



BUYMYPLACE.COM.AU LIMITED
ACN 132 204 561

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Friday 24 November 2017

Time of Meeting:
11:00AM (AEDT)

Place of Meeting:
333 Capital Boardroom
Rialto South Tower
Level 31, 525 Collins Street
Melbourne Victoria 3000

*This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.
If shareholders are in doubt as to how they should vote, they should seek advice from their
accountant, solicitor or other professional advisor without delay*

BUYMYPLACE.COM.AU LIMITED

ACN 132 204 561

Registered office: 8-12 Alma Road, St Kilda VIC 3182

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Members of buyMyplace.com.au Limited (the "Company") will be held at 333 Capital Boardroom, Rialto South Tower, Level 31, 525 Collins Street, Melbourne VIC 3000 at 11:00am (AEDT) on Friday 24 November 2017.

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 30 June 2017.

Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly no resolution will be put to shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

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

"That for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' report) for the financial year ended 30 June 2017 be adopted."

Resolution 2: Election of Mr Stephen Moulton as a Director of the Company

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

"That Mr Stephen Moulton, having been appointed to the Board of Directors during the year, retires as a director in accordance with the Constitution of the Company and being eligible for election, be elected as a director of the Company."

Resolution 3: Re-election of Mr Peter Butterss as a Director of the Company

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

"That Mr Peter Butterss, being a director who retires pursuant to the Constitution of the Company and being eligible for re-election offers himself for re-election, is hereby re-elected as a Director of the Company."

Resolution 4: Re-election of Mr Cameron Fisher as a Director of the Company

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

"That Mr Cameron Fisher, being a director who retires pursuant to the Constitution of the Company and being eligible for re-election offers himself for re-election, is hereby re-elected as a Director of the Company."

Resolution 5: Ratification of Prior Issue of Shares

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

"That for the purposes of Listing Rule 7.4, and for all other purposes, shareholders approve, ratify and confirm the issue and allotment of 583,775 fully paid ordinary shares in the Company on 28 July 2017 to the Sellers in relation to the acquisition of MyPlace Conveyancing Pty Ltd on the basis set out in the Explanatory Statement."

Resolution 6: Approval of Potential Termination Benefit

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

“That, for the purposes of sections 200B and 200E of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the giving of benefits by the Company or any of its related bodies corporate to current or future employees who are key management personnel of the Company or who hold a managerial or executive office in the Company or a related body corporate, in connection with that person ceasing to be a director or ceasing to hold a managerial or executive office in the Company or a related body corporate, as set out in the Explanatory Statement.”

SPECIAL BUSINESS

Resolution 7: Approval of 10% Placement Facility

To consider and, if thought fit, pass the following resolution as a special resolution:

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement”

DATED 19 October 2017

By order of the Board



Melanie Leydin
Company Secretary

Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm AEDT on Wednesday 22 November 2017, being 48 hours before the date of the Annual General Meeting will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Proxies**
 - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
 - b. Each shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a shareholder of the Company.
 - d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution.
 - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
 - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
 - h. To be effective, proxy forms must be received by the Company's share registry (Boardroom Pty Limited) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 11:00am (AEDT) on Wednesday 22 November 2017. Any proxy received after that time will not be valid for the scheduled meeting.

4. 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 the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. Voting Exclusion Statement:

Resolution 1

The Company will disregard any votes cast on this resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a closely related party of such a member unless the vote cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 (excluding the Chairman) will not be voted on Resolution 1. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to vote by marking the box for Resolution 1. By marking the Chairman's box on the proxy form you acknowledge that the Chairman of the meeting will vote in favour of this item of business as your proxy. The Chairman will vote undirected proxies in favour of Resolution 1.

Resolution 2, 3 and 4

There are no voting exclusions on this resolution.

Resolution 5

The Company will disregard any votes cast on Resolution 5 by any person who participated in the issue and any associates of those persons.

However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 6

The Company will disregard any votes cast on Resolution 6 by or on behalf of any person who may be entitled to receive a benefit in connection with that person's retirement from office or position of employment, the subject of Resolution 6, or an associate of such person, or by any Key Management Personnel or a closely related party of Key Management Personnel as a proxy.

However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 7

The Company will disregard any votes cast on Resolution 7 by any person who may participate in the proposed issue or any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of such person.

