their nominees) as compensation for guarantees provided to a third-party lender to secure funding for Bricklet Ltd to invest into DomaCom (**Lender Options**).

In order to refresh the Company's ability under Listing Rule 7.1 to issue Equity Securities without obtaining Shareholder approval, Shareholders are asked to ratify and approve the issue of these Options for the purposes of Listing Rule 7.4.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period ("15% share issue capacity").

The issue of the Lender Options does not fall within any exemptions to Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder ratification of the previously issued 17,420,070 Lender Options under the Company's 15% share issue capacity under Listing Rule 7.1.

If the Shareholders approve Resolution 2, the previously issue of 17,420,070 Lender Options will be excluded from the calculations of the Company's 15% share issue capacity under Listing Rule 7.1. The shares will be issued subject to the release of a disclosure document issued by the Company pursuant to section 708A(11) of the Corporations Act.

If the Shareholders do not approve Resolution 2, the issue of 17,420,070 Lender Options will be counted in the calculations of the Company's 15% limit under ASX Listing Rule 7.1, and the Company's ability under Listing Rule 7.1 to issue Equity Securities without obtaining Shareholder approval will be reduced accordingly.

b. Technical information required by ASX Listing Rule 7.4

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.5:

Requirement	Detail
The names of the persons to whom the Company issued the Options or the basis on which those persons were determined	Nightfire Technologies Pty Ltd ATF The Bunga Trust Samagi Pty Ltd ATF Porcelli Family Trust (being nominees of Directors of Bricklet Ltd)
The number of Lender Options issued	17,420,070
Exercise price of the Lender Options	\$0.02
Material terms of the Lender Options	The material terms and conditions of the Options are set out in Appendix A

Requirement	Detail
The date of issue	6 March 2024
Price at which the Lender Options were issued	The Company has issued the Lender Options for nil cash consideration.
The use (or intended use) of the funds raised	No funds will be raised from the issue (other than in respect of funds received on exercise of the Lender Options which will be applied to general working capital) as the Options have been issued for nil cash consideration.
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

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

Resolution 3 – Subsequent approval for agreement to issue 20,026,802 Ordinary Shares

a. Ratification of Ordinary Shares agreed to be issued in reliance on Listing Rule Listing Rule 7.1

On 19 March 2024, DomaCom entered an agreement with Mihubb Ventures Pty Limited ACN 634 792 804 atf Karakoram Trust, an entity controlled by Mr Raymond Jourdan, a previously unrelated sophisticated investor, to issue to 53,571,428 Ordinary Shares. The agreement to issue was split into Tranche 1 20,026,802 Ordinary Shares to be issued using the available capacity under Listing Rule 7.1 (the subject of Resolution 3) and Tranche 2 33,544,626 Ordinary Shares (the subject of Resolution 4) to be issued subject to subsequent shareholder approval in a General Meeting. Mr Raymond Jourdan was subsequently appointed as a Director of DomaCom Limited on 15 August 2024. Accordingly, Mihubb Ventures Pty Limited atf Karakoram Trust is *currently* a Related Party of the Company, but at the time the agreement was entered with the Company, it was not.

The 20,026,802 Ordinary Shares have not yet been issued.

In order to refresh the Company's ability under Listing Rule 7.1 to issue Equity Securities without obtaining Shareholder approval, Shareholders are asked to ratify and approve the previous agreement to issue these Shares for the purposes of Listing Rule 7.4.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period ("15% share issue capacity").

The issue of the Ordinary Shares the subject of Resolution 3 does not fall within any exemptions to Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder ratification of the agreement to issue 20,026,802 Ordinary Shares under the Company's 15% under Listing Rule 7.1.

If the Shareholders approve Resolution 3, the agreement to issue 20,026,802 Ordinary Shares will be excluded from the calculations of the Company's 15% share issue capacity under Listing Rule 7.1. The shares will be issued subject to the release of a disclosure document issued by the Company pursuant to section 708A(11) of the Corporations Act.

If the Shareholders do not approve Resolution 3, the 20,026,802 Ordinary Shares will still be able to be issued in accordance with Listing Rules 7.1 and 10.11. However, the issue of 20,026,802 Ordinary Shares will be counted in the calculations of the Company's 15% limit under ASX Listing Rule 7.1, and the Company's ability under Listing Rule 7.1 to issue Equity Securities without obtaining Shareholder approval will be reduced accordingly.

Technical information required by ASX Listing Rule 7.4

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.5 and Listing Rule 10.13:

Requirement	Detail
The names of the persons to whom the Company agreed to issue the Ordinary	Mihubb Ventures Pty Limited atf Karakoram Trust, an entity controlled by Mr Raymond Jourdan

Requirement	Detail
Shares or the basis on which those persons were determined	
The number of Ordinary Shares agreed to be issued (under Tranche 1)	20,026,802
The proposed date on which the Ordinary Shares will be issued	The issue date will be no later than 3 month after the General Meeting.
The consideration received for the issue of Ordinary Shares	The Ordinary Shares that were agreed to be issued are for cash consideration of \$0.014 per Ordinary Share.
The purpose of the issue of Ordinary Shares	The Ordinary Shares that were agreed to be issued provide funding for working capital.
Material terms of relevant agreement	The Company entered an agreement with Mihubb Ventures Pty Limited atf Karakoram Trust, a related party of Mr Raymond Jourdan to issue Ordinary Shares. There are no other material terms to the agreement.
Voting exclusion statement	A voting exclusion statement is included in the Notice of Meeting

Chapter 2E of the Corporations Act and Listing Rule 10.11

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a Related Party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out sections 210 to 216 of the Corporations Act.

The issue of the Ordinary Shares to Mihubb Ventures Pty Limited ACN 634 792 804 atf Karakoram Trust the subject of Resolution 3 constitutes giving a financial benefit and Mr Raymond Jourdan and Mihubb Ventures Pty Limited ACN 634 792 804 atf Karakoram Trust is a Related Party of the Company as outlined above.

