

DomaCom Limited ACN 604 384 885
Level 6, 99 Queen Street
Melbourne VIC 3000

To: DomaCom Limited Shareholders

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of DomaCom Limited (the **Company**) will be held on **Wednesday 2nd December 2020 at 11am AEDT**.

DomaCom advises that due to the current restrictions with respect to indoor gatherings in response to the COVID-19 pandemic the meeting will be held online only. Shareholders will be able to attend through the following link:

<https://domacom.com.au/agm>

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement.

The Explanatory Statement to the Notice of Meeting provides additional information on the matters to be considered at the Annual General Meeting.

Attendee registration via Zoom Teleconference facility will be available between 10.30am and 11.00am AEDT on the day of the meeting which will be conducted by the Company's share registry.

In order to provide for an efficient virtual meeting, we request that any questions from Shareholders are provided to the Company Secretary prior to 11.00am on Monday 30th November 2020. We also strongly recommend that all Shareholders lodge their votes via the Company's share registry platform prior to 11.00am on Wednesday 2nd December 2020 or by appointing a proxy prior to 11.00am on Monday 30th November 2020.

By order of the Board,



Philip Chard

Company Secretary

AGENDA

1. Welcome & Apologies
2. Approval of the Minutes of the Annual General Meeting held on 13 November 2019 and the Extraordinary General Meetings held on 22 July 2020 and 21 October 2020
3. Chairman's Address
4. CEO Report
5. Receipt of Reports and Financial Statements

To receive and consider the Directors' Report, remuneration report and the Financial Report of DomaCom Limited for the year ended 30 June 2020 and the Auditor's Report in relation to the Financial Report.

6. Resolutions

Resolution 1 – Adoption of the Remuneration Report

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

That the Remuneration Report for the financial year ended 30 June 2020 be adopted.

Voting Exclusion Statement for Resolution 1:

The Company will disregard any votes cast on this resolution by or on behalf of a member of the Company's key management personnel (KMP), whose remuneration details are included in the Remuneration Report, or any closely related party or associate of that person.

However, this does not apply to a vote cast on this resolution by:

- a person as proxy or attorney for another person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not closely related party or an associate of a person excluded from voting, on the resolution; and
- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2 – Re-election of Mr Peter C Church OAM as a Director

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

THAT Mr Peter Church, who retires by rotation in accordance with the Company's Constitution and is eligible for election, be re-elected as a Director of the Company.

Resolution 3 – Re-election of Mr Ross A Laidlaw as a Director

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

THAT Mr Ross Laidlaw, who retires by rotation in accordance with the Company's Constitution and is eligible for election, be re-elected as a Director of the Company.

Resolution 4 – Subsequent approval for the previous issue of 24,500,000 Ordinary Shares

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

"That the previous issue of 24,500,000 Ordinary Shares on 4 September 2020 under a placement to a sophisticated investor at an issue price of \$0.06 per Share, is approved under and for the purposes of Listing Rule 7.4"

Voting Exclusion Statement for Resolution 4:

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

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

- a person as proxy or attorney for another person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

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

Resolution 5 – Subsequent approval for the previous issue of 8,833,333 Ordinary Shares

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

“That the previous issue of 8,833,333 Ordinary Shares on 4 September 2020 under a placement to a sophisticated investor at an issue price of \$0.06 per Share, is approved under and for the purposes of Listing Rule 7.4”

Voting Exclusion Statement for Resolution 5:

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

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

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

Resolution 6 – Subsequent approval for the previous issue of 26,666,666 Ordinary Shares

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

“That the previous issue of 26,666,666 Ordinary Shares on 9 October under a placement to sophisticated investors at an issue price of \$0.06 per Share, is approved under and for the purposes of Listing Rule 7.4”

Voting Exclusion Statement for Resolution 6:

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

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

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

Resolution 7 – Approval of 10% Placement Capacity

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

“That, as a special resolution, the Company have the additional capacity to issue equity securities provided for in Listing Rule 7.1A”

Voting Exclusion Statement for Resolution 7:

There is no voting exclusion as at the time of dispatching the Notice of Meeting the entity is not proposing to make an issue of equity securities under the mandate to be provided through Resolution 7.