6. Enquiries

Shareholders are invited to contact the Company Secretary, Melanie Leydin on 1300 289 697 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2017 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report) and the auditors) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution costs associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at 1300 289 697, and you may request that this occurs on a standing basis for future years. Alternatively, you may access the Annual Report at the Company's website: www.buymyplace.com.au or via the Company's announcement platform on ASX. Except for as set out in Resolution 1, no resolution is required on these reports.

Resolution 1: Adoption of Remuneration Report

Section 250R(3) of the Corporations Act 2001 requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2017 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act 2001, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

The Corporations Act 2001 requires the Company to put a resolution to Shareholders that the In accordance with Division 9 of Part 2G.2 of the Corporations Act 2001, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty five (25%) per cent of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Directors unanimously recommend that shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

Voting Exclusions

The Company will disregard any votes cast on this resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a closely related party of such a member unless the vote cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 (excluding the Chairman) will not be voted on Resolution 1. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. The Chairman will vote undirected proxies in favour of Resolution 1.

Resolution 2: Election of Mr Stephen Moulton as a Director of the Company

Background

Mr Stephen Moulton was appointed as a Non-Executive Director on 13 October 2017 as a casual vacancy and is eligible for election.

Mr Moulton has been a corporate advisory/M&A partner at Gadens for the past 3 years. Prior to his present role, he was a partner at Clayton Utz, PwC (head of legal in Victoria) and Chairman of Partners and Managing Partner of Mills Oakley. Stephen was a director of the Carlton Football Club for 6 years until 2012 and is a current director for not-for-profit organisations, the O'Brien Foundation and Sugarbyhalf Ltd.

Board Recommendation

The Board (with Mr Moulton abstaining), recommends that shareholders vote in favour of the election of Mr Moulton. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Moulton's election.

Voting Exclusions

There are no voting exclusions on this resolution.

Resolution 3: Re-election of Mr Peter Butterss as a Director of the Company

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer.

Clause 13.2 of the Constitution provides that:

- (a) at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;
- (b) The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;
- (c) A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election; and

The Company currently has 4 Directors and accordingly 2 must retire.

Mr Peter Butterss, the Director longest in office since his last election, retires by rotation and seeks re-election.

Mr Butterss is an entrepreneur with experience commercialising and growing both disruptive and traditional businesses. He has successfully guided businesses in disciplines such as Information Technology, Recruitment, Property and Business Transformation. He began his involvement with buyMyplace in 2008 as the CEO and guided the Company through the initial start-up phase. Most recently Mr Butterss has presided over his family group of companies within the Property and Human Capital Management sectors. In addition, Peter was a founding member of an IT-recruitment firm ultimately known as Ambit Group Pty Ltd, which was sold to ASX-listed Peoplebank Limited for \$100 million in December 2007.

The Board has considered Mr Peter Butterss' independence and considers that he is an independent Director.

Board Recommendation

The Board (with Mr Peter Butterss abstaining), recommends that shareholders vote in favour of the re-election of Mr Peter Butterss. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Peter Butterss' re-election.

Voting Exclusions

There are no voting exclusions on this resolution.

Resolution 4: Re-election of Mr Cameron Fisher as a Director of the Company

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer.

Clause 13.2 of the Constitution provides that:

- (a) at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;
- (b) The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;
- (c) A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election; and

The Company currently has 4 Directors and accordingly 2 must retire.

Mr Cameron Fisher, the Director longest in office since his last election, retires by rotation and seeks re-election.

Mr Fisher was previously the managing director of BuyMyHome Pty Ltd, and is highly qualified in his profession. He was previously a director of some of Australia's leading real estate companies, including Bennison Mackinnon and Talbot Birner Morley (TBM) after commencing his first real estate business when he was 26 years of age. He is a fully Accredited Auctioneer with over 5,000 successful auctions under his belt; and advisor to leading institutions, developers, accountancy practices and law firms.

The Board has considered Mr Cameron Fisher's independence and considers that he is not an independent Director.

Board Recommendation

The Board (with Mr Cameron Fisher abstaining), recommends that shareholders vote in favour of the re-election of Mr Cameron Fisher. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Cameron Fisher's re-election.