However, the Board (with Mr Raymond Jourdan abstaining) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Ordinary Shares the subject of Resolution 3 because these Ordinary Shares will be issued to Mr Raymond Jourdan (or his nominee) on the same terms as Ordinary Shares will be issued to non-related party participants in the proposed Share Issue and as such the giving of the financial benefit in on arm's length terms.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to, amongst others, a Related Party unless an exception in ASX Listing Rule 10.12 applies. The Directors (with Mr Raymond Jourdan abstaining) consider that Listing Rule 10.12 exception 10 applies to the proposed issue of the New Shares to Mihubb Ventures Pty Limited ACN 634 792 804 atf Karakoram Trust and consequently Shareholders' approval is not sought under Listing Rule 10.11 as the Company entered into the agreement with Mihubb Ventures Pty Limited ACN 634 792 804 atf Karakoram Trust before they became a Related Party, and complied with the Listing Rules when doing so.

Recommendation

The Board, (other than Mr Raymond Jourdan who has a material personal interest in the outcome of Resolution 3), recommends that the Shareholders vote in favour of Resolution 3.

Resolution 4 – Approval to issue 33,544,626 Ordinary Shares

a. General

On 19 March 2024, DomaCom entered an agreement with Mihubb Ventures Pty Limited atf Karakoram Trust, a related party of Mr Raymond Jourdan, a previously unrelated sophisticated investor, to issue to 53,571,428 Ordinary Shares. The agreement to issue was split into:

- (a) Tranche 1 being 20,026,802 Ordinary Shares to be issued using the available capacity under Listing Rule 7.1 (the ratification of which is the subject of Resolution 3); and
- (b) Tranche 2 being 33,544,626 Ordinary Shares to be issued subject to subsequent shareholder approval in a General Meeting. Mr Raymond Jourdan was subsequently appointed as a Director of DomaCom Limited on 15 August 2024.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period (“15% share issue capacity”).

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to, amongst others, a Related Party, unless it obtains the approval of its shareholders.

The issue of Tranche 2 being 33,544,626 Ordinary Shares to Mihubb Ventures Pty Limited atf Karakoram Trust, now a Related Party of the Company (as it is controlled by Mr Raymond Jourdan, a Director of the Company), does not fall within any exemptions to Listing Rule 10.11.

If shareholders approve the issue under Listing Rule 10.11, this will result in the issue falling within an exemption to Listing Rule 7.1.

Accordingly, the purpose of Resolution 4 is to seek shareholder approval to allow the 33,544,626 Ordinary Shares to be issued to Mihubb Ventures Pty Limited atf Karakoram Trust, an entity controlled by Mr Raymond Jourdan and therefore a Related party of the Company, for the purposes of Listing Rule 10.11.

If Shareholders approve Resolution 4, the Company will be able to proceed the issue of Tranche 2 being 33,544,626 Ordinary Shares to Mihubb Ventures Pty Limited atf Karakoram Trust, a related party of Mr Raymond Jourdan, during the 1 month after the Meeting (or a longer period, if allowed by ASX). The shares will be issued subject to the release of a disclosure document issued by the Company pursuant to section 708A(11) of the Corporations Act.

If Resolution 4 is not approved then the Company will not be able to proceed with the issue of Tranche 2 being 33,544,626 Ordinary Shares to Mihubb Ventures Pty Limited atf Karakoram Trust, a related party of Mr Raymond Jourdan.

b. Technical information required by ASX Listing Rule 10.11

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.3 and ASX Listing Rule 10.13:

Requirement	Detail
The name of the person	Mihubb Ventures Pty Limited ACN 634 792 804 atf Karakoram Trust, an entity controlled by Mr Raymond Jourdan

Requirement	Detail
Category of issue under LR10.11	Issue of Ordinary Shares to an entity controlled by a Director of the Company as a related party (falling into the category stipulated by Listing Rule 10.11.1)
The number of Shares to be issued	33,544,626 Ordinary Shares, issued on the same terms and conditions as the Company's existing Shares
The date by which the Company will issue the Ordinary Shares	No later than 1 month after the date of the General Meeting.
Price at which the Ordinary Shares are to be issued	\$0.014
The intended use of the funds raised	Funds used for working capital
Is the issue to remunerate or incentivise a director	No, the issue is not being made to remunerate or incentivise a director.
Material terms of relevant agreement	The Company entered an agreement with Mihubb Ventures Pty Limited atf Karakoram Trust, an entity controlled by Mr Raymond Jourdan, to issue 33,544,626 Ordinary Shares. There are no other material terms to the agreement.
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

c. Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a Related Party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out sections 210 to 216 of the Corporations Act.

The issue of the Ordinary Shares to Mihubb Ventures Pty Limited ACN 634 792 804 atf Karakoram Trust, an entity controlled by Mr Raymond Jourdan the subject of Resolution 4, constitutes giving a financial benefit to a Related Party of the Company as outlined above.

However, the Board (with Mr Raymond Jourdan abstaining) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Ordinary Shares that are the subject of Resolution 4 because the terms of the issue of these Ordinary Shares were set before Mr Raymond Jourdan became a Related Party of the Company, and will be issued to Mihubb Ventures Pty Limited ACN 634 792 804 atf Karakoram Trust on the same terms as Ordinary Shares will be issued to other non-related parties (such as the issue the subject of Resolution 1) and as such the giving of the financial benefit in on arm's length terms.

d. Recommendation

The Board, (other than Mr Raymond Jourdan who has a material personal interest in the outcome of Resolution 4), recommends that the Shareholders vote in favour of Resolution 4.

Resolution 5 – Approval to issue 14,285,715 Options

a. Approval of Options proposed to be issued in reliance on Listing Rule 7.1

DomaCom intends to issue 14,285,715 Options to an IT provider for compensation for agreeing to convert amounts owed by a subsidiary of DomaCom Limited into a loan.

Resolution 5 seeks Shareholder approval for the issue of up to 14,285,715 Options (**Loan Options**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period (“15% share issue capacity”).

The issue of the Option the subject of Resolution 5 does not fall within any exemptions to Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder approval of the proposed issue up to 14,285,715 Loan Options for the purposes of Listing Rule 7.1.

If the Shareholders approve Resolution 5, it will allow the Company to issue the Loan Options during the 3 months after the Meeting. The Loan Options will be issued subject to the release of a disclosure document issued by the Company pursuant to section 708A(11) of the Corporations Act as modified by ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80.

