



ASX RELEASE

24 March 2021

Dear Shareholder

On behalf of the Directors of Urbanise Limited (UBN), we are pleased to invite you to attend an Extraordinary General Meeting (**Meeting**) of UBN.

The Meeting is being held to address several matters which require the support and approval of shareholders. This includes a resolution to approve the consolidation of UBN shares.

Due to the history of the Company, we have a very high number of shares and believe a share consolidation will make the shares more attractive to a broader range of institutional and professional investors. The proposed share consolidation will rationalise the share capital of the Company by reducing the number of share issues and outstanding on the basis of 1 share for every 15.

The Meeting will be held on Thursday 29th April commencing at 2pm (AEDT) and will be held physically at KTM Capital, Level 2/16 O'Connell Street, Sydney NSW 2000.

A copy of the Notice of Meeting is appended and has been dispatched to Shareholders today.

Thank you for your continued support of UBN.

This announcement is authorised by the Board of Directors.

For further information please contact:

Kim Clark
Company Secretary
Phone: 07 30109393

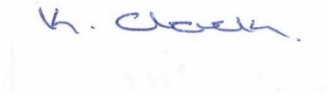
**NOTICE OF EXTRAORDINARY GENERAL MEETING
OF URBANISE.COM LIMITED
(ACN 095 768 086)**

TAKE NOTICE that the Extraordinary General Meeting of Shareholders of the Company will be held at the place, date and time specified below:

Date: Thursday, 29 April 2021
Place: Level 2, 16 O'Connell St, Sydney NSW 2000
Time: 2:00 pm (AEST)

DATED this 23 March 2021

By order of the Board:

A handwritten signature in blue ink that reads 'K. Clark'.

Kim Clark
Company Secretary

www.urbanise.com

AGENDA

A. Address by the Chairman and Chief Executive Officer

B. Resolutions:

1. Election of Director – Mr Sam Cuccurullo

Mr. Sam Cuccurullo was appointed as a Director of the Company on 04 March 2021 and retires in accordance with Listing Rule 14.4 and clause 6.2 of the Company's Constitution.

To consider and, if in favour, pass the following resolution as an ordinary resolution:

"That, Mr Sam Cuccurullo who, having previously been appointed to fill a casual vacancy, retires in accordance with Listing Rule 14.4 and clause 6.2 of the Company's Constitution and having consented to act and being eligible, be elected as a Director of the Company."

2. Ratification of Prior Share Allotment 87,179,492 Shares

To consider and, if in favour, pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, approval is given for the ratification of the prior issue, on 03 November 2020, of a total of 87,179,492 fully paid ordinary Shares at a total price of \$6,800,000 on the terms and conditions set out in the Explanatory Memorandum."

3. Share Consolidation

To consider and, if in favour, pass the following resolution as an ordinary resolution:

"That, pursuant to Section 254(H) of the Corporations Act and for all other purposes, the Shares of the Company be consolidated through the conversion of every fifteen (15) Shares held by a Shareholder into 1 Share and, where this Consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction down to the nearest whole Share or zero, as applicable, with consolidation to take effect in accordance with the timetable set out in the Explanatory Memorandum."

NOTES

1. Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Extraordinary General Meeting is incorporated in and comprises part of this Notice of Extraordinary General Meeting and should be read in conjunction with this Notice of Extraordinary General Meeting.

2. Voting exclusion statements

Resolution 2 - The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of any person, or any associate of that person, who participated in the issue of shares the subject of Resolution 2.

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

- a person as proxy or attorney for a 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; or
- 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 the beneficiary is not excluded from voting, and is 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.

3. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00pm (AEST) on 27 April 2021. This means that any Shareholder registered at 7.00pm (AEST) on 27 April 2021 is entitled to attend and vote at the Meeting.

4. Shareholder questions

Whilst shareholders will be provided with the opportunity to submit questions online at the meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its directors at the virtual Extraordinary Shareholders' Meeting to the Company Secretary, Kim Clark, by emailing to kim.clark@boardroomlimited.com.au.

Please note that not all questions may be able to be answered during the meeting. In this case answers will be made available on the Company's website after the meeting.

5. Proxies

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- A proxy need not be a Shareholder.
- If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.

- Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- A Proxy Form accompanies this Notice.
- Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.
- If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- The Proxy Form (together with any relevant authority) must be received by no later than 2:00 pm (AEST) on 27 April 2021 before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).
- The completed Proxy Form may be:
 - Mailed to the address on the Proxy Form; or
 - Faxed to Urbanise.com Limited, Attention Company Secretary, on facsimile number +61 2 9290 9655.
 - Voted online via the Company's Share Registry at <https://www.votingonline.com.au/urbaniseegm2021>

6. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with section 250D of the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

6. Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of the Resolutions. In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of the Resolution.