7. Any other business.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting on Wednesday 2nd December 2020.

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

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

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

Financial Statements

The law requires Directors to lay the Financial Report, Directors' Report, Remuneration Report and Auditors' Report for the last financial year before the Annual General meeting of shareholders.

Shareholders have been provided with all relevant information concerning these reports in the Annual Report of the Company for the year ended 30 June 2020 (Annual Report). A copy of the Annual Report has been sent to each Shareholder (other than those Shareholders who have previously elected not to receive the Annual Report, whether in paper form or electronically). Any Shareholder who has made this election and now wishes to receive a paper or electronic copy of the Annual Report should contact the Company to arrange receipt. The Annual Report can also be viewed, printed and downloaded from the Company's website at <http://www.domacom.com.au/investor-relations/financial-reports/>

Shareholders will be provided with a reasonable opportunity to ask questions about, or make comments on, the Annual Report. The Auditors will be invited to the meeting and opportunity will be given to shareholders to ask them any questions.

Resolution 1 Adoption of the Remuneration Report as set out in the Annual Report for 2020.

Section 250R (2) of the Corporations Act requires listed companies to put a resolution to their shareholders that the Remuneration Report be adopted. The vote on this resolution is advisory only and will not bind the Company or the Directors. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration practices and policies.

The Remuneration Report forms part of the Directors' Report and is included in the Annual Report for the financial year ended 30 June 2020.

The Remuneration Report contains information required under section 300A of the Corporations Act, including

- (a) Principles used to determine the nature and amount of remuneration
- (b) Details of remuneration
- (c) Service Agreements
- (d) Share-based remuneration and
- (e) Other information

Board recommendation: Given the interest in this Resolution, the Board makes no recommendation on this Resolution 1.

Resolution 2 – Re-election of Mr Peter C Church OAM as a Director

Clause 9.1(d) of the DomaCom Constitution provides that 2 directors must retire from office if there are 5 or less directors (after excluding a managing director) or one third of those directors if there are more than 5 directors. Under clause 9.1(g) of the DomaCom Constitution, the Directors who must retire in accordance with this clause are the directors who wish to retire and not offer themselves for re-election and those who have been longest in office since their last election or appointment.

As at the date of this Notice of Meeting, the DomaCom Board is comprised of seven directors and the managing director, Mr Arthur Naoumidis. Mr Peter Church was re-elected as a director on 17 October 2018 and Mr Ross Laidlaw was re-elected as a director on 15 November 2017. Therefore, of the seven directors, they have held office for the longest period.

Mr Peter Church OAM FAICD was appointed as a Non-Executive Director of the Company on 26 August 2015.

Much of Peter's career as a lawyer and corporate adviser has been spent in South East Asia and India where he has implemented strategies for investors and those seeking to develop and carry on business, as well as other related corporate advisory activities.

Peter was awarded the Medal of the Order of Australia (OAM) in 1994 by the Australian Government for promotion of business between Australia and South East Asia. His current appointments include Executive Chairman of the AFG Venture Group, Special Counsel to the English law firm Stephenson Harwood and Non-Executive Director at ASX-listed OM Holdings Limited.

Mr Peter Church retires by rotation and seeks re-election at this Annual General Meeting.

Board Recommendation: Mr Peter Church has an interest in the resolution and therefore does not make a recommendation. The other Directors unanimously recommend a vote in favour of the resolution.

Resolution 3 – Re-election of Mr Ross A Laidlaw as a Director

Mr Laidlaw has spent over 30 years in Financial Services and has deep and expansive experience within markets in Australasia, Europe and America.

He was CEO of the successful Skandia Platform for over 8 years (1999 to 2008) developing it into a leading Platform that was well supported by independent financial planners.

Mr Laidlaw is the Chief Operating Officer of the DomaCom business and is involved in all aspects of the business including both the Sales and Operational aspects as well as the strategic direction.