Voting Exclusions

There are no voting exclusions on this resolution.

Resolution 5: Ratification of Prior Issue of Shares

Background

The Company is seeking shareholder approval to ratify the issue of 583,775 fully paid ordinary shares issued to the Vendors in relation to the acquisition of MyPlace Conveyancing Pty Ltd, in accordance with Share Sale Deed between the Vendors and the Company as per the ASX announcement dated 20 July 2017.

Listing Rule 7.4 provides that a Company may reinstate its capacity to issue up to 15% of the ordinary securities on issue in a twelve (12) month period if shareholders ratify the previous issue of securities.

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

- (a) The number of shares allotted and issued was 583,775 fully paid ordinary shares in the Company;
- (b) The shares were issued at a deemed issue price of \$0.1713 (17.13 cents) each;
- (c) The shares issued rank pari passu with all existing shares of their class, which are subject to a 12 month voluntary escrow;
- (d) The shares were allotted and issued to the following; and

Sellers	Shares
Janelle Maree Brown	152,738
Andrew Richard Pickles	181,926
Timothy John Roberts	152,738
David Keith King	96,373
Total	583,775

- (e) The shares were allotted and issued as consideration pursuant to a Share Sale Deed with the Vendors and no funds have been raised as part of the issue.

Board Recommendation

The Board recommends that shareholders vote in favour of the ratification of the prior issue of 583,775 fully paid ordinary shares to the Vendors. The Chairman of the meeting intends to vote undirected proxies in favour of the prior share issue.

Voting Exclusions

The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons.

However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 6: Approval of Potential Termination Benefit

Background

Under section 200B of the Corporations Act, the Company must not give a person a benefit in connection with the person's retirement from an office, or position of employment, in a Company if:

- the office or position is a managerial or executive office; or
- the person has, at any time during the last three years before their retirement, held a managerial or executive office in a Company,

unless shareholder approval is obtained under section 200E of the Corporations Act for the giving of the benefit (or if a specified exception applies).

If a termination benefit is given in excess of what is permitted under the Corporations Act, a breach of the Corporations Act can occur even if the person receiving the benefit is entitled to the benefit under their contractual arrangements with a Company.

Having regard to the potentially wide application of the restriction under section 200B of the Corporations Act, the Board considers it to be appropriate and prudent to seek shareholder approval under sections 200B and 200E of the Corporations Act, so that termination benefits may be paid or provided to relevant executives without breaching the Corporations Act.

Who does the approval relate to?

Shareholder approval is being sought in respect of any current or future director or employee who, at the time of his or her cessation from his or her office or employment, or at any time during the last three years before his or her cessation from his or her office or employment, held a managerial or executive office in the Company (Relevant Executives).

These include members of the Company's KMP and directors of the Company's subsidiaries. As at the date of this Explanatory Statement, the Relevant Executives include:

- a KMP of the Company, as disclosed in the Company's Remuneration Report;
- a person who holds a 'managerial or executive office' in the Company or a related body corporate; or
- Non-Executive Directors, either of the Company itself or any of its subsidiaries. These Directors receive fixed fees for their service and do not participate in any incentive or retirement plan. The only circumstances which they might receive a termination benefit of the type requiring shareholder approval relates to the payment of insured benefits by virtue of death or disability.

It is important to note that Resolution 6 seeks approval, not just for the persons identified above, but also for any other current or future director or employee who, at the time of his or her termination or at any time in the three years prior to that date, was a KMP of the Company or held a managerial or executive office in the Company.

Approval does not assume that Relevant Executives will receive any termination benefits. Rather, it preserves the discretion of the Board to determine the most appropriate treatment on termination in accordance with employment agreements, applicable incentive plan rules and Company policies, within the confines of this approval.

More specifically, approval of Resolution 6 will not constitute:

- approval of any change or increase in the remuneration arrangement of the Relevant Executive outside the Company's remuneration framework;
- approval of the provision of any new benefits to any specific Relevant Executive or group of Relevant Executives;
- approval of any variation of the existing discretion of the Board or its delegates under the remuneration arrangements set out in the Remuneration Report; or
- approval of any change to the employment arrangements, agreements or entitlements for any Relevant Executive.

What is the Company seeking approval for?