If the Shareholders do not approve Resolution 5, the Company will not be able issue the Loan Options unless it has placement capacity pursuant to Listing Rule 7.1.

b. Technical information required by ASX Listing Rule 7.1

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.3:

Requirement	Detail
The names of the persons to whom the Company will issue the Loan Options or the basis on which those persons were determined	A service provider who is not: <ul style="list-style-type: none">- a related party of the Company;- a member of the Company’s KMP;- a substantial holder of the Company;- an adviser to the Company; or- an associate of any of the above, where the service provider is being issued more than 1% of the Company’s current issued capital.
The number of Loan Options proposed to be issued	Up to 14,285,715 Loan Options (which may be exercised into 14,285,715 Shares).
Material terms of Loan Options	The material terms and conditions of the Loan Options are set out in Appendix B
The proposed date on which the Loan Options will be issued	No later than 3 months after the date of the Meeting

Requirement	Detail
Price at which the Loan Options will be issued	The Company has agreed to issue the Options for nil cash consideration.
The use (or intended use) of the funds raised	No funds will be raised from the issue (other than in respect of funds received on exercise of the Loan Options which will be applied to general working capital) as the Loan Options have been agreed to be issued for nil cash consideration.
Material terms of relevant agreement	The Company will issue the Loan Options as part of an agreement to convert an amount of \$200,000 owing to an IT service provider into an unsecured interest bearing loan.
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 5.

Resolution 6 and Resolution 7 - Approval to issue Ordinary Shares on Loan Conversion

On 16 August 2024 DomaCom announced that the Company had entered into definitive transaction documents (**Loan Agreement**) with Bricklet Ltd for a loan of \$2.5 million (**New Loan**). The key terms are set out in Appendix C, including the proposed variation of Events of Default. The New Loan has an interest rate of 13% and a maturity date of 31 October 2025. The New Loan is an extension of the Binding Term Sheet announced on 16 May 2024 under which \$0.5m has already been drawn (**Existing Loan**). The amounts drawn under the New Loan and Existing Loan (**Combined Loan**) (together, \$3 million) are agreed to be converted into Ordinary Shares of DomaCom at a price of \$0.014 per share subject to compliance with ASX Listing Rules, the Corporations Act and shareholder approval. The conversion of the Existing Loan and the New Loan is the subject of Resolution 6 and Resolution 7 and will result in the issue of up to 214,285,715 Ordinary Shares and a further 214,285,715 bonus Shares (detailed below). The conversion is subject to shareholder approvals under the ASX Listing Rules and the Corporations Act.

In the announcement of the Binding Term Sheet on 16 May 2024 reference was made to an issue of 53,571,429 unlisted Options (**Unlisted Options**) to the lenders under the Binding Term Sheet. As announced on 16 August 2024 the Unlisted options will not be issued, and instead a bonus Share (**Bonus Share**) will be issued for each Share subscribed under the conversion of the New Loan and Existing Loan. As a result of the agreement to issue Bonus Shares, the conversion of the Existing Loan and the New Loan will result in the issue of a further 214,285,715 Ordinary Shares. The issue of Bonus Shares is the subject of Resolution 6 and Resolution 7 and will be subject to shareholder approvals under the ASX Listing Rules and the Corporations Act.

The Existing Loan includes an amount of \$200,000 loaned by Mihubb Ventures Pty Limited atf Karakoram Trust, an entity controlled by Mr Raymond Jourdan, a Director of DomaCom Limited (appointed 15 August 2024) and therefore a Related party of the Company. The loan amount is agreed to be converted into Ordinary Shares of DomaCom at a price of \$0.014 per share subject to compliance with ASX Listing Rules, the Corporations Act and shareholder approval. The conversion will lead to the issue to a related party of 14,285,715 Ordinary Shares and a further 14,285,715 Ordinary Shares as a result of the Bonus Share mechanism (Resolution 7).

The total Shares and Bonus Shares to be issued under Resolutions 6 and 7 are as follows:

Resolution	Recipients	Loan amount	Shares	Bonus Shares	Total Shares
6	Bricklet Ltd and its related parties (or its respective nominees)	\$2,800,000	200,000,000	200,000,000	400,000,000
7	Mihubb Ventures Pty Limited atf Karakoram Trust, an entity controlled by Mr Raymond Jourdan	\$200,000	14,285,715	14,285,715	28,571,430
<i>Total</i>		<i>\$3,000,000</i>	<i>214,285,715</i>	<i>214,285,715</i>	<i>428,571,430</i>

Resolution 6 – Approval to issue up to 200,000,000 Ordinary Shares and 200,000,000 Bonus Shares

a. Approval of Ordinary Shares proposed to be issued in reliance on Listing Rule 7.1

As detailed above, the Company has entered into an agreement to issue up to 200,000,000 Ordinary Shares and 200,000,000 Bonus Shares to Bricklet Ltd and its related parties.

Resolution 6 accordingly seeks Shareholder approval for the issue of up to 200,000,000 Ordinary Shares and 200,000,000 Bonus Shares.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period (“15% share issue capacity”).

The issue of the Ordinary Shares and Bonus Shares the subject of Resolution 6 was subject to shareholder approval and therefore falls within exemption 17 to Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder approval of the proposed issue up to 200,000,000 Ordinary Shares and 200,000,000 Bonus Shares for the purposes of Listing Rule 7.1.

If the Shareholders approve Resolution 6, it will allow the Company to convert \$2.8 million from the New Loan and Existing Loan into Ordinary Shares during the 3 months after the Meeting.

If the Shareholders do not approve Resolution 6, the Company will be in breach of its obligations under the Loan Agreement. The lender will be entitled to issue a Default Notice, which could result in the Combined Loan amount, including interest, becoming immediately due and payable.

b. Technical information required by ASX Listing Rule 7.1

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.3:

Requirement	Detail
The names of the persons to whom the Company will issue Ordinary Shares and Bonus Shares	Bricklet Limited (or its nominee) Anca Capital Investment (related party of Bricklet Limited) (or its nominee). None of the persons subject of Resolution 6 will be: <ul style="list-style-type: none">- a related party of the Company;- a member of the Company’s KMP;- a substantial holder of the Company;- an adviser to the Company; or- an associate of any of the above, where they are being issued more than 1% of the Company’s current issued capital.