**URBANISE.COM LIMITED
(ACN 095 768 086)**

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Extraordinary General Meeting of Shareholders of Urbanise.com Limited (**Company**) to be held at Level 2, 16 O'Connell St, Sydney NSW 2000 at 2:00 pm (AEST) on 29 April 2021.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

Explanatory Notes to the Resolutions

Resolution 1: Election of Director – Mr Sam Cuccurullo

Mr Sam Cuccurullo was appointed as a Director of the Company on 04 March 2021 and retires in accordance with clause 6.2 of the Company's Constitution and Listing Rule 14.4 and stands for election.

Sam brings broad experience in property services to the Board and a deep understanding of the requirements of facility management in the Asia-Pacific region. During a career spanning more than 40 years, Sam has held executive positions with leading firms in this sector and has been responsible for several global strategic initiatives involving the implementation of new business systems.

Until March 2020, he was Head of Property & Asset Management, APAC for Cushman & Wakefield, and from 1995 to 2014, Executive Managing Director of Asset Services, APAC for CBRE.

Sam has a Bachelor of Commerce (Land Economy) from the University of Western Sydney and is a Fellow of the Australian Property Institute (FAPI) and Royal Institution of Chartered Surveyors (FRICS). He is also a Certified Property Manager (Property Council of Australia) and Licensed Real Estate Agent.

Directors' recommendation

The Directors (with Mr Cuccurullo abstaining) unanimously recommend that the Shareholders vote in favour of Resolution 1.

Resolution 2: Ratification of Prior Share Allotment 87,179,492 Shares

On 03 November 2020 and as announced to the ASX on that date, 87,179,492 fully paid ordinary Shares were issued pursuant to the share placement undertaken by the Company to raise additional capital for product development and working capital purposes.

The Company issued 58,874,659 shares in utilization of available capacity under Listing Rule 7.1 and 28,304,833 shares under Listing Rule 7.1A capacity. In accordance with Listing Rule 7.1 and Listing Rule 7.4, to restore the Company's capacity to issue Shares it is proposed that Shareholders ratify the issue of ordinary Shares as detailed below.

ASX Listing Rule 7.1 (in combination with ASX Listing Rule 7.1A) limits the Company from issuing more than 25% of its issued capital without shareholder approval. Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing the Company's 15% capacity, enabling it to issue further securities up to that limit. Listing Rule 7.4 can also be utilised to refresh the Company's 10% capacity under Listing Rule 7.1A.

If resolution 2 is not approved, the Company's capacity to raise additional equity funds over the next 12 months without reference to shareholders will be reduced.

The following information is provided in accordance with Listing Rule 7.5:

(a) Number of securities issued:

87,179,492 fully paid ordinary shares.

(b) Date on which securities were issued:

The Shares were issued and allotted on 03 November 2020.

(c) Issue price of securities:

The Shares were issued for cash consideration for a total of \$6,800,000 being \$0.078 per share.

(d) Allottees of the securities:

The Shares were allotted by the Company to sophisticated investors selected by Pac Partners under a private share placement.

(e) Terms of securities:

The Shares, when issued, ranked equally with all other Shares on issue at the time and had the same rights and entitlements as the currently issued Shares.

(f) The intended use of the funds:

To accelerate organic ARR growth through increased investment in Facilities Management including sales and marketing, implementation and product development.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolution 3: Share Consolidation

Resolution 3 seeks Shareholder approval for consolidation of the Company's issued share capital through the conversion of every fifteen (15) fully paid ordinary shares into one (1) fully paid ordinary share (**Share Consolidation**).

Section 254H of the Corporations Act, provides that the Company may convert all or any of its Shares into a larger or smaller number of Shares subject to approval of Shareholders at a general meeting.

For the purposes of ASX Listing Rule 7.20 the Company advises as follows:

Purpose of Proposed Resolution

The Company is proposing to undertake the Share Consolidation to reduce its total issued capital to a more appropriate and effective capital structure for the Company and a resultant share price that is more appealing to a wider range of investors.

Effect of the Share Consolidation

Shares

The Company currently has 834,294,356 Shares on issue. If the Share Consolidation is approved by Shareholders the issued capital will reduce to approximately 55,619,623 (subject to rounding and fractional share entitlements).

Individual shareholdings will be reduced in the same ratio as the total number of Shares (subject to rounding and fractional share entitlements). In the absence of any other market movements or changes to the issued capital, the Share Consolidation will not effect the percentage interest held in the Company by each Shareholder and will not result in any change to the rights and obligations of Shareholders.