Termination benefits are defined to include a range of payments or benefits in connection with a person ceasing to hold an office or position of employment, including termination payments and other benefits such as the acceleration or automatic vesting of share-based payments or entitlements at or due to retirement.

Certain benefits are excluded from the restrictions and include:

- certain types of 'deferred bonuses', including a bonus which is attributable to the release of a deferred bonus from a restriction due to death or incapacity;
- genuine superannuation contributions paid by an employer or employee on or after 24 November 2009;
- genuine accrued benefits, such as accrued untaken annual leave payable under an Australian law or the law of another country; and
- reasonable payments made in accordance with a policy that applies to all employees as a result of a genuine redundancy having regard to a person's length of service.

There is an exception to the prohibition of certain termination benefits where the value of all termination benefits provided in specified circumstances does not exceed the equivalent of one year's base salary (as calculated in accordance with the Act) of the Relevant Executive.

The provision of any other benefit requires shareholder approval.

Shareholder approval is sought for the purposes of Section 200B and 200E of the Corporations Act for termination benefits that may be provided to Relevant Executives under the following agreements or plans:

- individual employment agreements or services contract (Employment Agreements);
- any Employee Incentive Plan (EIP) (including Performance Rights Plan and/or Incentive Option Scheme);
- insurance policies; and
- other practices and policies described in Appendix 1.

Further information about these potential termination benefits is set out in Appendix 1.

For the purposes of seeking approval, shareholders must be provided with:

- details of the amount or value of the payment or benefit; or
- where the amount or value cannot be determined at the time of the disclosure:
- the manner in which the amount or value of the benefit is to be calculated; and
- any matter, event or circumstance that will, or is likely to affect the calculation of the amount or value.

The Board's discretion to make a payment or give a benefit on termination is intended for circumstances of death, disability, bona fide redundancy, genuine retirement, or other limited exception circumstances where the Board considers it in the best interests of the Company to do so.

What is the value of the potential termination benefit?

Under section 200E of the Corporations Act, when seeking shareholder approval of a termination benefit shareholders must be given details of the amount or value of the proposed payment or benefit or if that amount or

value cannot be ascertained at the time of disclosure, the manner in which that amount or value is to be calculated and any matter, event or circumstance that will, or is likely to, affect the calculation of that amount or value.

The amount and value of the termination benefits that may be provided to each Relevant Executive cannot be ascertained in advance. This is because various matters, events and circumstances (including the manner in which the individual retires from their role, the length of time they have been in their role and base salary fluctuations in the Company's share price and the exercise of discretions by the Board or committee of the Board), some of which are not within the Company's control, will or are likely to affect the calculation of the amount or value.

Appendix 2 sets out the manner in which the amount or value of the potential benefits will be calculated, and the matters, events and circumstances that will affect the calculation of that amount or value.

Shareholder approval is being sought to allow the provision of all benefits under Company's remuneration framework which may be defined as termination benefits for the purposes of the Corporations Act and which are set out in this Explanatory Statement. The Company's remuneration system is focused on delivering shareholder value in the long term as set out in the Company's Remuneration Report. Accordingly, the Company's remuneration system could potentially result in a Relevant Executive receiving a benefit upon termination, cease of employment or retirement from office with the Company.

Therefore, the amount and value of the benefits for which shareholder approval is being sought under Resolution 6 is the maximum amount or value of the benefit that could be provided to the Relevant Executive in connection with that person ceasing to hold an office, or position of employment, in the Company or a related body corporate.

Approval is sought for a three year period?

If approval of Resolution 6 is obtained, it will be effective from the date of this Meeting until the conclusion of the Company's 2020 Annual General Meeting. This means that the approval will apply in respect of any termination of a Relevant Executive during that period. If considered appropriate, the Board will seek a new approval from shareholders at the Company's 2020 Annual General Meeting.

Aspects of the Employment Agreements, EIP and other employment practices and policies may be varied from time to time by the Company in line with market practice, changing governance standards and needs of the Company and its subsidiaries. Where relevant, these changes will be reported in the Company's Remuneration Report. However, it is intended that the approval set out in Resolution 6 will remain valid despite such variation, as long as the termination benefits continue to be within the scope of benefits set out in this Explanatory Statement.

