



Grant Thornton

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The Directors
DomaCom Limited
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2 November 2016

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Dear Directors,

INDEPENDENT LIMITED ASSURANCE REPORT ON THE PRO FORMA FINANCIAL STATEMENTS AND FINANCIAL SERVICES GUIDE

Introduction

We have been engaged by DomaCom Limited (“DomaCom”, or the “Company”) to report on the historical and Pro Forma Financial Statements of the Company which have been prepared for the purposes of the process of listing on the Australian Securities Exchange (“ASX”).

Grant Thornton Corporate Finance Pty Ltd (“Grant Thornton Corporate Finance”) holds an Australian Financial Services Licence (AFS Licence Number 247140). This report is both an Independent Limited Assurance Report, the scope of which is set out below, and a Financial Services Guide, as attached at **Appendix A**.

Scope

You have requested Grant Thornton Corporate Finance to review the following Historical Financial Information of the Company which is to be provided to the ASX and released in conjunction with the Company’s admission to the Official List:

Historical Financial Information

The Historical Financial Information, as set out in the Pro Forma Financial Statements comprises:

- The audited consolidated historical statement of comprehensive income of the Company and its subsidiaries (the “Group”) for the years ended 30 June 2014, 2015 and 2016;
- The audited consolidated historical statement of cash flows of the Group for years ending 30 June 2014, 2015 and 2016;

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a subsidiary or related entity of Grant Thornton Australia Ltd ABN 41 127 556 389

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- The audited consolidated historical statement of financial position of the Group as at 30 June 2014, 2015 and 2016; and
- The pro forma consolidated statement of financial position of the Group as at 30 June 2016, which assumes completion of the transactions outlined in Section 2.1 of the Pro Forma Financial Statements (the “Pro Forma Transactions”) as though they had occurred on that date.

The Historical Financial Information other than the Pro Forma Transactions and the results of the associated adjustments to the consolidated pro forma statement of financial position has been extracted from the audited financial statements for the years ended 30 June 2014, 2015 and 2016. Grant Thornton Audit Pty Ltd issued unqualified audit opinion in respect of this period with an emphasis of matter on going concern.

The stated basis of preparation is the recognition and measurement principles contained under Australian Generally Accepted Accounting Principles (“AGAAP”) and the DomaCom adopted accounting principles applied to the Historical Financial Information.

The Historical Financial Information is presented in an abbreviated form insofar as it does not include all of the presentation and disclosures required and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in Australia in accordance with the Corporations Act 2001.

This report has been prepared in relation to DomaCom’s listing on the ASX. Grant Thornton Corporate Finance disclaim any assumption of responsibility for any reliance on this report or on the Historical Financial Information to which this report relates for any purpose other than the purposes for which it was prepared. This report should be read in conjunction with the other documents lodged as a part of the listing process.

Directors’ Responsibility

The Directors of DomaCom are responsible for the preparation and presentation of the Historical Financial Information. The Directors are also responsible for the determination of the Pro Forma Transactions and the basis of preparation of the Historical Financial Information.

This responsibility also includes compliance with applicable laws and regulations and for such internal controls as the Directors determine necessary to enable the preparation of the Historical Financial Information that are free from material misstatement.

Our Responsibility

Our responsibility is to express a limited assurance conclusion on the Historical Financial Information based on the procedures performed and evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagements ASAE 3450: “*Assurance Engagements involving Corporate Fundraisings and/ or Prospective Historical Financial Information*” and ASAE 3420: “*Assurance Engagements to Report on the Compilation of Pro Forma Historical Financial Information*”.



Our procedures consisted of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and review procedures applied to the accounting records in support of the Historical Financial Information.

These procedures are substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion on the Historical Financial Information.

Our engagement did not involve updating or reissuing any previously issued audit reports on any historical financial information used as a source of the Historical Financial Information.

Conclusion

Historical Financial Information

Based on our independent review, which is not an audit, nothing has come to our attention which causes us to believe that:

- The Historical Financial Information as described in Pro forma Financial Statements does not present fairly:
 - The audited historical consolidated statement of income of the Group for the years ended 30 June 2014, 2015 and 2016;
 - The audited consolidated historical statement of cash flows of the Group for the years ended 30 June 2014, 2015 and 2016;
 - The audited historical consolidated statement of financial position of the Group as at 30 June 2014, 2015 and 2016; or
 - The pro forma historical consolidated statement of financial position of the Group as at 30 June 2014, 2015 and 2016; or
- The pro forma consolidated statement of financial position of the Group as at 30 June 2016 has not been properly prepared on the basis of the Pro Forma Transactions or the Pro Forma Transactions do not set out a reasonable basis for it;

in accordance with the measurement and recognition requirements (but not all of the presentation and disclosure requirements) of applicable Accounting Standards and other mandatory professional reporting requirements under AGAAP.