Options

The Company currently has 100,000 unlisted Options on issue that expire on 29 April 2021. Given that the expiration date of these options is the date of this meeting, the terms of these Options will not be effected by this resolution. In the event that the options are exercised prior to this meeting the total number of shares on issue as stated above will become 834,394,356 and the issued capital post the Share Consolidation will become 55,626,290 (subject to rounding and fractional share entitlements).

Performance Rights

The Company currently has 29,378,185 Performance Rights on issue. Subject to the approval of this Resolution, the total number of Performance Rights will be proportionately reduced in the same ratio as the Share Consolidation to 1,958,545 (subject to rounding and fractional share entitlements). As a result, on vesting of the Performance Rights a total of 1,958,545 Shares could be issued by the Company.

Fractional Entitlements

Where the Share Consolidation, and the consolidation of the Performance Rights on issue, results in an entitlement to a fraction of a Share or Performance Right, that fraction will be rounded down to the nearest whole number of Shares, or zero, as applicable.

Holding Statements

With effect from the effective date of the Share Consolidation, all existing holding statements will cease to have effect, except as evidence of entitlement to a certain number of securities on a post Share Consolidation basis. New holding statements will be issued to security holders on completion of the Share Consolidation.

Taxation

This Explanatory Memorandum does not consider the tax implication in respect of Shares or other securities held on revenue account, as trading stock or by non-resident Shareholders. Shareholders should consider their own circumstances and seek their own professional advice in relation to their tax position.

The Share Consolidation should not result in a capital gains tax event for Australian tax residents. The cost base of the Shares held after the Share Consolidation will be the sum of the cost bases of the Shares held pre Share Consolidation. The acquisition date of Shares held after the Share Consolidation will be the same as the date on which the Shares were originally acquired.

Neither the Company nor any of its officers or employees assumes any liability or responsibility for advising Shareholders or other security holders of the tax consequences of the proposed Share Consolidation.

Indicative Timetable

Subject to Shareholder approval of the Consolidation, the proposed timetable for the Consolidation is set out below. The dates are indicative only and are subject to possible change.

Key Event	Indicative Date
General Meeting	29 April 2021
Notification to ASX of the outcome of this resolution and the Effective Date	29 April 2021
Last date for trading in pre-consolidated securities	30 April 2020
Trading in consolidated securities on a deferred settlement basis commences	03 May 2021
Record Date – Last day to register transfers on a pre-consolidation basis	04 May 2021
First day for Company to update register and send new holding statements	05 May 2021
Last day for Company to update register and complete despatch of new holding statement. Deferred settlement trading ends	11 May 2021

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

DEFINITIONS

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"**ASIC**" means the Australian Securities & Investments Commission;

"**ASX**" means ASX Limited (ACN 000 943 377);

"**ASX Listing Rules**" or "**Listing Rule**" means the Official Listing Rules of the ASX;

"**Board**" means the board of Directors of the Company;

"**Business Day**" means a day on which trading takes place on the stock market of the ASX;

"**Chairman**" means the chairman of the Extraordinary general meeting;

"**Company or Urbanise**" means Urbanise.com Limited ACN 095 768 086;

"**Constitution**" means the Company's constitution;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Corporations Regulation**" means the *Corporations Regulation 2001* (Cth)

"**Directors**" mean the current Directors of the Company;

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

"**General Meeting**" means the meeting convened by the Notice of Meeting;

"**Management**" means the management of the Company;

"**Meeting**" or "**Extraordinary General Meeting**" means the Extraordinary general meeting convened by this Notice;

"**Notice**" or "**Notice of Meeting**" means the notice convening the General Meeting of the Company to be held on 29 April 2021 which accompanies this Explanatory Memorandum;

"**Option**" means an option to acquire a Share;

"**Performance Rights**" means a right that confers an entitlement to be issued one Share subject to the satisfaction of any performance criteria;

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;

"**Share**" means a fully paid ordinary share in the capital of the Company; and

"**Shareholder**" means a registered holder of a Share in the Company.

All Correspondence to:

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm AEST on Tuesday 27 April 2021.**

🖥 TO VOTE ONLINE

- STEP 1:** VISIT <https://www.votingonline.com.au/urbaniseegm2021>
- STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3:** Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:00pm AEST on Tuesday, 27 April 2021**. 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/urbaniseegm2021>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

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 **Urbanise.com Limited** (Company) and entitled to attend and vote hereby appoint:

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at **Level 2, 16 O'Connell Street, Sydney NSW 2000 on Thursday, 29 April 2021 at 2:00pm AEST** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Election of Director – Mr Sam Cuccurullo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Prior Share Allotment 87,179,492 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Share Consolidation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021