Effect of the approval

If shareholder approval is given to Resolution 6, then the Company will be able to provide termination benefits to Relevant Executives up to the maximum scope, amount and value described in this Explanatory Statement (including in Appendix 1 and 2). In particular, the Board (or relevant Board committee) will be able to exercise the discretions described in Appendix 1.

If approved by shareholders, these benefits may be given to current or future Relevant Executives, and under existing, varied or new arrangements.

Shareholder approval to Resolution 6 will also:

- enable the Company to remunerate Relevant Executives and generally operate a remuneration framework in a way that the Board considers is in the interests of the Company, within the scope set out in this Explanatory Statement (including, in particular, Appendix 1 and 2); and
- increase certainty for staff regarding their current and future remuneration arrangements.

If Resolution 6 is not passed, the ability of the Company to attract and retain high quality staff may be affected. This may also reduce the Company's ability to align the interests of staff and Shareholders.

Board Recommendation

The Board (with Mr Cameron Fisher abstaining), recommends that shareholders vote in favour Resolution 6.

Voting Exclusions

The Company will disregard any votes cast on Resolution 6 by or on behalf of any person who may be entitled to receive a benefit in connection with that person's retirement from office or position of employment, the subject of

Resolution 6, or an associate of such person, or by any Key Management Personnel or a closely related party of Key Management Personnel as a proxy.

However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 7: Approval of 10% Placement Facility

Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting ("10% Placement Facility"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

The Company continues actively seeking to increase work on its current operations and reviewing potential new acquisitions. Should the Company utilise the 10% Placement Facility, it intends to use the funds to potentially acquire new assets or investments, to conduct further work on its current operations or to meet additional working capital requirements.

Board Recommendation

The Board believes that Resolution 7 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 7.

Voting Exclusions

The Company will disregard any votes cast on Resolution 7 by any person who may participate in the proposed issue or any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of such person.

Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an Annual General Meeting. This means it requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue two classes of Equity Securities, Fully Paid Ordinary Shares and Unlisted Options.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12 month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D)–E

- A** is the number of shares on issue 12 months before the date of issue or agreement:
- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (B) plus the number of partly paid shares that became fully paid in the 12 months;
 - (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
 - (D) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) *Listing Rule 7.1 and Listing Rule 7.1A*

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2

(e) *Minimum Issue Price*

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) *10% Placement Period*

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

Listing Rule 7.1A

The effect of Resolution 7 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 trading days immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. Shareholders may be exposed to economic risk and voting dilution, including the following:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.108 50% decrease in Issue Price	\$0.215 Issue Price	\$0.430 100% increase in Issue Price
Current Variable A 64,327,529 Shares	10% Voting Dilution	6,432,753 Shares	6,432,753 Shares	6,432,753 Shares
	Funds raised	\$691,521	\$1,383,042	\$2,766,084
50% increase in current Variable A 96,491,294 Shares	10% Voting Dilution	9,649,129 Shares	9,649,129 Shares	9,649,129 Shares
	Funds raised	\$1,037,281	\$2,074,563	\$4,149,126
100% increase in current Variable A 128,655,058 Shares	10% Voting Dilution	12,865,506 Shares	12,865,506 Shares	12,865,506 Shares
	Funds raised	\$1,383,042	\$2,766,084	\$5,532,167

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

- No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
 - The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
 - The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - The issue price is **\$0.215** (21.5 cents), being the closing price of the Shares on ASX on **18 October 2017**.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 7 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration for the acquisition of the new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition) and on the Company's current assets and/or general working capital.
- (e) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

- (f) A voting exclusion statement is included in the Notice. At the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Equity Issues over the Last 12 Months – Listing Rule 7.3A.6

For the purposes of Listing Rule 7.3A.6(a), the Company advises as follows:

Number of equity securities on issue at commencement of 12 month period	86,192,562
Equity securities issued in the prior 12 month period*	13,084,967
Percentage of share issues represent of total number of equity securities on issue at commencement of 12 month period	15.18%

* For full details of the issues of equity securities made by the Company since the date of the last Annual General Meeting, see Appendix 3. Included in this Appendix is a summary of the amount of funds raised as a result of the capital raisings during the previous 12 month period. Up to the date of this notice, excluding customer receipts during the period, the Company has spent all funds raised on acquisitions and working capital requirements.
raised