Restriction on Use

Without modifying our conclusion, we draw attention to the Pro Forma Financial Statements, which describes the purpose of the Pro Forma Financial Statements, being for the purpose of the process of listing on the Australian Securities Exchange. As a result, the Pro Forma Financial Statements may not be suitable for use for another purpose.



Consent

Grant Thornton Corporate Finance consents to the inclusion of this Independent Limited Assurance Report with the Pro Forma Financial Statements in the form and context in which it is included.

Liability

The liability of Grant Thornton Corporate Finance is limited to the inclusion of this report with the Pro Forma Financial Statements. Grant Thornton Corporate Finance makes no representation regarding, and has no liability, for any other statements or other material in, or omissions from the Pro Forma Financial Statements.

Independence or Disclosure of Interest

Grant Thornton Corporate Finance does not have any pecuniary interests that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion in this matter. Grant Thornton Corporate Finance will receive a professional fee for the preparation of this Independent Limited Assurance Report.

Yours faithfully

GRANT THORNTON CORPORATE FINANCE PTY LTD

Brad Taylor
Partner

Peter Thornely
Partner



Grant Thornton

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Appendix A (Financial Services Guide)

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This Financial Services Guide is dated 2 November 2016.

About us

Grant Thornton Corporate Finance Pty Ltd (ABN 59 003 265 987, Australian Financial Services Licence no 247140) ("Grant Thornton Corporate Finance") has been engaged by DomaCom Limited ("the Company") to provide a report in the form of an Independent Limited Assurance Report for inclusion with the Pro Forma Financial Statements dated on or about 2 November 2016 for the purpose of the process for listing on the Australian Securities Exchange ("the Report"). You have not engaged us directly but have been provided with a copy of the Report as a retail client because of your connection to the matters set out in the Report.

This Financial Services Guide

This Financial Services Guide ("FSG") is designed to assist retail clients in their use of any general financial product advice contained in the Report. This FSG contains information about Grant Thornton Corporate Finance generally, the financial services we are licensed to provide, the remuneration we may receive in connection with the preparation of the Report, and how complaints against us will be dealt with.

Financial services we are licensed to provide

Our Australian financial services licence allows us to provide a broad range of services, including providing financial product advice in relation to various financial products such as securities and superannuation products and to deal in a financial product by applying for, acquiring, varying or disposing of a financial product on behalf of another person in respect of securities and superannuation products.

General financial product advice

The Report contains only general financial product advice. It was prepared without taking into account your personal objectives, financial situation or needs. You should consider your own objectives, financial situation and needs when assessing the suitability of the Report to your situation. You may wish to obtain personal financial product advice from the holder of an Australian Financial Services Licence to assist you in this assessment.

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Fees, commissions and other benefits we may receive

Grant Thornton Corporate Finance charges fees to produce reports, including the Report. These fees are negotiated and agreed with the entity who engages Grant Thornton Corporate Finance to provide a report. Fees are charged on an hourly basis or as a fixed amount depending on the terms of the agreement with the person who engages us. In the preparation of the Report, our fees are charged on a fixed basis. Partners, Directors or employees of Grant Thornton Corporate Finance, Grant Thornton Australia Ltd, or other associated entities, may receive dividends, salary or wages from Grant Thornton Australia Ltd. The fees charged for the preparation of the Report agreed by the Company is approximately \$10,000 plus GST.

Associations with issuers of financial products

Grant Thornton Corporate Finance and its authorised representatives, employees and associates may from time to time have relationships with the issuers of financial products. For example, Grant Thornton Audit Pty Ltd may be the auditor of, or provide financial services to the issuer of a financial product and Grant Thornton Corporate Finance may provide financial services to the issuer of a financial product in the ordinary course of its business.

Complaints

Grant Thornton Corporate Finance has an internal complaint handling mechanism and is a member of the Financial Ombudsman Service (membership no. 11800). All complaints must be in writing and addressed to the National Head of Corporate Finance at Grant Thornton Corporate Finance. We will endeavour to resolve all complaints within 30 days of receiving the complaint. If the complaint has not been satisfactorily dealt with, the complaint can be referred to the Financial Ombudsman Service who can be contacted at:

PO Box 579 – Collins Street West
Melbourne, VIC 8007
Telephone: 1800 335 405

Grant Thornton Corporate Finance is only responsible for the Report and this FSG. Grant Thornton Corporate Finance will not respond in any way that might involve any provision of financial product advice to any retail investor.

Contact Details

Grant Thornton Corporate Finance can be contacted by sending a letter to the following address:

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