Requirement	Detail
The number of Ordinary Shares and Bonus Shares proposed to be issued	Up to 200,000,000 Ordinary Shares and 200,000,000 Bonus Shares
The proposed date on which the Ordinary Shares and Bonus Shares will be issued	No later than 3 months after the date of the General Meeting. The Company's intention is to issue the Ordinary Shares and Bonus Shares at the same time.
Price at which the Ordinary Shares will be issued	A deemed issue price of \$0.014 per Ordinary Share The Bonus Shares will be issued at nil issue price
The use (or intended use) of the funds raised	No funds will be advanced as the issue will be as a result of the conversion of an existing loan.
Material terms of relevant agreement	The Company entered into a loan agreement on 16 August 2024 that set out the ability to convert into Ordinary Shares (and the associated issue of Bonus Shares) subject to compliance with ASX Listing Rules, the Corporations Act and shareholder approval. The key terms are set out in Appendix C.
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 6.

Resolution 7 – Approval to issue up to 14,285,715 Ordinary Shares and 14,285,715 Bonus Shares to a related party

a. Approval of Ordinary Shares proposed to be issued in reliance on Listing Rule 10.13

As detailed above, the Company has entered into an agreement to issue up to 14,285,715 Ordinary Shares and 14,285,715 Bonus Shares to Mihubb Ventures Pty Limited atf Karakoram Trust, an entity controlled by Mr Raymond Jourdan, a Director of DomaCom Limited (appointed 15 August 2024).

Resolution 7 seeks Shareholder approval for the issue of up to 14,285,715 Ordinary Shares and 14,285,715 Bonus Shares.

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to, amongst others, a Related Party, unless it obtains the approval of its shareholders.

The issue of 14,285,715 Ordinary Shares and 14,285,715 Bonus Shares to Mihubb Ventures Pty Limited atf Karakoram Trust, an entity controlled by Mr Raymond Jourdan and therefore a Related Party of the Company, does not fall within any exemptions to Listing Rule 10.11.

Accordingly, the purpose of Resolution 7 is to seek shareholder approval to allow the 14,285,715 Ordinary Shares and 14,285,715 Bonus Shares to be issued to Mihubb Ventures Pty Limited atf Karakoram Trust, for the purposes of Listing Rule 10.11.

If shareholders approve the issue under Listing Rule 10.11, this will result in the issue falling within an exemption to Listing Rule 7.1.

If the Shareholders approve Resolution 7, it will allow the Company to convert the \$200,000 loan by Mihubb Ventures Pty Limited atf Karakoram Trust into Ordinary Shares during the 1 month after the Meeting. The shares will be issued subject to the release of a disclosure document issued by the Company pursuant to section 708A(11) of the Corporations Act.

If the Shareholders do not approve Resolution 7, the Company will be in breach of its obligations under the Loan Agreement. The lender will be entitled to issue a Default Notice, which could result in the Combined Loan amount, including interest, becoming immediately due and payable.

b. Technical information required by ASX Listing Rule 10.11

The following information is provided pursuant to and in accordance with ASX Listing Rule 10.13:

Requirement	Detail
The names of the person	Mihubb Ventures Pty Limited atf Karakoram Trust, an entity controlled by Mr Raymond Jourdan (Director of DomaCom Limited)
Category of issue under LR10.11	Issue of Ordinary Shares to an entity controlled by a Director of the Company as a related party (falling into the category stipulated by Listing Rule 10.11.1)

Requirement	Detail
The number of Ordinary Shares and Bonus Shares proposed to be issued	Up to 14,285,715 Ordinary Shares and 14,285,715 Bonus Shares
The proposed date on which the Ordinary Shares and Bonus Shares will be issued	No later than 1 month after the date of the General Meeting. The Company's intention is to issue the Ordinary Shares and Bonus Shares at the same time.
Price at which the Ordinary Shares and Bonus Shares will be issued	A deemed issue price of \$0.014 per Ordinary Share The Bonus Shares will be issued at nil issue price The Ordinary Shares and Bonus Shares are being issued on conversion of a \$200,000 loan.
The use (or intended use) of the funds raised	No funds will be advanced as the issue will be as a result of the conversion of an existing loan.
Is the issue to remunerate or incentivise a director	No, the issue is not being made to remunerate or incentivise a director.
Material terms of relevant agreement	The Company entered into a loan agreement on 16 August 2024 that set out the ability to convert into Ordinary Shares (and the associated issue of Bonus Shares) subject to compliance with ASX Listing Rules, the Corporations Act and shareholder approval. The key terms are set out in Appendix C.
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

Chapter 2E of the Corporations Act and Listing Rule 10.11

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a Related Party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
 - (b) give the benefit within 15 months following such approval,
- unless the giving of the financial benefit falls within an exception set out sections 210 to 216 of the Corporations Act.

The issue of the Ordinary Shares and Bonus Shares to Mr Raymond Jourdan (or his nominee) the subject of Resolution 7 constitutes giving a financial benefit and Mr Raymond Jourdan is a Related Party of the Company as outlined above.

However, under Section 210 of the Corporations Act, the Board (with Mr Raymond Jourdan abstaining) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Ordinary Shares and Bonus Shares the subject of Resolution 7 because the agreement to

issue the Ordinary Shares and Bonus Shares was entered on the same terms as Ordinary Shares and Bonus Shares will be issued to Bricklet as detailed in Resolution 6 above, and as such the giving of the financial benefit in on arm's length terms.

Recommendation: The Board (other than Mr Raymond Jourdan who has a material personal interest in the outcome of Resolution 7), recommends that the Shareholders vote in favour of Resolution 7.

Resolution 8 – Approval to issue up to 250,000,000 Ordinary Shares (Further Shares)

Issue of Shares

The Company proposes to issue up to 250,000,000 Ordinary Shares (**Further Shares**) to existing Shareholders and new sophisticated and professional investors (together, the **Further Share Investors**) on or before the date that is three months after the date of this Meeting.

Listing Rules Requirement

In broad terms, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period. Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company received this approval from its members at its most recent annual general meeting, meaning that its limit is 25%.

The proposed issue of the Further Shares does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 25% limit in Listing Rules 7.1 and 7.1A. It therefore requires the approval of the Shareholders under Listing Rule 7.1.

Resolution 8 seeks the required Shareholder approval to the grant of the Further Shares under and for the purposes of Listing Rule 7.1.