Mr Laidlaw is a qualified Chartered Accountant, holds a Bachelor of Economics degree (Monash), Graduate Diploma of Applied Finance, Diploma of Financial Planning and a fellow of the Financial Services Institute of Australasia.

Mr Laidlaw retires by rotation and seeks re-election at this Annual General Meeting.

Board Recommendation: Mr Ross Laidlaw has an interest in the resolution and therefore does not make a recommendation. The other Directors unanimously recommend a vote in favour of the resolution.

Resolution 4 – Subsequent approval for the previous issue of 24,500,000 Ordinary Shares

a. Ratification of Ordinary Shares issued in reliance on Listing Rule 7.1A

On 4 September 2020, the Company issued a total of 24,500,000 Ordinary Shares at \$0.06 per Share through a placement to a sophisticated investor, raising \$1,470,000. In order to refresh the Company's ability under Listing Rule 7.1A to issue Equity Securities without obtaining Shareholder approval, Shareholders are asked to ratify and approve the previous issue of these Shares for the purposes of Listing Rule 7.4.

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

ASX Listing Rule 7.1A provides that certain eligible companies may seek shareholder approval at its AGM to issue up to a further 10% of its fully paid ordinary securities on issue at the start of the 12 month period commencing on the date of the AGM ("10% share issue capacity"). The Company is an eligible company and sought and received Shareholder approval to the 10% share issue capacity at its AGM on 13th November 2019. The Shareholder approval is valid for 12 months from the date of the last AGM.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under ASX Listing Rule 7.1A is treated as having been made with approval for

the purpose of ASX Listing Rule 7.1A if the issue did not breach ASX Listing Rule 7.1 or Listing Rule 7.1A and holders of securities subsequently approve it.

Accordingly, the Company is seeking Shareholder ratification for the issue of 24,500,000 Placement Shares issued under the Company's 10% share issue capacity under Listing Rule 7.1A.

If the Shareholders approve Resolution 4, the issue of 24,500,000 Placement Shares will be excluded from the calculations of the Company's 10% limit under ASX Listing Rule 7.1A.

If the Shareholders do not approve Resolution 4, the issue of 24,500,000 Placement Shares will be counted in the calculations of the Company's 10% limit under ASX Listing Rule 7.1A and the Company's ability under Listing Rule 7.1A to issue Equity Securities without obtaining Shareholder approval will be reduced accordingly.

b. Technical information required by ASX Listing Rule 7.4

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.4:

Requirement	Detail
The number of Ordinary Shares issued	24,500,000
Price at which the Ordinary Shares were issued	\$0.06
The terms of the Ordinary Shares	The Ordinary Shares issued rank equally with existing Shares.
The names of the persons to whom the Company issued the Ordinary Shares or the basis on which those persons were determined	The shares were issued to a sophisticated investor only, as announced to ASX on 4 September 2020
The use (or intended use) of the funds raised	To fund the Company's continued expansion, investment in its platform and for general working capital requirements.
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 4.

Resolution 5 – Subsequent approval for the previous issue of 8,833,333 Ordinary Shares

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

On 4 September 2020, the Company issued a total of 8,833,333 Ordinary Shares at \$0.06 per Share through a placement to a sophisticated investor, raising \$530,000. In order to refresh the Company's ability under Listing Rule 7.1 to issue Equity Securities without obtaining Shareholder approval, Shareholders are asked to ratify and approve the previous issue of these Shares for the purposes of Listing Rule 7.4.

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

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

Accordingly, the Company is seeking Shareholder ratification for the issue of 8,833,333 Placement Shares issued under the Company's 15% share issue capacity under Listing Rule 7.1.

If the Shareholders approve Resolution 5, the issue of 8,833,333 Placement Shares will be excluded from the calculations of the Company's 15% limit under ASX Listing Rule 7.1.