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**10% Placement Facility**” has the meaning as defined in the Explanatory Statement for Resolution 7;

“**10% Placement Period Facility**” has the meaning as defined in the Explanatory Statement for Resolution 7;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2017;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**ASX Settlement Operating Rules**” means the rules of ASX Settlement Pty Ltd which apply while the Company is an issuer of CHES approved securities;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEDST**” means Australian Eastern Daylight Standard Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**CHES**” has the meaning in Section 2 of the ASX Settlement Operating Rules;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means buyMyplace.com.au Limited ACN 132 204 561;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Convertible Security**” means a security of the Company which is convertible into shares;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Memorandum**” means the explanatory memorandum which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Key Management Personnel**” or “**KMP**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of buyMyplace.com.au Limited for the financial year ended 30 June 2017 and which is set out in the 2017 Annual Report.

“**Resolution**” means a resolution referred to in the Notice;

“**Schedule**” means schedule to the Notice;

“**Section**” means a section of the Explanatory Memorandum;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

“**VWAP**” means volume weighted average price.

Appendix 1

Summary of potential termination benefits for which approval is being sought.

Agreement / Plan	Potential benefits / treatment on cessation of employment
<p><i>Employment Agreements</i></p> <p>All of the Relevant Executives are employed under Employment Agreements. Further details about the Employment Agreements of those Relevant Executives who are KMP are contained in the Remuneration Report.</p>	<p><i>Payment in lieu of notice</i></p> <p>The Employment Agreement typically contain or will contain the ability for the Company or the relevant Group Company that is the employer to make a payment to the Relevant Executive in lieu of some or all of the applicable termination notice period (which may be up to 12 months).</p> <p>Where payment in lieu of notice is made, the payment will be calculated by reference to the Relevant Executive's base remuneration.</p> <p><i>Accrued Benefits</i></p> <p>Accrued but untaken base remuneration, annual leave, long service leave and other leave, and reimbursement for incurred expenses will be paid out on cessation of employment.</p> <p>Leave will be accrued and paid out in accordance with contractual obligations and the law as well as any applicable Company policy.</p> <p>Although genuine accrued benefits under a law are excluded from the termination benefits provision and no shareholder approval is required to pay such benefits, some Relevant Executives may accrue benefits under Company policy which are in excess of what is strictly required by the law.</p> <p><i>Pro-rata bonus</i></p> <p>Some Relevant Executives are entitled to participate in the Company's Employee Bonus Program. The Board may determine to make pro-rata payment of a bonus under this Program where the Relevant Executive's employment terminates part way through a bonus year.</p> <p><i>Payment for restrictive covenants</i></p> <p>The Company may elect to impose a non-compete covenant on Relevant Executives of up to 12 months, in which case, the Company will make a payment calculated on the Relevant Executive's base remuneration in consideration for such covenant.</p>
<p><i>Employee Incentive Plan (EIP)</i></p> <p>Under the Company's Performance Rights Plan and Option Incentive Scheme, Relevant Executives may be granted options, which vest according to a time based vesting schedule and may be subject to performance conditions.</p>	<p>Relevant Executives may be entitled to participate in the Company's EIP.</p> <p>Generally, unvested options or performance rights granted under the EIP will lapse if the Relevant Executive ceases to be an employee before the vesting date of the options or performance rights. However, this does not apply if the Relevant Executive is the subject of "Special Circumstances".</p> <p>A Special Circumstance is where the Relevant Executive suffers a total and permanent disablement, dies or is made redundant. The Board (or the relevant committee of the Board) also has the discretion to determine that any other circumstance constitutes a Special Circumstance and therefore, the unvested options or performance rights of the Relevant Executive will not lapse.</p> <p>Vested options or performance rights of a Relevant Executive will lapse on a determination of the Board that the options should lapse because, in the Board's opinion, the Relevant Executive (amongst other circumstances) has been dismissed or removed from office for a reason which entitles the Company to dismiss the Relevant Executive without notice. The Board may exercise its discretion not to determine that the vested options or performance rights of a Relevant Executive who has been dismissed in these circumstances should lapse.</p> <p>The vested options or performance rights of a Relevant Executive will also lapse on the date determined by the Board (which in no event will be more than 12 months) after the date of termination of employment of the Relevant Executive with the Company (other than due to the occurrence of a Special Circumstance). The Board has the discretion to determine that a Relevant Executive is the subject of a Special Circumstance and therefore, their vested options or performance rights should not lapse.</p> <p>The vesting of options or performance rights granted to a Relevant Executive may be subject to one or more performance conditions. The Board may have discretion as to whether to waive any of those performance conditions on termination of the Relevant Executive's employment.</p> <p>The exercise of any of the discretions by the Board referred to above may be a termination benefit.</p>
<p><i>Insurance premiums and pay-outs</i></p>	<p>The Company pays insurance premiums to obtain death and disability cover for Relevant Executives.</p> <p>The types of insurance policies that the Company currently takes out and pays the premiums for include:</p> <ul style="list-style-type: none"> • travel insurance policies, which may include a death and disability benefit; and • statutory workers' compensation arrangements, which include a death and disability benefit. <p>The Company may also from time to time take out and pay the premium for death and disability policies for certain Relevant Executives.</p> <p>The payment of these insurance premiums by the Company to an insurer so that the insurer pays an amount upon the death or disablement of a Relevant Executive could potentially result in the premium and/or the pay-out to be considered a termination benefit.</p> <p>Under some of these policies, the pay-out by the insurer will be made to the Company by the insurer and that amount is then paid to the insured Relevant Executive or his or her beneficiaries by the Company.</p>
<p><i>Other benefits</i></p>	<p>At the discretion of the Board, the Company may pay or give other reasonable termination benefits under the Company's policies from time to time or in accordance with the Relevant Executive's Employment Agreement, such as relocation benefits and payment of reasonable professional fees (such as for legal or tax advice). In some cases, after cessation of their employment, Relevant Executives may also be permitted to keep the mobile phones, computers, tablets or other electronic devices etc that had been provided to them by the Company.</p>