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Further Shares to the Further Share Investors. In addition, the issue of the Further Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the full number of Further Shares as planned, and the Company will need to consider (when it is able to do so and it is in the best interests of shareholders), whether to use its capacity under Listing Rules 7.1 and/or 7.1A to issue at least part of the Further Shares to the Further Share Investors, which will result in the Further Shares being included in the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

As an example only, the following table is provided that shows the funds the Company would raise, for differing amounts of Further Shares issued, and various prices:

Further Shares issued	Funds raised @ \$0.011 per Further Share²	Funds raised @ \$0.014 per Further Share³	Funds raised @ \$0.06 per Further Share
100,000,000	\$1,100,000	\$1,400,000	\$6,000,000
175,000,000	\$1,925,000	\$2,450,000	\$10,500,000
250,000,000 ¹	\$2,750,000	\$3,500,000	\$15,000,000

Note 1: being the maximum number of Further Shares that could be issued under the approval sought under Resolution 8.

Note 2: being the issue price of Shares under the agreement with Bricklet the subject of Resolution 1.

Note 3: being the last traded price of Company Shares prior to the suspension of trading of Shares on 5 February 2024.

Information required by the Listing Rules

For the purposes of ASX Listing Rule 7.3, the following information is provided:

(a) the Further Shares are to be granted to various Further Share Investors. None of the other Further Share Investors will be related parties of the Company, a member of the Company's Key Management Personnel, a substantial holder in the Company, an adviser to the Company or an Associate of any of them. The Further Share Investors will be selected from amongst existing Shareholders and new sophisticated and professional investors;

(b) the Further Shares comprise up to 250,000,000 Shares;

(c) the Further Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares, and rank equally with all other existing Shares;

(d) the Further Shares will be issued no later than 3 months after the date of this Meeting;

(e) the Further Shares are to be issued to the Further Share Investors for an issue price of no greater than a 25% discount to the 5 Day VWAP immediately prior to issue;

(f) the Further Shares are to be issued to the various Further Share Investors, the purpose of which is to raise funds for working capital; and

(g) a voting exclusion statement for Resolution 8 is set out in the Notice of Meeting.

Recommendation and undirected proxies

The Directors recommend that Shareholders vote in favour of Resolution 8.

Business of the General Meeting

The Corporations Act requires 28 days' notice for the General Meeting of a listed company. This Notice of Meeting is intended to satisfy that requirement.

Under the Constitution no business shall be transacted at any General Meeting unless a quorum of 5 Shareholders are present in the online meeting.

The agenda of the General Meeting is now fixed and business not on the agenda cannot be brought to the meeting without leave of the Chair.

Only shareholders of the Company and invited guests may attend the virtual General Meeting.

Voting Entitlement

The Board has determined that for the purpose of voting at the General Meeting, Shares will be taken to be held by those persons who hold them at 7.00pm AEDT on Saturday 23rd November 2024. This means that if you are not the registered holder of a Share at that time you will not be entitled to vote at the General Meeting in respect of that Share.

Proxy Form for General Meeting

A Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote on behalf of that Shareholder. A proxy need not be a Shareholder. A Shareholder can appoint an individual or a body corporate as its proxy. If a body corporate is appointed as a proxy, it must ensure that it appoints a corporate representative as required by the Corporations Act 2001 (Cth) to exercise its powers as proxy at the Meeting.

A Shareholder who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointments do not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise half the votes (disregarding fractions).

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the Resolutions by marking either "For", "Against" or "Abstain" on the Proxy Form for that item of business. If you sign the Proxy Form and do not appoint a proxy, you will have appointed the Chairman of the Meeting as your proxy.

Completed Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) must be lodged at the Company's share registry, Boardroom Pty Limited; or faxed to the fax number specified below not later than 11.00am (AEDT) on Saturday 23rd November 2024. Please read all instructions carefully before completing the proxy form.

Address (hand deliveries): Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000.

Address (postal deliveries): Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001. Fax number for lodgement: +61 2 9290 9655.

Alternatively, please visit <https://www.votingonline.com.au/dclgm2024> to submit your voting intentions.

Undirected proxies

Subject to any restrictions set out in this Notice of Meeting or the Proxy Form, the Chairman of the meeting intends to vote all undirected proxies in favour of all resolutions.

If you appoint the Chairman of the Meeting (or the Chairman is taken to be appointed) as your proxy and you do not direct the Chairman how to vote on a resolution, then by completing and returning the Proxy Form, you expressly authorise the Chairman to exercise the proxy and to vote in accordance with his stated intention to vote in favour of all resolutions.

If you have appointed the Chairman of the Meeting (or the Chairman is taken to be appointed) as your proxy and you direct the Chairman how to vote on a resolution by marking either “for”, “against” or “abstain” for a resolution, then your vote will be cast in accordance with your direction.

Corporate representatives

A Shareholder, or proxy, that is a body corporate and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative. Evidence of the appointment of a corporate representative must be in accordance with section 250D of the Corporations Act and be lodged with the Company.

A Shareholder entitled to attend and vote at the Meeting may appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. The power of attorney appointing the attorney must be duly signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one.

A corporate representative or an attorney may, but need not, be a Shareholder of the Company.

Corporate representatives should provide prior to the Meeting appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to provide prior to the Meeting the original or a certified copy of the power of attorney pursuant to which they were appointed.

Questions and comments by Shareholders at the meeting

In accordance with the Corporations Act and the Company's best practice, a reasonable opportunity will be given to Shareholders at the meeting to ask questions about, or to make comments on, the Resolutions the subject of the Notice of Meeting.

We request that relevant written questions to the Company be received no later than 11.00am (AEDT) on Thursday 21st November 2024.

Please send written questions to:

On-line –via the Boardroom “Voting Online” facility.

Post to – Philip Chard, Level 6, 607 Bourke Street, Melbourne VIC 3000

Email – philip.chard@domacom.com.au

Appendix A: Option terms (Lender Options)

1. Terms of the Options

1.1 Nature of Options

- (a) Each Option shall grant the holder of that Option the right but not the obligation to be issued by DomaCom ('**Company**') one Share at the Option Exercise Price (being \$0.02 per Option).
- (b) Each Option shall be exercisable by the Option holder complying with its obligations under this clause 1, at any time after the time of its grant, and prior to the date that is 5 years after the Utilisation Date of the loan from Bricklet to DomaCom on 1 March 2024 (the **Option Expiration Date**) after which time it will lapse.
- (c) The Options will not be quoted on the ASX.