If the Shareholders do not approve Resolution 5, the issue of 8,833,333 Placement Shares will be counted in the calculations of the Company's 15% limit under ASX Listing Rule 7.1 and the Company's ability under Listing Rule 7.1 to issue Equity Securities without obtaining Shareholder approval will be reduced accordingly.

b. Technical information required by ASX Listing Rule 7.4

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.4:

Requirement	Detail
The number of Ordinary Shares issued	8,833,333
Price at which the Ordinary Shares were issued	\$0.06

Requirement	Detail
The terms of the Ordinary Shares	The Ordinary Shares issued rank equally with existing Shares.
The names of the persons to whom the Company issued the Ordinary Shares or the basis on which those persons were determined	The shares were issued to a sophisticated investor only, as announced to ASX on 4 th September 2020
The use (or intended use) of the funds raised	To fund the Company's continued expansion, investment in its platform and for general working capital requirements.
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

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

Resolution 6 – Subsequent approval for the previous issue of 26,666,666 Ordinary Shares

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

On 9 October 2020, the Company issued a total of 26,666,666 Ordinary Shares at \$0.06 per Share through a placement to sophisticated investors, raising \$1,600,000. In order to refresh the Company's ability under Listing Rule 7.1 to issue Equity Securities without obtaining Shareholder approval, Shareholders are asked to ratify and approve the previous issue of these Shares for the purposes of Listing Rule 7.4.

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

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

Accordingly, the Company is seeking Shareholder ratification for the issue of 26,666,666 Placement Shares issued under the Company's 15% share issue capacity under Listing Rule 7.1.

If the Shareholders approve Resolution 6, the issue of 26,666,666 Placement Shares will be excluded from the calculations of the Company's 15% limit under ASX Listing Rule 7.1.

If the Shareholders do not approve Resolution 6, the issue of 26,666,666 Placement Shares will be counted in the calculations of the Company's 15% limit under ASX Listing Rule 7.1 and the Company's ability under Listing Rule 7.1 to issue Equity Securities without obtaining Shareholder approval will be reduced accordingly.

b. Technical information required by ASX Listing Rule 7.4

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.4:

Requirement	Detail
The number of Ordinary Shares issued	26,666,666
Price at which the Ordinary Shares were issued	\$0.06
The terms of the Ordinary Shares	The Ordinary Shares issued rank equally with existing Shares.
The names of the persons to whom the Company issued the Ordinary Shares or the basis on which those persons were determined	The shares were issued to sophisticated investors, as announced to ASX on 8 October 2020.
The use (or intended use) of the funds raised	To fund the Company's continued expansion, investment in its platform and for general working capital requirements.
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

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

Resolution 7 – Approval of 10% Placement Capacity

Listing Rule 7.1A enables an Eligible Entity to seek approval by special resolution at its Annual General Meeting to issue Equity Securities up to 10% of its issued capital over a period of up to 12 months after the Annual General Meeting, in addition to those under the 15% annual placement capacity (**10% Placement Capacity**).

An Eligible Entity is one that, as at the date of the relevant Annual General Meeting:

(a) is not included in the S&P/ASX 300 Index; and

(b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and had a market capitalisation at the close of business on 9 October 2020 of \$21,964,934 based on a share price of \$0.072.

The effect of Resolution 7 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue during the period up to 12 months after the Annual General Meeting, without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

If the Shareholders do not approve Resolution 7, the Company will not be able to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue during the period up to 12 months after the Annual General Meeting, without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has only one class of Equity Securities on issue, being fully paid ordinary shares.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

(A x D) - E

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement:

(a) plus, the number of Shares issued in the previous 12 months under an exception in Listing Rule 7.2;

(b) plus, the number of partly paid shares that became fully paid in the previous 12 months;

(c) plus, the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4; and

(d) less the number of Shares cancelled in the previous 12 months.

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 issue or agreement to issue that are not issued with the approval of holders of Shares under Listing Rule 7.1.