Appendix 2

Matters, events and circumstances which will, or are likely to, affect the calculation of the amount or value of the benefits.

Agreement / Plan	Matter, event or circumstance
<i>Employment Agreements</i>	<p>The following are the matters, events and circumstances which will, or are likely to, affect the calculation of the amount or value of the potential termination benefits that may be given under the Employment Agreements for the Relevant Executives:</p> <ul style="list-style-type: none"> • The circumstances of the Relevant Executive's cessation of employment (for example, whether the employment is terminated immediately or with notice, or by the Company or the Relevant Executive, and for what reason). • The Relevant Executive's length of service. • The length of the notice period and whether the Company's operational requirements at the time require the Relevant Executive to work through all or part of their notice period. • The amount of annual and other leave accrued by the Relevant Executive at the time of cessation of employment. • The Relevant Executive's base remuneration at the time of cessation of employment. • The Company's policies as applicable at the relevant time. • The duration of the non-compete covenant that the Company elects to impose. • The manner in which the Board (or a committee of the Board) exercises its discretion (for example, in relation to payment of a pro-rata bonus or for non-compete covenants). • To the extent that the Employment Agreement provides for any termination benefits which are awards under an EIP, the matters, events and circumstances referred to in this table below in relation to an EIP are also relevant.
<i>Employee Incentive Plan (EIP)</i>	<p>The following are the matters, events and circumstances which will, or are likely to, affect the calculation of the amount or value of the potential termination benefits that may be given under an EIP:</p> <ul style="list-style-type: none"> • The circumstances of the Relevant Executive's cessation of employment (for example, whether the cessation of employment arises due to termination by the Company or the Relevant Executive, and for what reason). • The Relevant Executive's entitlement under an EIP at the time of cessation of employment and the conditions of such entitlement. • The number of options or performance rights held by the Relevant Executive at the time of cessation of employment, and the conditions (if any) of vesting of such options or performance rights. • Any applicable performance measures and the achievement of such measures. • If any performance measures are applicable, the personal performance of the Relevant Executive. • The portion of the performance period served by the Relevant Executive up to the cessation of employment. • The market price of the Company's shares on the ASX at the relevant time. • The exercise price of the Relevant Executive's options. • The manner in which the Board exercises its discretion.
<i>Insurance premiums and pay-outs</i>	<p>The following are the matters, events and circumstances which will, or are likely to, affect the calculation of the amount or value of the potential termination benefits that may be given in respect of the insurance policies:</p> <ul style="list-style-type: none"> • The type of insurance policy and the coverage under that policy. • The role, age, salary and any pre-existing condition of the insured Relevant Executive. • The circumstances of the Relevant Executive's cessation of employment (for example, due to accidental death, workplace injury or health disability).
<i>Other benefits</i>	<p>The following are the matters, events and circumstances which will, or are likely to, affect the calculation of the amount or value of the potential termination benefits that may be given in respect of the other benefits described in Appendix 1:</p> <ul style="list-style-type: none"> • The Company's policies as applicable at the relevant time. • The applicable market practice. • The value of the services, benefits and items that the Relevant Executive is provided or entitled to keep. • The circumstances of the Relevant Executive's cessation of employment. • The manner in which the Board exercises its discretion.