1.2 Exercise of Options

- (a) An Option holder may exercise any of its Options at any time prior to their expiration, by delivery of:
 - (i) a copy, whether electronically or otherwise, of a duly executed Option exercise form, to the Company during normal business hours on any Business Day at the Company's principal executive offices (or such other office or agency of the Company as it may designate by notice to the Option holder); and
 - (ii) payment of an amount equal to the Option Exercise Price (being \$0.02 per Option) multiplied by the number of Shares in respect of which the Options are being exercised at the time, by wire transfer to the account specified by the Company from time to time or by bank draft delivered to the Company during normal business hours on any Business Day at the Company's principal executive offices (or such other office or agency of the Company as it may designate by notice to the Option holder).
- (b) As soon as reasonably practicable, but in any event no later than ten (10) Business Days after receipt of a duly completed Exercise Form and the payment referred to in clause 1.2(a)(ii), the Company must cause its securities registrar to:
 - (i) issue and Electronically Deliver the Shares in respect of which the Options are so exercised by the Option holder; and
 - (ii) provide to the Option holder holding statements evidencing that such Shares have been recorded in the Company's Share register.

1.3 Bonus Issues

If prior to an exercise of an Option, the Company makes an issue of Equity Securities by way of capitalisation of profits or out of its reserves (other than pursuant to a dividend reinvestment plan) pursuant to an offer of such Equity Securities to at least all the holders of Equity Securities resident in Australia, then on exercise of the Option, the number of Equity Securities over which an Option is exercisable shall be increased by the number of Equity Securities which the holder of the Option would have received if the Option had been exercised before the date on which entitlements to the issue were calculated.

1.4 Rights Issues

If prior to an exercise of an Option, any offer or invitation is made by the Company to at least all the holders of Equity Securities resident in Australia for the subscription for cash with respect to Equity Securities, options or other securities of the Company on a pro rata basis relative to those holders' Shareholding at the time of the offer, the Option Exercise Price shall be reduced as specified in the Listing Rules in relation to pro-rata issues (except bonus issues).

1.5 Reconstruction of Capital

In the event of a consolidation, subdivision or similar reconstruction of the issued capital of the Company, and subject to such changes as are necessary to comply with the Listing Rules applying to a reconstruction of capital at the time of the reconstruction:

- (a) the number of the Equity Securities to which each Option holder is entitled on exercise of the outstanding Options shall be reduced or increased in the same proportion as, and the nature of the Equity Securities shall be modified to the same extent that, the issued capital of the Company is consolidated, subdivided or reconstructed (subject to the same provisions with respect to rounding of entitlements as sanctioned by the meeting of shareholders approving the consolidation, subdivision or reconstruction); and
- (b) an appropriate adjustment shall be made to the Option Exercise Price of the outstanding Options, with the intent that the total amount payable on exercise of the Options shall not alter.

1.6 Cumulative Adjustments

Full effect shall be given to the provisions of clauses 1.3 to 1.5, as and when occasions of their application arise and in such manner that the effects of the successive applications of them are cumulative, the intention being that the adjustments they progressively effect will be such as to reflect, in relation to the Shares issuable on exercise of the Options outstanding, the adjustments which on the occasions in question are progressively effected in relation to Equity Securities already on issue.

1.7 Notice of Adjustments

Whenever the number of Shares over which an Option is exercisable, or the Option Exercise Price, is adjusted pursuant to this Agreement, the Company must give notice of the adjustment to all the Option holders, within ten (10) Business Days.

1.8 Rights Prior to Exercise

Prior to its exercise, an Option does not confer a right on the Option holder to participate in a new issue of securities by the Company.

1.9 Redemption

The Options shall not be redeemable by the Company.

1.10 Assignability and Transferability

The Options shall be freely assignable and transferable, subject to the provisions of Chapter 6D of the Corporations Act and the applicable law.

Appendix B: Option terms (Loan Options)

1. Terms of the Options

1.1 Nature of Options

- (a) Each Option shall grant the holder of that Option the right but not the obligation to be issued by DomaCom ('**Company**') one Share at the Option Exercise Price (being \$0.014 per Option).
- (b) Each Option shall be exercisable by the Option holder complying with its obligations under this clause 1, at any time after the time of its grant, and prior to 1 January 2026 (the **Option Expiration Date**) after which time it will lapse.
- (c) The Options will not be quoted on the ASX.

1.2 Exercise of Options

- (a) An Option holder may exercise any of its Options at any time prior to their expiration, by delivery of:
 - (i) a copy, whether electronically or otherwise, of a duly executed Option exercise form, to the Company during normal business hours on any Business Day at the Company's principal executive offices (or such other office or agency of the Company as it may designate by notice to the Option holder); and
 - (ii) payment of an amount equal to the Option Exercise Price (being \$0.014 per Option) multiplied by the number of Shares in respect of which the Options are being exercised at the time, by wire transfer to the account specified by the Company from time to time or by bank draft delivered to the Company during normal business hours on any Business Day at the Company's principal executive offices (or such other office or agency of the Company as it may designate by notice to the Option holder).
- (b) As soon as reasonably practicable, but in any event no later than ten (10) Business Days after receipt of a duly completed Exercise Form and the payment referred to in clause 1.2(a)(ii), the Company must cause its securities registrar to:
 - (i) issue and Electronically Deliver the Shares in respect of which the Options are so exercised by the Option holder; and
 - (ii) provide to the Option holder holding statements evidencing that such Shares have been recorded in the Company's Share register.

1.3 Bonus Issues

If prior to an exercise of an Option, the Company makes an issue of Equity Securities by way of capitalisation of profits or out of its reserves (other than pursuant to a dividend reinvestment plan) pursuant to an offer of such Equity Securities to at least all the holders of Equity Securities resident in Australia, then on exercise of the Option, the number of Equity Securities over which an Option is exercisable shall be increased by the number of Equity Securities which the holder of the Option would have received if the Option had been exercised before the date on which entitlements to the issue were calculated.

1.4 Rights Issues

If prior to an exercise of an Option, any offer or invitation is made by the Company to at least all the holders of Equity Securities resident in Australia for the subscription for cash with respect to Equity Securities, options or other securities of the Company on a pro rata basis relative to those holders' Shareholding at the time of the offer, the Option Exercise Price shall be reduced as specified in the Listing Rules in relation to pro-rata issues (except bonus issues).