TECHNICAL INFORMATION REQUIRED BY LISTING RULE 7.1A

In accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 7:

a) Minimum price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed (**Agreed Issue Date**); or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the Agreed Issue Date, the date on which the Equity Securities are issued.

b) Date of issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of this Annual General Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Annual General Meeting; and
- (ii) the date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) or such longer period if allowed by ASX.

c) Risk of dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the voting interests and may dilute the economic interests of Shareholders who do not receive Equity Securities under the issue.

The table below seeks to demonstrate the potential dilution of existing Shareholders resulting from the issue of Equity Securities under the 10% Placement Capacity calculated in accordance with the formula contained in Listing Rule 7.1A(2). The table does this by setting out the potential number of Shares issued, and funds raised on the basis of:

- (i) the current number of Shares on issue;
- (ii) the number of Shares on issue changing (variable 'A' in the formula); and
- (iii) a variation in the issue price of the Shares (noting that Shares may only be issued at up to a 25% discount based on the volume weighted average price of the Shares calculated over the 15 ASX trading days preceding the issue).

Number of shares on issues (Variable A)	Dilution Variable	\$0.036 (50% decrease in current issue price)	\$0.072 (current issue price)	\$0.108 (50% increase in current issue price)
305,068,526	Additional 10% shares issued	30,506,853	30,506,853	30,506,853
(Current)	Funds raised	1,098,246.69	2,196,493.39	3,294,740.08
457,602,789	Additional 10% shares issued	45,760,279	45,760,279	45,760,279
(50% increase)*	Funds raised	1,647,370.04	3,294,740.08	4,942,110.12
610,137,052	Additional 10% shares issued	61,013,705	61,013,705	61,013,705
(100% increase)*	Funds raised	2,196,493.39	4,392,986.77	6,589,480.16

* The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that does not require Shareholder approval (such as a pro-rata rights issue) or an issue of Shares with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. The current number of Shares on issue is the Shares on issue as at 9 October 2020.
2. The current issue price is the closing price of the Shares on the ASX on 9 October 2020.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
5. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.

Shareholders should note that there is a risk that:

- (i) the market price for the Shares may be significantly lower on the issue date than on the date of the Annual General Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

d) Purpose of issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for various purposes including the following:

- (i) to raise cash as consideration for general working capital; or
- (ii) to continue to invest in further developing the Fractional Investing Platform.

Securities issued under Listing Rule 7.1A can only be issued for cash consideration.

e) Allocation under the 10% Placement Capacity

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) Previous approval under Listing Rule 7.1A

The Company previously obtained approval under Listing Rule 7.1A at its Annual General Meeting on 13 November 2019 ("Previous Approval"). The Company has issued 24,500,000 Shares pursuant to the Previous Approval.

During the 12-month period preceding the date of the Meeting, being on and from 16 November 2019, the Company has issued 102,844,147 Shares, representing 42% of the total diluted number of equity securities on issue in the Company on 16 November 2019 which was 244,499,667.

Further details of the issues of Equity Securities by the Company during the 12-month period preceding the date of the Meeting are set out below.

Date	Quantity	Class	Recipients	Issue price and discount to market price (if applicable)	Form of consideration
Issue 1 11 December 2019 (Appendix 3B 20 December 2019)	16,554,737	Fully paid ordinary share	Entitlement Offer open to all existing shareholders with Record Date of 15 November 2019.	\$0.07 15% discount to the closing market price of \$0.082 on 10 December 2019.	Cash consideration. Amount raised: \$1,158,831. Amount spent \$1,158,831. Use of funds: Development of Platform and general working capital requirements

Date	Quantity	Class	Recipients	Issue price and discount to market price (if applicable)	Form of consideration
Issue 2 20 December 2019 (Appendix 3B 20 December 2019)	26,289,411	Fully paid ordinary share	Entitlement Offer: shares taken up by institutional and sophisticated investors as underwriters and sub-underwriters.	\$0.07 Equal to the closing market price of \$0.07 on 19 December 2019.	Cash consideration. Amount raised: \$1,840,259. Amount spent \$1,840,259. Use of funds: Development of Platform and general working capital requirements
Issue 3 18 May 2020 (Appendix 3B 20 May 2020)	29,500,000	Secured Convertible Notes	Existing note holders	Revised maturity date and conversion price for existing notes	No consideration as no new notes issued
Issue 4 18 May 2020 (Appendix 3B 20 May 2020)	6,500,000	Unsecured Convertible Notes	Existing note holders	Revised maturity date and conversion price for existing notes	No consideration as no new notes issued

Date	Quantity	Class	Recipients	Issue price and discount to market price (if applicable)	Form of consideration
Issue 5 4 September 2020 (Appendix 3B 4 September 2020)	24,500,000	Fully paid ordinary share	Private Placement under ASX Listing Rule 7.1A to new sophisticated investor.	\$0.06 25% discount to the closing market price of \$0.08 on 19 August 2020 (prior to voluntary suspension)	Cash consideration. Amount raised: \$1,470,000 Amount spent \$Nil Use of funds: Development of Platform and general working capital requirements
Issue 6 4 September 2020 (Appendix 3B 4 September 2020)	8,833,333	Fully paid ordinary share	Private Placement under ASX Listing Rule 7.1 to new sophisticated investor.	\$0.06 25% discount to the closing market price of \$0.08 on 19 August 2020 (prior to voluntary suspension)	Cash consideration. Amount raised: \$530,000 Amount spent \$Nil Use of funds: Development of Platform and general working capital requirements

Date	Quantity	Class	Recipients	Issue price and discount to market price (if applicable)	Form of consideration
Issue 7 9 October 2020 (Appendix 3B 4 September 2020)	26,666,666	Fully paid ordinary share	Private Placement under ASX Listing Rule 7.1 to new sophisticated investors.	\$0.06 25% discount to the closing market price of \$0.08 on 8 October 2020.	Cash consideration. Amount raised: \$1,600.000 Amount spent \$Nil Use of funds: Development of Platform and general working capital requirements

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 7.

Business of Annual General Meeting

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

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

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

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

Voting Entitlement

The Board has determined that for the purpose of voting at the Annual General Meeting, Shares will be taken to be held by those persons who hold them at 7.00pm AEDT on Monday 30th November 2020. This means that if you are not the registered holder of a Share at that time you will not be entitled to vote at the Annual General Meeting in respect of that Share.

Proxy Form for Annual General Meeting

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

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

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

Completed Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) must be lodged at the Company's share registry, Boardroom Pty Limited; or faxed to the fax number specified below not later than 11.00am (AEDT) on Monday 30th November 2020. Please read all instructions carefully before completing the proxy form.

Address (hand deliveries): Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000. Address (postal deliveries): Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001. Fax number for lodgement: +61 2 9290 9655.

Alternatively, please visit <https://www.votingonline.com.au/dclagm2020> to submit your voting intentions.

Undirected proxies

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

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

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

Corporate representatives

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

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

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

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

Questions and comments by Shareholders at the meeting

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

Similarly, a reasonable opportunity will also be given to Shareholders at the meeting to ask the Company's auditors, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements, and the independence of the auditor in relation to the conduct of the audit.

We request that relevant written questions to the Company or the auditors be received no later than 11.00am (AEDT) on Monday 30th November 2020.

Please send written questions to:

On-line –via the Boardroom "Voting Online" facility.

Post to – Philip Chard, Level 9, 99 Queen Street, Melbourne VIC 3000

Email – philip.chard@domacom.com.au

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 Monday, 30 November 2020.**

🖨 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/dclagm2020>

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 **11:00am (AEDT) on Monday, 30 November 2020.** 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/dclagm2020>
- 📠 **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 **DomaCom Limited** (Company) and entitled to attend and vote hereby appoint:

☐

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be **held virtually on Wednesday 2 December 2020 at 11am (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 Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). 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 the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Peter C Church OAM as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Ross A Laidlaw as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Subsequent approval for the previous issue of 24,500,000 Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Subsequent approval for the previous issue of 8,833,333 Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Subsequent approval for the previous issue of 26,666,666 Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of 10% Placement Capacity	<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 / / 2020