Appendix 3

Resolution 7 - Approval of 10% Placement Facility

CASH ISSUES

Date	Number of Securities	Security Type	Terms	Description	Party or Basis	Price	Discount	Total Consideration	Use of Consideration
15 Dec 2016	8,451,192	FPO	FPO	Capital Raising – pro-rata non-renounceable Rights Issue	Existing Shareholders	\$0.355	N/A	\$3,000,173	On-going working capital requirements and potential strategic acquisitions.
13 Jan 2017	150,000	FPO	FPO	Exercise of options	Employee	\$0.25	N/A	\$37,500	On-going working capital requirements and potential strategic acquisitions.
Total								\$3,037,673	

NON-CASH ISSUES

Date	Number of Securities	Security Type	Terms	Description	Party or Basis	Price	Discount	Valuations of Non-Cash Consideration	Use of Consideration
28 Jul 2017	583,775	FPO	FPO	Completion shares issued pursuant to the Share Sale Deed entered into by the Company to acquire all of the issued share capital in MyPlace Conveyancing Pty Ltd from the Vendors.	Vendors	Deemed issue price of \$0.1713		\$100,000	N/A
8 Aug 2017	1,950,000	UO	Note 1	Unlisted Options	Employees	N/A	N/A	N/A	N/A
8 Aug 2017	1,950,000	PR	Note 2	Performance Rights	Employees	Nil	Nil	N/A	N/A

Glossary

FPO Fully Paid Ordinary Shares

UO Unlisted Options

PR Performance Rights

Notes

1 *300,000 Unlisted Options Exercisable at \$0.45 (45 cents) per option on or before 26 May 2022*
300,000 Unlisted Options Exercisable at \$0.50 (50 cents) per option on or before 26 May 2022
300,000 Unlisted Options Exercisable at \$0.55 (55 cents) per option on or before 26 May 2022
350,000 Unlisted Options Exercisable at \$0.45 (45 cents) per option on or before 13 June 2022
350,000 Unlisted Options Exercisable at \$0.50 (50 cents) per option on or before 13 June 2022
350,000 Unlisted Options Exercisable at \$0.55 (55 cents) per option on or before 13 June 2022

2 *Tranche 1 - Various vesting dates, subject to the Company achieving 8,000 property listings in any financial year from the date of grant and 30 June 2019 (Milestone A)*
Tranche 2 - Various vesting dates, subject to the Company achieving revenue of \$10 million or more in any financial year from the date of grant and 30 June 2019 (Milestone B)
Tranche 3 - Various vesting dates, subject to the Company achieving EBITDA of \$3 million or more in any financial year from the date of grant and 30 June 2019 (Milestone C)

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 Wednesday 22 November 2017.**

🖥 TO VOTE ONLINE

- STEP 1:** VISIT www.votingonline.com.au/bmpagm2017
- 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) on Wednesday 22 November 2017.** 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** www.votingonline.com.au/bmpagm2017

📠 **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

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 buyMyplace.com.au 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 Annual General Meeting of the Company to be held at 333 Capital Boardroom, Rialto South Tower, Level 31, 525 Collins Street, Melbourne VIC 3000 on Friday 24 November 2017 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.

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 Resolutions 1 and 6, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 and 6 are 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 (including Resolutions 1 and 6). 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	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Mr Stephen Moulton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Mr Peter Butterss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Director – Mr Cameron Fisher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Potential Termination Benefit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of 10% Placement Facility	<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 / / 2017