1.5 Reconstruction of Capital

In the event of a consolidation, subdivision or similar reconstruction of the issued capital of the Company, and subject to such changes as are necessary to comply with the Listing Rules applying to a reconstruction of capital at the time of the reconstruction:

- (a) the number of the Equity Securities to which each Option holder is entitled on exercise of the outstanding Options shall be reduced or increased in the same proportion as, and the nature of the Equity Securities shall be modified to the same extent that, the issued capital of the Company is consolidated, subdivided or reconstructed (subject to the same provisions with respect to rounding of entitlements as sanctioned by the meeting of shareholders approving the consolidation, subdivision or reconstruction); and
- (b) an appropriate adjustment shall be made to the Option Exercise Price of the outstanding Options, with the intent that the total amount payable on exercise of the Options shall not alter.

1.6 Cumulative Adjustments

Full effect shall be given to the provisions of clauses 1.3 to 1.5, as and when occasions of their application arise and in such manner that the effects of the successive applications of them are cumulative, the intention being that the adjustments they progressively effect will be such as to reflect, in relation to the Shares issuable on exercise of the Options outstanding, the adjustments which on the occasions in question are progressively effected in relation to Equity Securities already on issue.

1.7 Notice of Adjustments

Whenever the number of Shares over which an Option is exercisable, or the Option Exercise Price, is adjusted pursuant to this Agreement, the Company must give notice of the adjustment to all the Option holders, within ten (10) Business Days.

1.8 Rights Prior to Exercise

Prior to its exercise, an Option does not confer a right on the Option holder to participate in a new issue of securities by the Company.

1.9 Redemption

The Options shall not be redeemable by the Company.

1.10 Assignability and Transferability

The Options shall be freely assignable and transferable, subject to the provisions of Chapter 6D of the Corporations Act and the applicable law.

Appendix C: Key terms of Loan Deed of Amendment

The terms detailed below relate to additional funding set out in the Deed of amendment and restatement of Initial Loan Facility Agreement (as varied) and Second Loan Agreement.

DomaCom is seeking a variation to the terms relating to Event of Default set out below to address the potential for not obtaining shareholder approval and not proceeding with the Entitlement Offer by the prescribed date of 15 November 2024.

Borrower	DomaCom Limited (DomaCom)
Lead Lender	Bricklet Ltd (Bricklet)
Supporting Lender	The Lead Lender, with the consent of DomaCom, may assign the fulfillment of the commitment to supporting lender(s). The commitment for the Loan Amount remains with Bricklet. Lead Lender and Supporting Lenders are defined as the Lenders.
Initial Loan Amount	\$1,500,000 already drawn under Initial Loan Facility Agreement (ASX Announcement 4 March 2024)
Existing Loan Amount	\$500,000 already drawn under Second Loan Agreement (ASX Announcement 16 May 2024)
New Loan Amount	\$2,500,000 to be drawn under Deed of Amendment
Facility and Facility Limit	\$4,500,000 being the sum of the amounts drawn and to be drawn under the Initial Loan Facility Agreement, Second Loan Agreement and Deed of Amendment.
New Loan Interest Rate	13% per annum paid quarterly in arrears.
New Loan Default Interest Rate	Interest Rate + 5% per annum
Maturity Date	31 October 2025
Security	DomaCom has committed to seek approval from existing Convertible Noteholders to grant security to the Lenders. The granting of the security is subject to an existing Noteholder vote the outcome of which cannot be determined at the date of signing of the Loan Agreement.
Repayment	The Lenders can request repayment of the Initial Loan Amount and Existing Loan Amount if either First Repayment Event or Second Repayment Event occurs. The Repayment would be made on or before the applicable Repayment Event Date. The Lenders can request repayment of any Money Owing under the Facility if the Third Repayment Event Occurs. The Repayment would be made on or before the applicable Repayment Event Date.

First Repayment Event	First Repayment Event occurs the Borrower completes an Entitlement Offer and funds are received from existing shareholders (after deducting the costs of the Entitlement Offer) in excess of the Initial Loan Amount and Existing Loan Amount.
Second Repayment Event	Second Repayment Event occurs if the Borrower completes an Entitlement Offer and the funds that are received from existing shareholders (after deducting the costs of the Entitlement Offer) are below the Initial Loan Amount and Existing Loan Amount.
Third Repayment Event	Third Repayment Event occurs if, at 31 October 2025, there remains any Money Owing that has not been converted into DCL Shares. Money owing represents amounts borrowed under the Facility.
First Repayment Event Date	2 business days after the Borrower receives an amount that is greater than the Facility Limit in subscriptions for an Entitlement Offer (after deducting the costs of the Entitlement Offer).
Second Repayment Event Date	2 business days after the Borrower receives an amount that is equivalent to the Facility Limit through subscriptions from the underwriting of an Entitlement Offer by an Underwriter (after deducting the costs of the Entitlement Offer).
Third Repayment Event Date	31 October 2025.
Conversion	In exchange for amounts owing under the Existing Loan and New Loan, and subject to all necessary shareholder approvals under the ASX Listing Rules and the Corporations Act, DomaCom will issue up to 214,285,715 Ordinary Shares in DomaCom Limited to the Lender at a price of \$0.014 per share.
Bonus Shares	<p>As part of the Conversion, subject to all necessary shareholder approvals under the ASX Listing Rules and the Corporations Act, DomaCom will issue one free bonus share for each share subscribed under the Conversion, being up to 214,285,715 Ordinary Shares in DomaCom Limited.</p> <p>For the avoidance of doubt, the prior arrangement for the issue of up to 53,571,429 unlisted options under the existing Loan Agreement dated 16 May 2024 will be replaced with this bonus share arrangement.</p>

<p>Use of Funds</p>	<p>DomaCom will use the funds received from the Lender to:</p> <ul style="list-style-type: none"> (a) to discharge any remaining indebtedness to Thundering Herd Pty Ltd; (b) payment of trade creditors to parties and in amounts as agreed in writing between the Lead Lender and the Borrower, from time to time; (c) for the Borrower's working capital, in amounts and for purposes as agreed in writing between the Lead Lender and the Borrower, from time to time; and (d) for any other purpose that the Lead Lender may determine in its sole discretion and agree in writing.
<p>Conditions precedent</p>	<p>The obligation of the Lenders to provide the Utilisation to the Borrower is subject to the Lender being satisfied:</p> <ul style="list-style-type: none"> (a) (receipt of documents) that it has received this deed properly executed by the Borrower; (b) (no Event of Default) that no Event of Default subsists or will result from the Utilisation being provided; (c) (no Potential Event of Default) that no Potential Event of Default subsists or will result from the Utilisation being provided; (d) (representations and warranties) each representation and warranty by the Borrower is true and correct and is neither misleading nor deceptive as at the date of the Utilisation as though it had been made on and as of that date; (e) (solvency) such evidence as the Lead Lender may require as to the fact that no Insolvency Event has occurred or would occur in respect of the Borrower on or following the Utilisation; (f) (availability of funds) provision of the Utilisation will not cause the Facility Limit to be exceeded; (g) (fees, costs and expenses) all fees, costs and expenses due and payable by the Borrower under this deed as at the relevant Utilisation Date have been paid or will be paid out of the Utilisation; and (h) (other) any other information that the Lead Lender may request in its discretion.
<p>Events of Default</p>	<p>An Event of Default occurs, whether or not it is within the control of the Borrower, if:</p> <ul style="list-style-type: none"> (a) (Failure to obtain shareholder approvals) the Borrower fails to obtain all ASX, Corporations Act and other shareholder approvals required under clause 10.1 by 15 November 2024

(DomaCom is seeking to vary this date to the date of the General Meeting on 25 November 2024);

(b) **(Failure to lodge a Cleansing Prospectus)** the Borrower fails to lodge a Cleansing Prospectus by 15 November 2024;

(c) **(Failure to proceed with Entitlement Offer)** the Borrower fails to launch the Entitlement Offer under clause 12 by 15 November 2024

(DomaCom is seeking to vary this date and will provide an update separately);

(d) **(Failure to discharge first ranking security)** the Borrower fails to have discharged the first ranking security granted in favour of Thundering Herd Pty Ltd and/or its related parties as a result of payment of the First Drawdown, with such security being released within 5 Business Days of the First Drawdown;

(e) **(payment obligation)** the Borrower does not pay any of the Money Owing that is due and payable by it under any Finance Document or if the Lenders are satisfied that the sole reason for the failure is a technical or administrative difficulty within the banking system being used to effect payment, within two Business Days after the due date for payment;

(f) **(other obligation)** the Borrower fails to comply with any obligation under a Finance Document (other than an obligation under paragraph (a) above) and the breach is incapable of remedy or, where the breach is capable of remedy, fails to remedy that breach within ten Business days of the earlier of:

(i) receipt by the Borrower of a Notice from the relevant Lender requesting it to do so; and

(ii) it becoming aware of the failure to comply;

(g) **(insolvency)** an Insolvency Event occurs with respect to the Borrower;

(h) **(Authorisation suspended)** an Authorisation is suspended, revoked, terminated, cancelled or not renewed and is not replaced by another Authorisation on terms acceptable to the relevant Lender or is varied or becomes subject to conditions unacceptable to the relevant Lender;

(i) **(untrue warranty)** a representation, warranty or statement made or deemed to be made by or on behalf of the Borrower in a Finance Document is untrue or misleading (provided that if in the opinion of the Lead Lender this is capable of remedy, it is remedied within five Business Days after the Lead Lender giving notice to the Borrower);

	<p>(j) (Finance Documents):</p> <p>(i) a party to a Finance Document instigates any legal action to dispute the enforceability of all or any of the Lender's rights under any Finance Document;</p> <p>(ii) all or any part or provision of any Finance Document is or becomes, or a party to any Finance Document attempts to have all or any part or provision of any Finance Document made, illegal, void, voidable, unenforceable or otherwise of limited force or effect; or</p> <p>(iii) all or any part or provision of any Finance Document is terminated, rescinded or avoided, or any party to a Finance Document becomes entitled to terminate, rescind or avoid all or any material part or material provision of any Finance Document;</p> <p>(k) (unlawfulness) it is or becomes unlawful for the Borrower to perform any of its obligations under the Finance Documents; or</p> <p>(l) (Material Adverse Effect) an event or series of events, whether related or not, occurs which has or is likely to have a Material Adverse Effect.</p>
<p>Participation in subsequent capital raising activities</p>	<p>DomaCom agrees to carry out an Entitlement Offer. The terms are general in nature and will be subject confirmation and a separate ASX Announcement. The Entitlement Offer will be carried out generally on the following terms:</p> <p>a) the total value of the offer is \$6,000,000;</p> <p>b) the price per share is \$0.014 per share;</p> <p>c) for each 3 shares that are subscribed to by a participant in the Entitlement Offer, they shall be granted 1 loyalty option with an option term of 12 months exercisable \$0.014; and</p> <p>d) otherwise to be on any other terms required by ASX and as may be agreed in writing by the parties.</p> <p>If the Borrower proceeds with an Entitlement Offer the Lender:</p> <p>a) agrees to underwrite (directly or indirectly) the Entitlement Offer up to a maximum amount of \$2,000,000; and</p> <p>b) agrees to use its best endeavours to identify a non-related party (or parties) to provide additional underwriting commitments of up to a maximum amount of \$2,000,000.</p> <p>Participation in any Entitlement Offer or Placement would be conditional on it not causing the breach of any ASX Listing Rule, ASIC Regulation or requirement of the Corporations Act and may</p>

	be subject to shareholder approval (which will be the case unless an exemption to Listing Rule 7.1 is available).
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All Correspondence to:

-  **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
-  **By Fax:** +61 2 9290 9655
-  **Online:** www.boardroomlimited.com.au
-  **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Saturday 23 November 2024.**

TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/dclgm2024>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person.

Please indicate the office held by signing in the appropriate place.


STEP 4 LODGEMENT


Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) Saturday 23 November 2024.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

 **Online** <https://www.votingonline.com.au/dclgm2024>

 **By Fax** + 61 2 9290 9655

 **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

 **In Person** Boardroom Pty Limited
Level 8, 210 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **DomaCom Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at the virtually via <https://web.lumiagm.com/305-130-878> on **MONDAY 25 NOVEMBER, 2024 at 11:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of a resolution, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even if the resolution is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain
Resolution 1	Subsequent approval for agreement to issue 71,428,570 Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Subsequent approval for the issue of 17,420,070 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Subsequent approval for agreement to issue 20,026,802 Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue 33,544,626 Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue 14,285,715 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to issue up to 200,000,000 Ordinary Shares and 200,000,000 Bonus Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval to issue up to 14,285,715 Ordinary Shares and 14,285,715 Bonus Shares to a related party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval to issue up to 250,000,000 Ordinary Shares (Further Shares)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary