

# DomaCom Limited

ACN 604 384 885

## Prospectus

An Offer of up to 1,000 Shares at an issue price of \$0.066 per Share to raise up to \$66 for the purpose of removing any secondary sale restrictions attaching to shares issued under the Private Placement.

***This document is not for release or distribution in the United States.***

### **IMPORTANT NOTICE**

This is an important document and should be read in its entirety. Please call your stockbroker, accountant, financial adviser, taxation adviser or other independent professional adviser if you have any questions.

# Important information

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## Offer

This Prospectus relates to an offer of up to 1,000 Shares at an issue price of \$0.066 per Share to raise up to \$66 (before the costs of the Offer) and is prepared for the purpose of section 708A(11) of the Corporations Act to remove any secondary sale restrictions attaching to shares issued under the Private Placement.

The Offer will only be made available to those specific investors who are personally invited by the Company to apply for Shares under the Offer and is not made to the general public. Applications for Shares offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus and which will only be provided to specific investors invited to apply for Shares under the Offer. No Shares are expected to be issued and no funds are expected to be raised by the Offer.

This Prospectus is issued by the Company.

## Private Placement

As announced on 26 May 2022 the Company is undertaking the issue of up to 72,727,272 shares by DomaCom through a non-underwritten private placement to Sophisticated and Institutional Investors only ("**Private Placement**"). The Offer will have the effect of cleansing (removing any secondary sale restrictions) any shares issued under the Private Placement.

## Lodgement and listing

This Prospectus is dated 26 May 2022 ("**Prospectus Date**") and a copy was lodged with the Australian Securities and Investments Commission ("**ASIC**") on that date.

The Company will apply to ASX Limited ("**ASX**") for official quotation of the shares to be issued pursuant to this Prospectus. Neither ASIC, ASX nor their officers take any responsibility for the contents of this Prospectus or for the merits of the investment to which this Prospectus relates.

## Expiry Date

No Shares will be issued or sold on the basis of this Prospectus after expiry date, being the date 13 months after the Prospectus Date ("**Expiry Date**").

## About this Prospectus

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In preparing this Prospectus, regard has been had to the fact that DomaCom is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and professional advisers whom investors may consult. Investors should therefore have regard to the other information disclosed to ASX in relation to DomaCom before deciding whether to invest.

Applicants should read this Prospectus in its entirety and seek professional advice where necessary.

## Defined words and expressions

Some words and expressions used in this Prospectus have defined meanings. These words and expressions are capitalised and are defined in the Glossary in section 7 of this Prospectus.

## This Prospectus does not contain financial product or investment advice - you should seek your own professional investment advice

The information in this Prospectus is not financial product advice or investment advice and does not take into account your investment objectives, financial situation or particular needs (including financial and taxation issues).

It is important that you read this Prospectus carefully and in its entirety before deciding whether to apply for shares. In particular, you should consider all of the risks that could affect the value or performance of shares issued or DomaCom. Risks identified in relation to investing in shares that you should consider include those described in section 4. There may be risk factors in addition to these that should be considered in light of your personal circumstances. You should carefully consider these risks and your investment objectives, financial situation or particular needs (including financial and taxation issues) and seek professional guidance from your stockbroker, solicitor, accountant or other independent professional adviser before deciding whether to apply for shares. You should also consider the assumptions underlying the pro forma financial information.

The potential tax effects of the Offer will vary between investors. All investors should satisfy themselves of any possible tax consequences by consulting their own professional advisers.

## Financial amounts and times

A reference to dollars, (\$) or cents in this Prospectus is a reference to Australian currency unless otherwise indicated. A reference to time in this Prospectus is a reference to the time in Melbourne, Australia.

## Future performance and forward-looking statements

This Prospectus contains certain "forward looking statements" which can generally be identified by words such as "may", "could", "believes", "estimates", "expects", "intends", "likely", "should", "predict", "propose", "will", "forecast", "target", "outlook", "guidance" and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, indications of, or guidance or outlook on, future earnings or financial position or performance of DomaCom, the outcome and effects of the Offer, the Private Placement and the use of proceeds. To the extent that certain statements contained in this Prospectus may constitute "forward looking statements" or statements about "future matters", the information reflects DomaCom's intent, belief or expectations as at the date of this Prospectus. Any forward looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Forward-looking statements are subject to various risk factors that could cause DomaCom's actual results, performance or achievements to differ materially from the results, performance

or achievements expressed or anticipated in these statements. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of DomaCom, the Directors of DomaCom and management of DomaCom. A number of important factors could cause actual results or performance to differ materially from the forward-looking statements. Investors should consider the forward-looking statements contained in this Prospectus in light of those disclosures and not place reliance on such statements. Any forward looking statements, opinions and estimates in this Prospectus are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

Neither DomaCom, nor their respective related bodies corporate or affiliates nor their respective directors, officers, partners, employees and agents give any warranty, representation, assurance or guarantee that the occurrence of the events expressed or implied in any of the forward-looking statements in this Prospectus will actually occur. In addition, please note that past performance should not be relied upon as (and is not) an indication or guarantee of future performance.

Except as required by law or regulation (including the Listing Rules), DomaCom undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise. Indications of, or guidance or outlook on, future earnings or financial position or performance are also forward-looking statements.

#### **Non-IFRS financial measures**

Certain financial data or measures included in, or incorporated by reference into, this Prospectus is non-IFRS financial information under ASIC Regulatory Guide 230 (*Disclosing non-IFRS financial information*). These measures may include fee revenue, EBIT, EBITDA, EBITDA margin, gross margin and working capital. These non-IFRS financial measures do not have a standardised meaning prescribed by Australian Accounting Standards and therefore may not be comparable to similarly titled measures presented by other entities and should not be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards. Although DomaCom believes these non-IFRS financial measures provide useful information to users in measuring the financial performance and condition of its business, investors are cautioned not to place undue reliance on any non-IFRS financial measures included in this Prospectus.

#### **Pro forma financial information**

This Prospectus contains pro forma financial information showing the proposed application of the proceeds of the Private Placement. The pro forma financial information provided is for illustrative purposes only and should not be relied upon as, and is not represented as being indicative of, DomaCom's future financial condition and/or performance.

#### **Restrictions applicable to foreign Shareholders**

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law. If you are a Shareholder in any jurisdiction outside Australia and you come into possession of this Prospectus, then you should observe any such restrictions. Please see section 6.12 on Foreign Selling Restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the New Shares issued under the Offer or the Private Placement or to otherwise permit a public offering of these shares, in any jurisdiction outside Australia. The Offer is not being extended to any person outside Australia.

#### **United States**

This Prospectus, any investor presentation, any accompanying ASX announcements relating to the Offer or Private Placement do not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or to any person who is acting for the account or benefit of any person in the United States (to the extent such person holds ordinary shares in DomaCom and is acting for the account or benefit of a person in the United States).

The shares issued under the Offer or the Private Placement have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States or other jurisdiction of the United States. Accordingly, the shares issued under the Offer or the Private Placement may not be offered, sold, resold or otherwise transferred, directly or indirectly, in the United States or to persons acting for the account or benefit of a person in the United States (to the extent such persons hold ordinary shares in DomaCom and are acting for the account or benefit of a person in the United States). The shares issued under the Offer or the Private Placement may only be offered and sold to certain investors that are outside of the United States, in selected jurisdictions in reliance on Regulation S under the US Securities Act and the applicable laws of the jurisdiction in which the shares issued under the Offer or the Private Placement are being offered and sold.

**This Prospectus may not be distributed or released to any person in the United States.**

#### **Application for Shares under the Offer**

An application for shares through the Offer by those invited to participate will only be accepted by following the instructions on the Application Form accompanying this Prospectus.

#### **Disclaimer**

No person is authorised to give any information or to make any representation in connection with the Offer or Private Placement which is not contained in this Prospectus. Any information not so contained may not be relied upon as having been authorised by the Company, related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees and agents in connection with the Private Placement. You should rely only on information in this Prospectus.

This disclaimer does not purport to disclaim any warranties or liability which cannot be disclaimed by law.

#### **Photographs and Diagrams**

Photographs and diagrams used in this Prospectus that do not have descriptions are for illustration only and should not be interpreted to mean that any person shown in them endorses this Prospectus or its contents or that the assets shown in them are owned by DomaCom. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the date of this Prospectus. Photographs in this Prospectus may be used under licence. The downloading, republication, retransmission, reproduction or other use of such photographs other than in this Prospectus is prohibited.

**Privacy**

Please read the privacy statement located under section 6.11.

**No Exposure Period**

In accordance with ASIC Corporations (Exposure Period) Instrument 2016/74 there is no exposure period as the Shares offered by this Prospectus are in the same class as the Company's existing Shares which, at the time of lodgement of this Prospectus, are quoted on the ASX which is a prescribed financial market.

**Enquiries**

If you would like more information or have any questions in relation to the Offer please contact the DomaCom Company Secretary on (03) 8609 7077.

**This document is important and should be read in its entirety.**

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# Summary of the Offer, Private Placement and key dates

## Key statistics

	Minimum Subscription - Private Placement \$735k (Tranche 1)	Maximum Subscription - Private Placement \$4.8m (Tranche 1 & 2)
Private Placement and Offer Price	\$0.066 per Share	\$0.066 per Share
Shares on issue as at the date of this Prospectus	361,650,215	361,650,215
Issue of Shares under Private Placement	11,136,363	72,727,272
Number of Shares on issue at completion of the Private Placement	372,786,578	434,377,487
Private Placement proceeds (before Private Placement costs)	\$735,000	\$4,800,000

*Note: The above table assumes that no Shares are issued and no funds are raised pursuant to the Offer (with the purpose of the Offer being to remove secondary trading restrictions on the Shares issued under the Private Placement), but assuming, in respect of the first column, that the Private Placement raises \$735,000 under Tranche 1 only and in respect of the second column, that the Private Placement raises \$4.8million under Tranche 1 & 2.*

## Summary of key dates

Private Placement Announcement and Appendix 3B	Thursday 26 May 2022
Prospectus lodged and Offer Opens	Thursday 26 May 2022
Issue of Shares under Private Placement (Minimum Subscription of \$735,000 (Tranche 1))	Friday 27 May 2022
Issue of balance of Shares under Private Placement (Tranche 2)	On or before Friday 10 June 2022
Offer Closes	Tuesday 14 June 2022
Expected reinstatement of Shares to trading	Friday 14 July 2022

The timetable above is indicative only and may be subject to change. Unless otherwise indicated, all times are stated in Melbourne time. DomaCom reserves the right to vary any and all of the above dates and times without prior notice subject to the Listing Rules, the Corporations Act and other applicable laws. In particular, DomaCom reserves the right to extend the Closing Date with respect to the Offer, to accept late applications under the Offer (either generally or in particular cases) and to withdraw the Offer (or any part of it) without prior notice.

The commencement of quotation of New Shares is subject to confirmation from ASX.

DomaCom's Shares will remain suspended from trading for the duration of the Offer and accordingly there will be no trading during this period. Although the timetable above refers to the expected reinstatement of Shares to trading on the ASX on 14 July 2022, the removal of the suspension from trading of DomaCom's Shares is subject to ASX's discretion and therefore subject to change. Please refer to Section 4.1 for further information.

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been accepted.

### **What you should do?**

This Prospectus contains important information in relation to the Offer. You should read all of this Prospectus carefully, including section 4 which identifies the key risks associated with an investment in DomaCom and New Shares.

It is also important for you to read carefully and understand the information on DomaCom and the Offer made publicly available, including the information lodged by DomaCom with the ASX as part of its continuous disclosure obligations, prior to deciding whether to apply for New Shares. In particular, please refer to the other announcements made available at [www.asx.com.au](http://www.asx.com.au) (search by reference to DomaCom's ASX ticker, which is DCL) including announcements which may be made by DomaCom after publication of this Prospectus and announcements relevant to the Offer.

If you are in doubt as to the course of action you should follow, you should consult your broker, legal, financial or other professional adviser before making an investment decision.



# Chairman's letter

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26 May 2022

**Dear Investor,**

On behalf of the Board, I'm pleased to advise that the Company is carrying out a Private Placement to raise up to \$4,800,000 before costs through the issue of up to 72,727,272 Ordinary Shares at a price of \$0.66 per Share. The Company has currently secured \$735,000 in subscriptions under the Private Placement (representing applications for 11,136,363 Shares at \$0.66 per Share). The Company is seeking to secure further subscriptions for up to an additional \$4,065,000 in Shares under the Private Placement which if secured would bring the total funds raised under the Private Placement to \$4,800,000 (before offer costs). There is no guarantee that the Company will be able to secure all or any of these additional funds under Tranche 2 of the Private Placement.

The Company will also undertake the Offer, to ensure there are no on-sale restrictions on the shares issued under the Private Placement. It is proposed that the Offer remains open until Tuesday 14 June 2022. The issue price represents a 1% discount to the 10 Day Volume Weighted Average Price (**VWAP**) of the Company's Shares on ASX prior to entering a trading halt and subsequent voluntary suspension on 7 May 2021.

The proceeds raised under the Private Placement will be used to strengthen the Company's balance sheet and provide additional funding to further develop DomaCom's existing product offerings and new innovative solutions.

## **Company Update**

DomaCom continues to be at the forefront of developing and providing solutions for investors seeking diversification and to participate in fractional investments of properties and other asset classes. Our unique technology platform and legal structures offer a solution to investors looking for an alternative method of investing, offering choice, liquidity and security. DomaCom continues to create exciting new methods of investing into areas of Disability Housing, housing for Essential Workers and Renewable Energy projects. We are also very pleased to be working in partnership to provide a unique Shariah compliant equity mortgage solution. Please refer to Section 2 for further details.

On 3 April 2022, I was appointed as the new Chairman of DomaCom. John Elkovich, an experienced financial services leader, was appointed Chief Executive Officer. Ms Angela Williams also joined the board as an experienced commercial and not-for-profit marketer with a special interest in fintech. Former DomaCom Chairman Grahame Evans remains on the Board as non-executive Deputy Chairman.

## **Key Risks**

An investment in the Company involves significant risks and should be considered highly speculative. In particular, key risks include failure to achieve reinstatement of ASX trading (with trading in the Company's shares on ASX being suspended since 11 May 2021) and solvency risk (with the ability of the Company to continue meet its cash requirements to maintain its operations and meet its financial obligations as they fall due depending it reinstatement to ASX).

Other key risks of investing in the Company include failure to attract customers and grow assets under management, competition and reliance on third party suppliers. An investment in DomaCom involves risk, you should read and consider the risk factors in section 4 of this Prospectus, which contains a summary of some of the key risks associated with an investment in DomaCom and New Shares issued under the Offer.

Shareholders may be aware that DomaCom was previously the subject of some adverse media coverage relating to the proposed AustAgri transaction that ultimately did not proceed (ASX Announcement 26 April 2021 and Shareholder Update on Company Website 24 June 2021). DomaCom now regards these matters as closed and does not intend to take any further action in respect of these matters.

## **Details of the Offer**

The Offer consists of up to 1,000 Shares at an issue price of \$0.066 per Share to raise up to \$66 for the purpose of removing any secondary sale restrictions attaching to shares issued under the Private Placement.


New Shares issued under the Offer will rank equally with Existing Shares in all respects.

The Offer will open on 26 May 2022 and close at 5:00pm (Melbourne time) on 14 June 2022. If you are invited to participate in the Offer and you wish to apply for New Shares under the Offer, you need to ensure that you have completed and returned your Application Form before this time in the manner described in section 1 of this Prospectus.

#### **Further Information**

Please call Philip Chard, Company Secretary, on (03) 8609 7077 if you have any questions in respect of the Offer.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'John Hewson', with a horizontal line underneath.

**John Hewson**  
Chairman  
DomaCom Limited

# 1. Details of Offer and Private Placement

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## 1.1. Details and Purpose of the Offer

Under this Prospectus and the Offer, the Company invites investors identified by the Directors to apply for up to 1,000 Shares at an issue price of \$0.066 per Share to raise up to \$66 (before expenses). The Offer will only be extended to specific parties on invitation from the Directors and is not made to the general public. Application Forms will only be provided by the Company to these parties.

The Offer is made for the purpose of section 708A(11) of the Corporations Act in order to remove any secondary sale restrictions attaching to Shares issued under the Private Placement. The Shares issued under the Private Placement will be issued without a disclosure document as only Sophisticated and Institutional Investors are participating in the Private Placement. As the Company's Shares have been suspended from trading for more than 5 days during the prior 12 months, the Company is precluded from relying on lodging a cleansing notice under section 708A(5) of the Corporations Act to remove any secondary trading restrictions which will apply to those Shares. By the Company complying with section 708A(11) of the Corporations Act in making the Offer, the Shareholders who receive Shares under the Private Placement can sell these Shares issued within the next twelve months without the issue of a prospectus or other disclosure document.

No Shares are expected to be issued and no funds are expected to be raised by the Offer.

No issue of New Shares will be made under the Offer if this would result in a person, together with their associates, acquiring a relevant interest in more than 20% of the voting Shares immediately following that issue.

## 1.2. Details and Purpose of the Private Placement and use of proceeds

Through the Private Placement DomaCom will raise up to \$4,800,000 (before costs) from Sophisticated and Institutional Investors through the issue of up to 72,727,272 Shares at an issue price of \$0.066 per Share. Tranche 1 (for which subscriptions have been received) will raise \$735,000 through the issue of 11,136,363 Shares. Tranche 2 will raise up to \$4,065,000 through the issue of up to 61,590,909 Shares. No subscriptions have as yet been received for Tranche 2 of the Private Placement and the Company will seek such subscriptions following lodgement of this Prospectus. If Tranche 2 of the Private Placement is fully subscribed it would bring the total funds raised under the Private Placement to \$4,800,000 (before offer costs). There is no guarantee that the Company will be able to secure all or any of these additional funds under Tranche 2 of the Private Placement.

The Offer will raise up to \$66. However, it is not expected that any New Shares will ultimately be issued under the Offer, and as such it is not expected that any funds will be raised under the Offer.

All of the shares issued under the Private Placement and the Offer will rank equally with the Existing Shares from the date of issue.

The proceeds of the Private Placement will be used to:

- (a) strengthen the Company's balance sheet;
- (b) fund working capital requirements of the Company and the costs of the Offer and the Private Placement; and
- (c) provide additional funding to further develop DomaCom's existing product offerings, enhance the technology platform and new product initiatives.

### 1.3. Effect on capital structure

Effect on capital structure (Shares)	Number of Shares on Issue (Minimum raised of \$735k - Tranche 1)	Number of Shares on Issue (Maximum raised of \$4.8m) - Tranche 1 & 2
Current DomaCom Shareholders	361,650,215	361,650,215
Private Placement	11,136,363	72,727,272
Number of Shares on issue at completion of the Private Placement	<b>372,786,578</b>	<b>434,377,487</b>

*Note: The above table assumes that no Shares are issued and no funds are raised pursuant to the Offer (with the purpose of the Offer being to remove secondary trading restrictions on the Shares issued under the Private Placement), but assuming in respect of the first column, that the Private Placement raises \$735,000 under Tranche 1 only and in respect of the second column, that the Private Placement raises \$4,800,000 under Tranche 1 & 2.*

Refer to sections 5.2 and 5.3 for further details regarding the effect on control and the dilution risk of the Offer and the Private Placement.

### 1.4. Offer details

The Offer was announced to the ASX on 26 May 2022.

The Offer will open on 26 May 2022 and close on 14 June 2022. New Shares issued under the Offer will be issued on 15 June 2022.

Shares issued under Tranche 1 of the Private Placement will settle and be issued on 27 May 2022 and any Shares issued under Tranche 2 of the Private Placement are expected to settle and be issued on or before 10 June 2022.

Shares issued under the Private Placement and Offer will be fully paid and from allotment rank equally in all respects with Existing Shares.

### 1.5. ASX quotation and trading of New Shares

On the date of this Prospectus, DomaCom has applied to ASX for the New Shares to be quoted on ASX. There is no assurance that the application will be granted. If ASX does not grant quotation of the New Shares before the expiration of 3 months after the date of this Prospectus (or such period as varied by the ASIC), DomaCom will not issue any New Shares and refund all Application Monies in accordance with the Corporations Act and without payment of interest.

The fact that ASX may grant quotation of the New Shares is not to be taken as an indication of the merits of DomaCom or the New Shares.

Trading in the Company's shares on ASX has been suspended (at the Company's request) since 11 May 2021. In order to achieve re-instatement of trading, ASX requires to be satisfied that the Company's financial condition (including operating results) are sufficient to warrant the continued quotation of its shares and its continued listing. On completion of the Private Placement in full (being both Tranche 1 and Tranche 2) the Board considers that the Company will have sufficient funding to meet the cash requirements of a minimum two quarters of net operating cash outflows and will have a materially positive working capital position and have positive net current assets. The funds raised under Tranche 1 of the Private Placement (\$735,000 before offer costs) will not be sufficient to meet the ASX's requirements for reinstatement in respect of the Company having positive net current assets at the time of reinstatement and the Company will need to secure subscriptions for the full Tranche 2 of the Placement (which is seeking to raise \$4,065,000).

DomaCom's Shares will remain suspended for the duration of the Offer and accordingly there will be no trading during this period.

Although the timetable refers to quotation and expected re-instatement of trading of Shares on ASX on 14 July 2022, reinstatement is subject to ASX's discretion and therefore subject to change.

Holding statements are expected to be despatched by the Share Registry to successful Applicants on 15 June 2022. It is the responsibility of each Applicant to confirm their holding before trading in Shares issued under the Offer. Any Applicant who sells Shares issued under the Offer before receiving confirmation of their holding in the form of their holding statement will do so at their own risk.

DomaCom, respective related bodies corporate and affiliates, and their respective directors, officers, partners, employees and agents disclaim all liability whether in negligence or otherwise (and to the maximum extent permitted by law) to persons who trade Shares Issued under the Offer before receiving their holding statement from the Share Registry, whether on the basis of confirmation of the allocation provided by DomaCom or the Share Registry.

#### **1.6. CHESS and issuer sponsored holdings**

New Shares will participate in CHESS from the date of commencement of quotation. New Shares must be held in uncertificated form (i.e. no share certificate will be issued) on the CHESS sub register normally under sponsorship of a participant (usually a broker) or on the issuer-sponsored sub register. Arrangements can be made at any subsequent time, through your controlling participant, to convert your holding from the issuer-sponsored sub register to the CHESS sub register or vice versa.

#### **1.7. How to apply for Shares under the Offer**

An application for New Shares under the Offer may only be made on an Application Form attached to or accompanying this Prospectus as provided to identified investors by the Company. An Application Form must be completed in accordance with the instructions contained in the Application Form and must be given to the Company by the Closing Date of the Offer. The Offer opens on 26 May 2022. The Offer is expected to close on 14 June 2022. The Closing Date for the Offer will be no earlier than the Business Day following the issue of shares under the Private Placement. If the issue of shares under the Private Placement is delayed for any reason beyond 14 June 2022, the Closing Date for the Offer will be extended to the Business Day following the issue of those shares. This is to ensure that the Offer is open when the Shares under the Private Placement are issued. To the extent permitted by law, an Application by an Applicant under the Offers is irrevocable.

By submitting an Application Form, an Applicant will be deemed to have given certain representations and warranties to DomaCom. Please see section 6.8 for further information.

Applications under the Offer will be at the absolute discretion of the Company. An Application may be accepted by the Company in respect of the full number of Shares specified in the Application Form without further notice to the Applicant. Acceptance of an Application will give rise to a binding contract. An amount applied for in excess of the amount allocated to each Applicant, will be refunded in full (without interest).

#### **1.8. Application Monies and interest**

Application Monies received from an Applicant will, until New Shares in respect of the Application Monies are issued, be held by the Share Registry in a trust account.

DomaCom reserves the right to withdraw or vary all or part of the Offer at any time, subject to applicable laws, in which case DomaCom will refund Application Monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest. To the fullest extent permitted by law, each Applicant agrees that such Application Monies shall not bear or earn interest for the Applicant, irrespective of whether or not all or any New Shares applied for by the Applicant are issued to the Applicant.

Once you have paid your Application Monies, they will be held on trust for you in the Share Registry's trust account. If the Offer does not proceed for any other reason, any Application Monies held on trust for you by the Share Registry will be returned (other than any interest that has accrued on the Application Monies, such monies being the property of DomaCom). If the Offer proceeds, Application Monies will be taken out of the Share Registry trust account and will be the property of DomaCom (or the Share Registry) when the New Shares are issued to you.

#### **1.9. Notice to nominees and custodians**

Persons acting as nominees for other persons may not subscribe for New Shares on behalf of, or send any documents relating to the Offer to, any person in the United States or any person who is acting for the account or benefit of a person in the United States (to the extent such person holds ordinary shares

in DomaCom and is acting for the account or benefit of a person in the United States) or other jurisdiction outside of Australia as set out in section 6.12 (**Foreign Selling Restrictions**).

DomaCom is not required to determine whether or not any registered holder or investor is acting as a nominee or custodian or the identity or residence of any Applicants. Where any person is acting as a nominee or custodian for a foreign person, that person, in dealing with its beneficiary, will need to assess whether indirect participation in the Offer by the beneficiary, including following acquisition of Entitlements on ASX or otherwise, complies with applicable foreign laws. DomaCom is not able to advise on foreign laws.

DomaCom, respective related bodies corporate and affiliates, and their respective directors, officers, partners, employees and agents disclaim all liability (to the maximum extent permitted by law) in respect of any application made by a person who is acting for the account or benefit of a person in the United States.

#### **1.10. Not underwritten and no minimum subscription**

The Offer is not underwritten and there is no minimum subscription for the Offer.

## 2. Company information

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### 2.1. Access to information about the Company

The Company is listed on the ASX and is subject to continuous and periodic disclosure obligations. Details of the Company's activities, position and performance are set out in the announcements made to the ASX and are available at [www.asx.com.au](http://www.asx.com.au) (search by reference to DomaCom's ASX ticker, which is DCL) or at the Company's website <https://domacom.com.au>.

### 2.2. The Board

#### ***Professor John R Hewson AM – Chairman***

Dr Hewson has had several careers in academia, bureaucracy, business, politics, and the media. He is currently a Professor in the Crawford School of Public Policy at ANU, and an Adjunct Professor at Curtin, UTS, Canberra and Griffith Universities, having been Professor and Head of the School of Economics at UNSW, and Professor of Management and Dean Macquarie Graduate School of Management at Macquarie University.

He has worked for The Australian Treasury (Census and Statistics), the IMF, the Reserve Bank, the UN (UNESCAP), and the ADB, and often advises senior public servants. In Business, he was a Founder of Macquarie Bank, Chairman ABN Amro Australia, and Chair/Director of a host of public and private companies, with current positions in renewable energy investment banking, and funds management. He is Chair, Business Council for Sustainable Development Australia, and a Patron of the Smart Energy Council, the Ocean Nourishment Foundation and the Overseas Bankers Association.

In Politics, he has served as Advisor/Chief of Staff to two Federal Treasurers and Prime Minister, as Shadow Finance Minister, Shadow Treasurer, Shadow Minister for Industry and Commerce, and Leader of the Liberal Party, and of the Federal Coalition in Opposition.

In the media, he has been a regular Columnist since the early 80s for a range of domestic and international newspapers (presently The Saturday Paper) and publications, and comments widely on economics and politics on TV, radio, in print, and on line, here and overseas.

Dr Hewson has also been active in charities and not-for-profits, main positions including Chair of KidsXpress, Chair of the Investment Advisory Committee of the Australian Olympic Foundation, and as Member, SteerCo Australian Sustainable Finance Roadmap, National Standing Committee for Energy and the Environment, and as an Ambassador Women for Election Australia. John has been a director since 3 April 2022.

#### ***Grahame D Evans – Deputy Chairman***

Grahame has been extensively involved with the financial services industry for over 30 years. He has held a variety of board positions including Chairman of Australian, Canadian, Singaporean & Chinese investment & advisory businesses and also as a director of Malaysian and New Zealand companies. He is a regular speaker at conferences both in Australia and overseas and holds an MBA from the prestigious Australian Graduate School of Management. Grahame's executive roles have included CEO Investments for Tower Australia, Managing Director, AMP Consulting and Group Managing Director of Centrepoint Wealth. He is currently an executive director of listed Diverger Limited. Grahame has been a director since 23 February 2015.

#### ***Ross A Laidlaw – Executive Director***

Ross has spent over 30 years in Financial Services, and has deep and expansive experience within markets in Australasia, Europe and America. His strength lies in the development of start-up or green field developments and driving them into fully fledged and profitable businesses. Ross was CEO of the successful Skandia Platform for over 7 years, developing it into a leading Platform that was well supported by independent financial advisers.

Ross is involved in both the strategic and operational aspects of the DomaCom business ensuring the business meets its regulatory requirements while also ensuring the business continues to innovate and remains relevant to its key distribution channels.

Ross is a qualified Chartered Accountant, holds a Bachelor of Economics (Monash), a Graduate Diploma of Financial Planning (Kaplan) and Applied Finance (Securities Institute of Australia) and is a



Fellow of the Financial Services Institute of Australasia. His key role at DomaCom is as Chief Operating Officer. Ross has been a director since 23 February 2015.

***George D Paxton - Non-Executive Director***

George is an experienced fund manager with a deep knowledge of international valuation techniques and methodologies and an extensive range of financial analytical skills. His previous experience has included senior positions providing banks and hedge funds with actionable intelligence and analysis. He is a proven leader of M&A, Equity and credit analysis teams across a range of different industries and products in the UK, Europe, Middle East, and Asia. George is a director of AAIG where he has been involved in every aspect of its success and growth. Through its subsidiaries, AAIG is a significant investor in DomaCom Limited. George has been a director since 27 September 2019.

***Matthew Roberts - Non-Executive Director***

Matthew has over 20 years' experience in mergers and acquisitions, structuring, capital raising, initial public offerings and reverse listings. He specialises in corporate advisory, capital raisings and mergers and acquisitions in financial services, technology, mining and sustainability industries throughout Australasia, Europe and the United States. Matthew is a director of AAIG. Through its subsidiaries, AAIG is a significant investor in DomaCom Limited. Matthew has been a director since 27 September 2019.

***Angela Williams - Non-Executive Director***

Angela Williams is an internationally-trained multidisciplinary marketing expert and educator. Her career spans the US, Europe and Australia. With a strong background in entrepreneurial endeavours, she's worked across traditional and digital marketing, communications, business strategy and operations. Currently, her focus is working with organisations in transformation stages and in building cohesive, high functioning teams. Angela has been a director since 3 April 2022.

***Hilal Yassine – Non-Executive Director***

Hilal Yassine is the Group Managing Director of First Quay Capital and an experienced businessman and Non Executive Director. He currently serves as a non-executive director of Crescent Wealth, First Quay Capital, and the several private family companies. Hilal has over 20 years of executive experience, holding various roles as a senior executive at PricewaterhouseCoopers (PwC) Sydney and London based firm Clyde & Co in their Dubai Offices. He was also the Chief Operating Officer of the Austaxi Group (Lime Taxis) and the Managing Director of the Platinum Hearing Group. Hilal holds a BCom LLB (UNSW), LLM (UNSW) and MBA (WSU). Hilal has been a director since 17 March 2021.

## **2.3. Key Management**

***John Elkovich – Chief Executive Officer***

John has been within the wealth management industry for 30 years and has held senior roles in both Australia and Asia. An experienced leader with a successful and diverse background in strategy and transformation, distribution and sales, innovation, operations, governance and compliance. Prior to joining DomaCom, John has held senior roles with Prudential Assurance Company Singapore, Bank of China and ANZ. John was appointed as Chief Executive Officer on 3 April 2022.

***Philip JR Chard – Chief Financial Officer, Company Secretary***

Philip has over 30 years of experience in the financial services industry. As a senior manager at Deloitte he provided assurance and advisory services within the funds management and investment banking sectors. Subsequently he has held a broad range of financial control and reporting positions within the property, funds management and banking sectors. He has a strong understanding of the requirements of highly regulated industries and the reporting obligations of listed companies. He has a proven track record of designing and implementing robust internal control and reporting systems. Phil was appointed as Chief Financial Officer and Company Secretary on 17 February 2016.

# **3. Financial information**

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## **3.1. Introduction**

The historical financial statements of DomaCom can be accessed on the ASX website at [www.asx.com.au](http://www.asx.com.au) by searching against DomaCom's ASX ticker code of "DCL".



Investors should review those results in conjunction with this Prospectus and all documents used to notify the ASX of information relating to DomaCom under the continuous disclosure provisions of the Listing Rules and the Corporations Act as listed in Section 6.4 of this Prospectus.

### 3.2. Impact of the Private Placement and the Offer: Historical and Pro forma Statement of Financial Position

**Table 2 - Impact of the Private Placement and the Offer: Historical and Pro forma Statement of Financial Position**

		Historical Balance Sheet (auditor reviewed) 31 December 2021 (i)	Pro forma Balance Sheet 31 December 2021 Minimum Subscription under the Private Placement (Tranche 1) (ii)	Pro forma Balance Sheet 31 December 2021 Maximum Subscription under the Private Placement (Tranche 1 and Tranche 2) (iii)
		\$	\$	\$
<b>ASSETS</b>				
<b>CURRENT ASSETS</b>				
Cash and cash equivalents	1	903,340	1,549,240	5,370,340
Receivables		103,317	103,317	103,317
Prepayments and other assets		27,346	27,346	27,346
<b>TOTAL CURRENT ASSETS</b>		<b>1,034,003</b>	<b>1,679,903</b>	<b>5,501,003</b>
<b>NON-CURRENT ASSETS</b>				
Property, plant and equipment		4,953	4,953	4,953
Right-of-use asset		78,975	78,975	78,975
Intangible assets		1,736,492	1,736,492	1,736,492
Investments		32,727	32,727	32,727
<b>TOTAL NON-CURRENT ASSETS</b>		<b>1,853,147</b>	<b>1,853,147</b>	<b>1,853,147</b>
<b>TOTAL ASSETS</b>		<b>2,887,150</b>	<b>3,533,050</b>	<b>7,354,150</b>
<b>LIABILITIES</b>				
<b>CURRENT LIABILITIES</b>				
Payables		417,388	417,388	417,388
Provisions		344,854	344,854	344,854
Lease liabilities		79,752	79,752	79,752
Borrowings (iii)		2,965,029	2,965,029	2,965,029
<b>TOTAL CURRENT LIABILITIES</b>		<b>3,807,023</b>	<b>3,807,023</b>	<b>3,807,023</b>
<b>NON-CURRENT LIABILITIES</b>				
Provisions		187,120	187,120	187,120
Borrowings (iv)		-	-	-
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>187,120</b>	<b>187,120</b>	<b>187,120</b>
<b>TOTAL LIABILITIES</b>		<b>3,994,143</b>	<b>3,994,143</b>	<b>3,994,143</b>
<b>NET ASSETS</b>		<b>(1,106,993)</b>	<b>(461,093)</b>	<b>3,360,007</b>
<b>EQUITY</b>				
Issued Capital	2	40,539,606	41,230,506	45,051,606
Reserves		2,114,320	2,114,320	2,114,320
Accumulated Losses		(43,760,919)	(43,805,919)	(43,805,919)
<b>TOTAL EQUITY</b>		<b>(1,106,993)</b>	<b>(461,093)</b>	<b>3,360,007</b>

Table 2 considers the following positions:

- (i) Unadjusted Financial Position at 31 December 2021. Reviewed by external auditors;
- (ii) Financial Position at 31 December 2021 adjusted to include the impact of completing Tranche 1 only of the proposed Private Placement (raising \$735,000 before offer costs);

- (iii) Financial Position at 31 December 2021 adjusted to include the impact of completing both Tranche 1 and Tranche 2 of the proposed Private Placement (raising \$4,800,000 before offer costs);
- (iv) The borrowings represent unsecured and secured convertible notes that have a maturity date of 1 February 2023. These have been classified as current as they have been subject to a modification that requires relisting of DomaCom as a condition precedent. As this condition has not yet been met, the notes have been classified as current in the historical balance sheet at 31 December 2021.

## Notes to Pro forma Balance Sheet at 31 December 2021

### 1) Impact of pro forma adjustments on Cash and Cash Equivalents

**Table 3 - Impact of pro forma adjustments on Cash and Cash Equivalents**

	<b>Minimum Subscription under the Private Placement (Tranche 1) (\$)</b>	<b>Maximum Subscription under the Private Placement (Tranche 1 &amp; 2) (\$)</b>
<b>Cash and cash equivalents - unaudited historical balance sheet 31 December 2021</b>	903,340	903,340
<b>Share Issue</b>	735,000	4,800,000
<b>Estimated Share Issue costs</b>	(44,100)	(288,000)
<b>Estimated legal costs</b>	(45,000)	(45,000)
<b>Cash and cash equivalents - adjusted</b>	<u>1,549,240</u>	<u>5,370,340</u>

Cash and cash equivalents increase from the balance in the balance sheet at 31 December 2021 for the following reasons:

- a) Under the minimum subscription, an increase of up to \$645,900 from the proceeds of Tranche 1 of the Private Placement based on \$735,000 from the issuance of 11,136,363 Shares at the Offer Price of \$0.066 offset by estimated Offer Costs of \$89,100 (being issue costs of \$44,100 and legal costs of \$45,000).
- b) Under the maximum subscription, an increase of up to \$4.467 million from the proceeds of both Tranche 1 and Tranche 2 of the Private Placement based on up to \$4.8 million from the issuance of 72,727,272 Shares at the Offer Price of \$0.066 offset by estimated Offer Costs of \$333,000 (being issue costs of \$288,000 and legal costs of \$45,000).
- c) No allowance is made for funds raised under the Offer, as it is not anticipated that any Shares will be issued, or funds raised, under the Offer.

## 2) Impact of pro forma adjustments on Issued Capital

Table 4 - Impact of pro forma adjustments in Issued Capital

	Minimum Subscription under the Private Placement (Tranche 1) (\$)	Maximum Subscription under the Private Placement (Tranche 1 & 2) (\$)
<b>Issued Capital - unaudited historical balance sheet 31 December 2021</b>	40,539,606	40,539,606
<b>Share Issue</b>	735,000	4,800,000
<b>Estimated Share Issue costs</b>	(44,100)	(288,000)
<b>Issued Capital - adjusted</b>	41,230,506	45,051,606

Issued Capital increased from the balance in the balance sheet at 31 December 2021 for the following reasons:

- Under the minimum subscription (ie Tranche 1 only), an increase of up to \$690,900 from the proceeds of the Private Placement based on \$735,000 from the issuance of 11,136,363 Shares at the Offer Price of \$0.066 offset by estimated share issue costs of \$44,100.
- Under the maximum subscription (ie both Tranche 1 and Tranche 2), an increase of up to \$4.512 million from the proceeds of the Private Placement based on up to \$4.8 million from the issuance of 72,727,272 Shares at the Offer Price of \$0.066 offset by estimated share issue costs of \$288,000.
- No allowance is made for the issue of any New Shares under the Offer, as it is not anticipated that any Shares will be issued, or funds raised, under the Offer.

## 4. Key risks

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This section includes details of the key risks attaching to an investment in shares in DomaCom. These risks may affect the future strategy, operating and financial performance of DomaCom and the value of DomaCom shares. It does not purport to list every risk that may be associated with an investment in shares in DomaCom now or in the future, and the occurrence or consequences of some of the risks described in this section are partially or completely outside the control of DomaCom, its Directors and senior management team. The risks are not set out in any particular order in this section.

The selection of risks has been based on an assessment of a combination of the probability of the risk occurring and impact of the risk if it did occur. The assessment is based on the knowledge of the Directors as at the date of this Prospectus, but there is no guarantee or assurance that the importance of different risks will not change or other risks will not emerge.

Before applying for New Shares under the Offer, you should satisfy yourself that you have a sufficient understanding of these matters and should consider whether New Shares issued under the Offer are a suitable investment for you, having regard to your own investment objectives, financial circumstances and taxation position. If you do not understand any part of this Prospectus or are in any doubt as to whether to invest in the New Shares issued under the Offer, it is recommended that you seek professional guidance from your broker, legal, financial or other professional adviser before deciding whether to invest.

All potential investors should be aware that this is not an exhaustive list of the risks associated with an investment in DomaCom and should be considered in conjunction with other information disclosed in this Prospectus. There can be no guarantee that DomaCom will achieve its stated objectives or that any forward looking statements or forecasts contained in this Prospectus will be realised or otherwise eventuate.

### 4.1. Investment highly speculative

The below list of risks ought not to be taken as exhaustive of the risks faced by the Company or by existing or prospective investors in the Company. The following risks, and others not specifically referred to, may in the future materially affect the financial performance of the Company and the value of the New Shares issued under the Offer. The New Shares issued under the Offer carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares. Investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for Shares under the Offer.

In addition to the specific risks set out in Section 4.2, key risks include:

- **Take up of Tranche 2 of the Private Placement:** the Company has only received subscriptions for Tranche 1 of the Private Placement (being \$735,000 before offer costs) and has not secured any subscriptions for Tranche 2 of the Private Placement which is seeking to raise up to a further \$4,065,000 before offer costs. There is no guarantee that the Company will be able to secure all or any of these additional funds under Tranche 2 of the Private Placement.
- **Failure to achieve reinstatement of ASX trading:** trading in the Company's shares on ASX has been suspended (at the Company's request) since 11 May 2021. In order to achieve re-instatement of trading, ASX have advised that it must be satisfied that the Company's financial condition (including operating results) are sufficient to warrant the continued quotation of its shares and its continued listing. On completion of the Private Placement in full (being both Tranche 1 and Tranche 2), the Board considers that the Company will have sufficient funding to meet the cash requirements of two quarters of net operating cash outflows and will have a materially positive working capital position and have positive net current assets, and as such meet ASX's requirements for reinstatement. However, the reinstatement of the Company's Shares to trading on ASX is at the discretion of ASX and the reinstatement or timing for reinstatement cannot be guaranteed. The funds raised under Tranche 1 of the Private Placement (\$735,000 before offer costs) will not be sufficient to meet the ASX's requirements for reinstatement in respect of the Company having positive net current assets at the time of reinstatement and the Company will need to secure subscriptions for the full Tranche 2 of the Placement (which is seeking to raise \$4,065,000). If the Company is unable to secure subscriptions for Tranche 2 of the Placement (which is seeking to raise \$4,065,000), or if and the Company cannot meet ASX's requirements for reinstatement, or if for any other reason ASX do not ultimately reinstate trading of Shares, shareholders may be unable to sell their shares and realise their investment in the Company.
- **Solvency Risk:** the ability of the Company to continue meet its cash requirements to maintain its operations and meet its financial obligations as they fall due depends on the following key factors:

- achieving reinstatement of trading on ASX, which is a condition precedent to the waiver of the default under the Secured Convertible Notes revised terms (see ASX Announcement 31 January 2022). If that condition precedent is not fulfilled (or waived), there is a risk that the Company would be subject to an insolvency event which would have a material adverse effect on the Company's financial position, prospects and share price. A waiver is currently in place that requires ASX relisting by 1 June 2022. The Company will seek to extend the waiver to the expected date of relisting; and
- inability to achieve reinstatement of trading on ASX is likely to materially and adversely impact the ability of the Company to raise further capital in order to continue to meet its cash flow requirements. If this eventuates, the Company will need to explore alternative funding sources. Any such alternative funding may be on less favourable terms, or may not be available at all.

## 4.2. Specific investment risks

### (a) Failure to attract customers and grow assets under management

DomaCom is dependent on growing its customer base, increasing the number and value of properties and other assets in the DomaCom Fund and in turn the assets under management based on which it derives a management fee in order to more than offset its running expenses. Failure to attract customers and grow funds under management will negatively impact the DomaCom Group's financial position and prospects.

Failure to attract customers to the DomaCom Fund may also impact the secondary market on the Platform, which in turn could impact the ability of investors to trade Fractional Interests on the price achieved. The reputational consequences of this could negatively impact DomaCom Fund's growth and accordingly DomaCom revenues and financial position.

### (b) Competition

While DomaCom believes it is the first to operate a fractional investment platform in the form of a registered managed investment scheme in Australia, there is a risk that existing financial service providers or new players enter this market or duplicate DomaCom's technology and business model.

The key industries in which the DomaCom operates are all competitive markets which are expected to remain competitive. Examples of factors that may impact on DomaCom competitive position include:

- level of innovation relative to that of competitors;
- commercial factors, including pricing and liability terms;
- ability to keep up with technological or regulatory change;
- ability to respond to client preferences for products and services; and
- ability to maintain strong relationships with existing clients by upholding the consistency and quality of its services.

In addition, DomaCom needs to respond effectively to any changes in the competitive landscape, which may evolve as a result of a number of factors, including the entry of new competitors into the market and the consolidation of existing market participants.

Increased competition may adversely affect DomaCom's business, financial performance and financial condition. Increased competition may also result in pressure on the management fees charged by DomaCom.

### (c) Termination of the Investment Management Agreement

DomaCom Australia is the investment manager appointed by the Responsible Entity of the DomaCom Fund under an investment management agreement dated 18th October 2017 and renewed on 29 June 2021 (**Investment Management Agreement**). If the Responsible Entity as trustee of the DomaCom Fund terminates the Investment Management Agreement, DomaCom Australia could lose its primary source of income.

### (d) Reliance on platform technology

The DomaCom Fund relies on an online technology solution which is delivered by the DomaCom Platform to facilitate the application process, the on boarding of clients and assets and regular on-going reporting.

There is a risk of cyber-attacks which could lead to loss, theft or corruption of data. This could render the DomaCom Platform unavailable for a period of time and the unauthorised disclosure of client data.

There is a risk of disruption of DomaCom Platform services due to:

- inability of the system to handle increase in capacity of clients and transactions or errors or omissions that may occur in performing certain tasks and transactions; or
- a force majeure event that affects the systems and in turn the clients of or suppliers to DomaCom.

#### **(e) Reliance on third party suppliers**

##### **IT Suppliers**

The DomaCom Group relies on certain contracts with third party suppliers to maintain and support its IT infrastructure and software, which underpins its core business activities. DomaCom's reliance on third parties to provide key services decreases its control over the delivery of these services and the quality and reliability of the services provided. DomaCom is also subject to the risk of any failures in each third-party provider's systems or IT infrastructure, which may impact that third party's ability to deliver the services it is contracted to provide. Any delay, disruption or deterioration in the level of service by a third-party provider could impair DomaCom's ability to provide services to its clients at all, or to the service levels DomaCom and its clients expect. In addition, if any such contracts are terminated for any reason and an alternative source of technology or systems is not found in a timely manner or on similar commercial terms, DomaCom's operations, earnings and financial condition could be adversely impacted.

##### **Performance of third-party infrastructure**

DomaCom Australia and the DomaCom Fund are dependent on the effective performance, reliability and availability of DomaCom's Platform, third party data centres and communication systems.

While the DomaCom Platform is designed to appropriately and effectively service the DomaCom Fund, changes and developments in technology, including by its competitors, or the commercial and/or regulatory environment may require DomaCom to develop and maintain new and/or enhanced technology platforms. There is a risk that DomaCom may fail to successfully achieve the required development of its technology and systems, which may, in turn, adversely affect its operations, relationship with clients, financial performance and financial condition.

Further, DomaCom's core technologies may be exposed to damage or interruption from system failures, viruses, cyber-attacks, telecommunication provider failures, disasters from natural or human causes, or other unforeseen events which may cause the systems to be unavailable from time to time. This may affect the ability of DomaCom to deliver consistent, quality services to its clients and lead to reputational damage and may also adversely impact DomaCom's operations, financial performance and financial condition.

##### **Risks associated with Third Party Suppliers**

DomaCom Australia utilises a range of third-party suppliers.

DomaCom Australia could face business interruption risk and brand and reputational risk if any of the third parties failed to perform and undertake their obligations.

#### **(f) Product Development**

DomaCom has completed significant product development and is now in the phase of leveraging developed products into their targeted markets. However, there will be a continual need to refine and enhance DomaCom's products, so they remain relevant to the market.

If these enhancements take longer to develop and/or obtain necessary regulatory approvals (if applicable), this could result in further investment than anticipated and / or slower progress in sales.

#### **(g) Failure to be included on Approved Product Lists**

DomaCom Australia's distribution strategy is an intermediated model. DomaCom is required to provide products and features that are relevant to financial planners and their investors including SMSF investors. DomaCom is also required to provide training on its products to financial planners.

DomaCom plans to leverage the networks of financial advisers to grow the DomaCom Fund. Most Australian financial planners are connected to Dealer Groups who provide the master AFSL through which the advisers are regulated. This means that financial planners can only recommend products that have been incorporated onto their Dealer Group's Approved Product List (**APL**). In order to qualify for inclusion on APLs DomaCom has commissioned independent research reports and will continue to need to commission such reports in the future. In the event that independent research reports are negative, the DomaCom Fund and its products may not be listed on APLs or may be removed from APLs. In such event DomaCom's financial performance and financial condition may be negatively impacted.

#### **(h) Regulatory changes**

DomaCom Australia operates within a registered managed investment scheme environment. Changes to laws, regulations, taxation, standards and practices applicable to the industry in which DomaCom Australia operates could adversely impact its business.

#### **(i) Key personnel risk**

DomaCom relies on a number of key personnel to conduct the business including certain personnel who are named as key persons on the DomaCom AFSL. If such key personnel were to leave the business or for other reasons could not perform their duties, and there was an inability to recruit suitable replacements, this could result in an inability to continue to promote or operate the DomaCom business and the DomaCom Fund in accordance with DomaCom's business plan.

#### **(j) Compliance with regulations**

DomaCom Australia operates a registered managed investment scheme (the DomaCom Fund) that is subject to regulations, laws, standards and practices.

DomaCom Australia holds an AFSL required for the conduct of its regulated activities. Failure to comply with the terms of this licence could have significant consequences for DomaCom Australia, including removal of the AFSL resulting in DomaCom Australia no longer being able to operate or promote the DomaCom Fund. Failure to comply with the regulations could result in an inability of the business to operate, suspension of its licence and reputational damage to its brand.

DomaCom is subject to privacy laws in Australia. These laws regulate the handling of personal information and data collection. Such laws impact the way DomaCom can collect, use, analyse, transfer and share personal and other information. Any actual or perceived failure by DomaCom to comply with relevant laws and regulations may result in the imposition of fines or other penalties, client losses, a reduction in existing services, and limitations on the development of technology and services making use of such data. Any of these events could adversely impact DomaCom's business, financial condition and financial performance.

#### **(k) Impairment of Intangible Assets**

DomaCom's balance sheet includes intangible assets. Under Australian Accounting Standards, goodwill and indefinite life intangible assets must be regularly tested for impairment.

If impaired, DomaCom would need to write down the value of its intangible assets which would result in an expense in the income statement, thereby potentially materially impacting DomaCom's financial condition and reported earnings.

#### **(l) Reputational damage**

DomaCom's brand is important in attracting and retaining clients to the DomaCom Fund. There is a risk that the brand may be tarnished by incidents such as negative publicity, data security breach or one-off unforeseen events that negatively impact DomaCom's operations. Even though the DomaCom Group is not involved in the selection of properties that the DomaCom Fund invests in, the failure of fractional investments could indirectly have a negative impact on DomaCom's brand and reputation. The occurrence of any such incidents may lead to client loss and the failure to attract new clients and grow FUM, which, in turn, may have an adverse impact on DomaCom's financial performance.

#### **(m) Litigation**

DomaCom may in the ordinary course of business become involved in litigation and disputes, for example with its suppliers or clients. Any such litigation or dispute could involve significant economic costs and damage to relationships with suppliers, clients and/or other stakeholders. Any such outcomes may have an adverse impact on DomaCom's business, market reputation and financial condition and financial performance.

#### **(n) Failure to realise benefits from research and development investments**

Developing software and technology is expensive and the investment in the development of these product and service offerings often involves an extended period of time to achieve a return on investment. An important element of DomaCom's corporate strategy is to continue to make investments in innovation and related product and service opportunities through internal investments and, potentially, the acquisition of intellectual property or businesses from third parties. DomaCom believes that it must continue to dedicate resources to its innovation efforts to develop its software and technology service offering and embed its competitive position. However,

DomaCom may not receive significant revenues from these investments for several years or may not realise such benefits at all.

**(o) Failure to protect intellectual property rights**

Third parties may knowingly or unknowingly infringe DomaCom's proprietary rights, and/or may challenge proprietary rights held by the DomaCom Group. In such cases, DomaCom may be required to expend significant time and expense in order to prevent infringement or to enforce its rights. If the protection of its proprietary rights is inadequate to prevent unauthorised use or appropriation by third parties, its competitors may be able to more effectively mimic its products, services, and methods of operation. Any of these events could have an adverse effect on its business, financial condition and financial performance.

**(p) Infringement of third-party intellectual property rights**

DomaCom may receive notices from third parties claiming infringement of their intellectual property rights and/or breach of its agreements with them. DomaCom cannot assure Applicants that such claims may not arise, including from its competitors, or that such claims may not require protracted negotiation, including litigation, to resolve, or the payment of monetary damages or the satisfaction of indemnification obligations in its agreements with suppliers. In addition, such claims may increase as DomaCom continues to grow and enter new markets. In such cases, if a determination was made that DomaCom had infringed such third-party rights, DomaCom's business and financial condition may be adversely affected.

**(q) Failure to execute the planned growth strategy**

DomaCom's growth strategy is focused on growing the number of members of the DomaCom Fund and the value of FUM. To the extent DomaCom is not able to execute its strategy, its business and growth prospects may be adversely impacted. This in turn could impact its financial position.

### **4.3. General risks**

**(a) Price of shares**

The Shares are subject to general market risks applicable to all securities listed on a stock exchange. This may result in fluctuations in the share price that are not explained by the performance of the Company.

The price at which Shares are quoted on the ASX may increase or decrease due to a number of factors, some of which may not relate directly or indirectly to the Company's performance or prospects.

There is no assurance that the price of the Shares will increase in the future, even if the Company's financial position or performance improve.

Some of the factors which may affect the price of the Shares include:

- fluctuations in the domestic and international markets for listed stocks;
- general economic conditions, including interest rates, inflation rates, exchange rates, commodity and oil prices or changes to government;
- fiscal, monetary or regulatory policies, legislation or regulation;
- inclusion in or removal from market indices;
- the nature of the markets in which the Company operates;
- general operational and business risks;
- variations in sector performance, which can lead to investors exiting one sector to prefer another; and
- initiatives by other sector participants which may lead to investors switching from one stock to another.

**(b) General economic conditions**

Deterioration of general economic conditions may also affect the Company's business operations, and the consequent returns from an investment in Shares.

**(c) Insurance**

No assurance can be given that the Company will obtain insurance cover for all risks faced by the Company or that any insurance cover it arranges will be adequate and available to cover all possible claims. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

**(d) Changes to Regulations, accounting standards and taxation**



There is always a risk that a change may occur in the applicable laws and regulations, across accounting standards and within the Australian taxation regime. These changes could have an impact on DomaCom's business and in turn its share price.

**(e) Force majeure events**

Events may occur within or outside Australia that could impact upon global, Australian or other local economies relevant to the Company's financial performance, the operations of the Company and the price of the Shares. These events include but are not limited to acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other man-made or natural events or occurrences that can have an adverse effect on the Company's ability to conduct business and its ability to achieve its goals and objectives.

**(f) Shareholder dilution**

In the future, the Company may elect to issue further Shares in connection with fundraisings, including to raise proceeds for acquisitions. While the Company will be subject to the constraints of the Listing Rules regarding the percentage of its capital it is able to issue within a 12-month period (other than where exceptions apply), Shareholders may be diluted as a result of such fundraisings.

**(g) Liquidity of shares**

There can be no guarantee that the suspension on trading of DomaCom shares is lifted or that if it is, there will be an active market in DomaCom Shares and therefore shareholders may have an inability to sell their shares and realise their investment in the Company.

## 5. Key people - interests and benefits

### 5.1. Directors' interests

#### Holding of Shares

Relevant interests in Shares held by Directors at the date of this Prospectus and on completion of the Private Placement are set out in the table below:

Director	Number of Shares held (as at the date of this Prospectus)	Voting power in Shares (as at the date of this Prospectus)	Voting power following minimum issue of Shares under Private Placement <sup>2</sup> - Tranche 1	Voting power following maximum issue of Shares under Private Placement <sup>3</sup> Tranche 1 & 2
John Hewson	-	-	-	-
Grahame Evans	1,431,099	0.40%	0.38%	0.33%
Ross Laidlaw	2,391,924	0.66%	0.64%	0.55%
George Paxton	-	-	-	-
Matthew Roberts	-	-	-	-
Angela Williams	-	-	-	-
Hilal Yassine <sup>1</sup>	8,333,333	2.30%	2.24%	1.92%

<sup>1</sup> Hilal Yassine is deemed to have a beneficial interest in 8,333,333 ordinary shares held by FQC Fintech Pty Limited, refer to section 5.2 below.

<sup>2</sup> These percentages assume all Shares are issued under Tranche 1 only.

<sup>3</sup> These percentages assume all Shares are issued under the Private Placement (being Tranche 1 and Tranche 2 in full).

No options or performance rights were held by any of the Directors at the date of this Prospectus.

None of the Directors will participate in the Offer.

### 5.2. Potential effect on control of the Company

As at the date of this Prospectus, Halo Investment Co Pty Ltd, holds 57,273,819 Existing Shares (representing 15.8% of the Company's issued capital). The holding of Halo Investment Co Pty Ltd will increase by 2,272,727 as a result of the Private Placement (as they have subscribed to Tranche 1, to a total of 59,546,546 Shares. On completion of Tranche 1 of the Private Placement its holding will decrease to 15.97% of the Company's issued capital and on completion of the maximum subscription (being Tranche 1 and Tranche 2 of the Private Placement in full) its holding will decrease to 13.71% of the Company's issued capital.

As at the date of this Prospectus, FQC Fintech 2 Pty Ltd, a company associated with Mr Hilal Yassine, holds 44,166,666 Existing Shares (representing 12.21% of the Company's issued capital). The holding of FQC Fintech 2 Pty Ltd will not increase as a result of the Offer or the Private Placement. On completion of Tranche 1 of the Private Placement its holding will decrease to 11.85% of the Company's

issued capital and on completion of the maximum subscription (being Tranche 1 and Tranche 2 of the Private Placement in full) its holding will decrease to 10.2% of the Company's issued capital.

### 5.3. Dilution risk

Given the nominal number of New Shares which may be issued under the Offer there will be minimal dilutionary impact on existing Shareholders.

The issue of Shares under the Private Placement will have a dilutionary impact on existing Shareholders, with the Shares to be issued under the Private Placement equating to:

- (a) 3.0% of the Company's total issued capital on completion of Tranche 1 only of the Private Placement.
- (b) 16.7% of the Company's total issued capital on completion of the full Private Placement (both Tranche 1 and Tranche 2).

### 5.4. Interests and benefits

This section 5 sets out the nature and extent of the interests and fees of certain persons involved in the Offer and this Prospectus. Except as set out here and elsewhere in this Prospectus, no:

- (a) Director or proposed Director (noting that there are no proposed Directors under this Prospectus);
- (b) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Prospectus;
- (c) promoter of DomaCom; or
- (d) underwriter or broker to the Offer (noting that there will be no underwriter or broker in respect of the Offer),

(each a **relevant person**) holds, at the time of lodgement of this Prospectus with ASIC, or has held in the two years before lodgement of this Prospectus with ASIC, an interest in:

- (a) the formation or promotion of DomaCom;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the Offer; or
- (c) the Offer.

Except as set out in this Prospectus, no one has paid or agreed to pay any amount or given or agreed to give any benefit for services provided by a relevant person in connection with the formation or promotion of DomaCom or the Offer or to any Director or proposed Director to induce them to become, or qualify as, a Director. The amounts below are exclusive of GST.

Hall & Wilcox has acted as Australian legal adviser to DomaCom in connection with the Offer. DomaCom has agreed to pay approximately \$45,000 (excluding GST and disbursements) for legal services in connection with the Offer to the date of this Prospectus. Further amounts may be paid to Hall & Wilcox in accordance with its usual time-based charges.

## 6. Additional information

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### 6.1. Tax status

The Company is taxed as an Australian tax resident public company for the purpose of Australian income tax law.

### 6.2. Nature of this Prospectus

Having been admitted to Official Quotation in 2016, and notwithstanding the suspension of trading in Shares since 11 May 2021, Shares in DomaCom have been continuously quoted for more than three months prior to the date of this Prospectus.

As a result of this, this Prospectus is a “transaction-specific prospectus” for continuously quoted securities to which the special content rules under section 713 of the Corporations Act apply.

In general terms, a transaction specific prospectus is only required to contain information in relation to the effect of the issue of securities on a company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

As an ASX-listed company, DomaCom has provided the ASX with a substantial amount of information regarding its activity and that information is publicly available on the ASX market announcements platform. The Prospectus is intended to be read in conjunction with that publicly available information. You should therefore review and have regard to all other publicly available information before making a decision of whether or not to invest.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

### 6.3. Reporting and disclosure obligations

DomaCom is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act. As such, DomaCom is subject to the regime of continuous disclosure and periodic reporting requirements.

As a listed company, DomaCom is subject to the ASX Listing Rules, which (in addition to the Corporations Act) require continuous disclosure to the market of any information possessed by DomaCom which a reasonable person would expect to have a material effect on the price or value of its Shares (subject to certain exceptions).

In accordance with the Corporations Act and the ASX Listing Rules, DomaCom is required to prepare and lodge with ASIC and the ASX yearly and half-yearly financial reports.

### 6.4. Availability of other documents

The ASX maintains files containing publicly disclosed information about all listed companies. DomaCom’s file is available for inspection at the ASX during normal working hours, and DomaCom’s announcements may be viewed on the ASX website ([www.asx.com.au](http://www.asx.com.au)). In addition, documents lodged by, or in relation to DomaCom, with ASIC may be obtained from, or inspected at, an ASIC office.

DomaCom will provide a copy of any of the following documents, free of charge, to any investor who so requests during the application period under this Prospectus:

- (a) the annual financial report for the year ended 30 June 2021;
- (b) the half year financial report for the half year ended 31 December 2021 and
- (c) any other document used to notify the ASX of information relating to DomaCom under the continuous disclosure provisions of the Listing Rules and the Corporations Act before lodgement of this Prospectus with ASIC.

Details of documents lodged by DomaCom with ASX since the date of lodgement of DomaCom's latest annual financial report and before the lodgement of this Prospectus with ASIC are set out in the table below.

Date	Description of Announcement
26/05/2022	DomaCom starts planned Capital Raise
26/05/2022	DomaCom Private Placement Presentation
26/05/2022	Appendix 3B – Placement Tranche 1
26/05/2022	Appendix 3B – Placement Tranche 2
29/04/2022	Appendix 4C - quarterly
29/04/2022	DomaCom Quarterly Activity Report
11/04/2022	Appendix 3X Initial Director's Interest Notice
11/04/2022	Appendix 3Z Final Director's Interest Notice
04/04/2022	DomaCom appoints new Chairman, CEO and Director
01/04/2022	Appendix 4D & Half Year Financial Report - 31 December 2021
28/3/2022	DomaCom Fund grows with social value
25/03/2022	DomaCom Settles GME Legal Action
9/03/2022	Investor Presentation March 2022
23/02/2022	AustAgri Transaction Update
10/02/2022	DomaCom Quarterly Activity Report (Updated)
31/01/2022	Convertible Notes Extension
31/01/2022	DomaCom Quarterly Activity Report
31/01/2022	Appendix 4C - quarterly
14/01/2022	Funds Under Management reaches \$100 million
22/12/2021	Results of Annual General Meeting
22/12/2021	Chairman and CEO Presentation to AGM
10/12/2021	Form 604 - Change of interests of substantial holder
07/12/2021	Investor Presentation December 2021
02/12/2021	DomaCom Shortfall Offer closes
02/12/2021	Application for quotation of securities - DCL
19/11/2021	Notice of Annual General Meeting / Proxy Form
15/11/2021	Appendix 3Y - Change of Director's Interest Notice
09/11/2021	Application for quotation of securities - DCL
09/11/2021	DomaCom Completes Placement
01/11/2021	Revised issue date of Private Placement
29/10/2021	DomaCom Quarterly Activity Report
29/10/2021	Appendix 4C - quarterly

All documents are available on DomaCom's website ([www.domacom.com](http://www.domacom.com)) and on the ASX website ([www.asx.com.au](http://www.asx.com.au)).

All requests for copies of the above documents should be addressed to:

*Attn: Mr Philip Chard, Company Secretary,  
DomaCom Limited, Level 6, 99 Queen Street, Melbourne VIC 3000*

## 6.5. Rights and liabilities attaching to Shares

The rights and liabilities attaching to ownership of Shares arise from a combination of the Constitution, statute, the ASX Listing Rules and general law. A summary of the significant rights, liabilities and obligations attaching to the Shares and a description of other material provisions of the Constitution are set out below. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of Shareholders.

### **Voting at a general meeting**

At a general meeting of DomaCom, every Shareholder present in person or by proxy, representative or attorney has one vote on a show of hands and, on a poll, one vote for each fully paid Share held by that Shareholder.

### **Meetings of members**

Each Shareholder is entitled to receive notice of, attend and vote at, general meetings of DomaCom and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act and the Listing Rules.

### **Dividends**

The Board may from time to time resolve to pay dividends to Shareholders and fix the amount of the dividend, the time for determining entitlements to the dividend and the timing and method of payment.

### **Transfer of Shares**

Subject to the Constitution, Shares may be transferred by a proper transfer effected in accordance with the ASX Settlement Operating Rules, by a written instrument of transfer which complies with the Constitution or by any other method permitted by the Corporations Act, the Listing Rules or the ASX Settlement Operating Rules.

The Board may refuse to register a transfer of Shares where permitted to do so under the Corporations Act, the Listing Rules or the ASX Settlement Operating Rules. The Board must refuse to register a transfer of Shares when required to by the Corporations Act, the Listing Rules or the ASX Settlement Operating Rules.

### **Issue of further shares**

Subject to the Corporations Act, the Listing Rules and the ASX Settlement Operating Rules and any rights and restrictions attached to a class of shares, DomaCom may issue, or grant options in respect of, or otherwise dispose of further shares on such terms and conditions as the Directors resolve.

### **Winding up**

If DomaCom is wound up, then subject to the Constitution and any special resolution or preferential rights or restrictions attached to a class of shares, any surplus must be divided among DomaCom's members in the proportions which the amount paid and payable (including amounts credited) on the shares of a member is of the total amount paid and payable (including amounts credited) on the shares of all members of the Company.

### **Variation of class rights**

At present, DomaCom's only class of shares on issue is ordinary shares. Subject to the Corporations Act and the terms of issue of a class of shares, the rights attaching to any class of shares may be varied or cancelled:

- (a) with the consent in writing of the holders of three-quarters of the issued shares included in that class; or
- (b) by a special resolution passed at a separate meeting of the holders of the issued shares included in that class.

In either case, in accordance with the Corporations Act, the holders of not less than 10% of the votes in the class of shares, the rights of which have been varied or cancelled, may apply to a court of competent jurisdiction to exercise its discretion to set aside such variation or cancellation.

### **Directors – appointment**

Under the Constitution, the minimum number of Directors that may comprise the Board is 3 and the maximum is 9. The Directors may appoint a Director to fill a casual vacancy on the Board or in addition to the existing Directors, who will then hold office until the next annual general meeting of DomaCom.

### **Directors – voting**

Questions arising at a meeting of the Board will be decided by a majority of votes of the Directors present at the meeting and entitled to vote on the matter. In the case of an equality of votes on a resolution, the chairperson of the meeting has a casting vote.

### **Directors – remuneration**

The Directors (excluding Executive Directors) are to be paid out of the funds of DomaCom as remuneration for their services as Directors, as determined by the DomaCom in general meeting.

The Constitution also makes provision for:

- (a) any director who devotes special attention to the business of DomaCom, or who otherwise performs services which in the opinion of the Board of Directors are out of scope of the ordinary duties of a Director, or who at the request of the Board engages in any journey on the business of the Company. may be paid extra remuneration as determined by the Board of Directors; and
- (b) Directors may also be reimbursed for expenses reasonably incurred in attending to DomaCom affairs, including expenses associated with reasonable travel, accommodation and other expenses incurred by the Directors in attending meetings of DomaCom or the Board of Directors or while engaged on the business of DomaCom.

### **Indemnities**

DomaCom, to the extent permitted by law, indemnifies each Director, company secretary and executive officer against any liability incurred by that person as an officer of DomaCom, and reasonable legal costs incurred by that person in defending an action for a liability of that person. DomaCom, to the extent permitted by law, may make a payment (whether by way of an advance, loan or otherwise) to a Director in respect of legal costs incurred by that person in defending an action for a liability of that person.

DomaCom, to the extent permitted by law, may pay, or agree to pay, a premium for a contract insuring any Director against any liability incurred by that person as an officer of DomaCom and legal costs incurred by that person in defending an action for a liability of that person.

### **Amendment**

The Constitution may be amended only by special resolution passed by at least three-quarters of the Shareholders present (in person or by proxy) and entitled to vote on the resolution at a general meeting of DomaCom. DomaCom must give at least 28 days written notice of a general meeting.

## **6.6. Related party transactions**

From time to time the Company may be party to transactions with related parties including:

- (a) employment and service arrangements;
- (b) payment of Directors fees; and
- (c) arrangements in respect of the management of the DomaCom Fund.

The Company believes that it has made appropriate disclosure of past related party transactions and other than any further disclosure specifically set out below or made elsewhere in this Prospectus does not intend to make any further disclosure of such transactions which transactions will have either proceeded on an “arm’s length” basis, reasonable remuneration basis or been approved by shareholders in general meeting.

The Company discloses the following transactions with related parties which have either proceeded on an “arm’s length” or reasonable remuneration basis. The transactions are:

- (a) **Executive Agreements** - the Company has entered into an agreement with John Elkovich (for his role as Chief Executive Officer) and executive Director Ross Laidlaw (for his role as Chief Operating Officer).
- (b) **NED arrangements** - the Company has entered into agreements with each of its non-executive Directors concerning their roles as directors of the Company.
- (c) **DomaCom Fund management** - DomaCom Australia Limited, a controlled entity of the Company, receives management fees for managing the DomaCom fund. There are also loan arrangements in place with DomaCom Loan Administration Pty Ltd. Disclosure of these arrangements are set out in the Company's most recent annual report.

## 6.7. ASX and ASIC

DomaCom has not obtained any ASIC relief from compliance with the Corporations Act or waivers from ASX from the application of the Listing Rules in connection with this Offer.

## 6.8. Representations by Applicant

By completing and submitting an Application Form an Applicant will be deemed to have represented to DomaCom that they:

- (a) acknowledge that they have read and understand this Prospectus and the Application Form in their entirety;
- (b) agree to become a member and be bound by the terms of the Offer, the provisions of this Prospectus, and DomaCom's Constitution;
- (c) authorise DomaCom to register them as the holder(s) of any Shares issued to them under the Offer;
- (d) are over 18 years of age and have full legal capacity and power to perform all of the rights and obligations under the Offer terms;
- (e) acknowledge that once DomaCom receives a completed Application Form or any payment of Application Monies, they may not withdraw their application or funds provided except as allowed by law;
- (f) apply for the number of Shares specified in their Application Form, or for which they have submitted payment of any Application Monies at the Offer Price per New Share;
- (g) agree to being allocated and transferred the number of Shares for which they have applied (or a lower number allocated in a way described in this Prospectus), or no Shares at all;
- (h) acknowledge and agree that the Offer may be withdrawn by the Company or may otherwise not proceed in the circumstances described in this Prospectus;
- (i) authorise DomaCom, the Share Registry and their respective officers or agents to do anything on the participant's behalf necessary for Shares to be issued to them under the Offer;
- (j) acknowledge that the information contained in this Prospectus and the Application Form is not investment advice nor a recommendation that Shares issued under the Offer are suitable for you given your investment objectives, financial situation or particular needs;
- (k) acknowledge the statement of risks included in section 4 of this Prospectus, and that investments in DomaCom are subject to risk;
- (l) acknowledge that none of DomaCom, respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of DomaCom, nor do they guarantee the repayment of capital;



- (m) represent and warrant that the law of any place does not prohibit them from being given this Prospectus and the Application Form, nor does it prohibit them from making an application for Shares under the Offer and that they are otherwise eligible to participate in the Offer;
- (n) represent and warrant that they are not in the United States and they are not acting for the account or benefit of a person in the United States;
- (o) understand and acknowledge that the Shares under the Offer have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States. Accordingly, the Shares to be offered or sold in the Offer may not be offered or sold to persons in the United States or persons who are acting for the account or benefit of a person in the United States (to the extent such person holds ordinary shares in DomaCom and is acting for the account or benefit of a person in the United States). They further understand and acknowledge that the Shares under the Offer may only be offered, sold and resold outside the United States in “offshore transactions” (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S under the US Securities Act;
- (p) represent and warrant that they are subscribing for or purchasing Shares under the Offer outside the United States in an “offshore transaction” (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S under the US Securities Act;
- (q) declare that if in the future they decide to sell or otherwise transfer any Shares issued under the Offer, they will only do so in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act, including in a standard (regular way) brokered transaction on the ASX, where neither they nor any person acting on their behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States, in accordance with Regulation S under the US Securities Act;
- (r) represent and warrant that they have not and will not send this Prospectus, the Application Form, or any other materials relating to the Offer to any person in the United States or any other country outside Australia; and
- (s) declare that if they are acting as a nominee or custodian, each beneficial holder on whose behalf they are submitting the Application Form is resident in Australia and is not in the United States and is not acting for the benefit of a person in the United States (to the extent such person holds ordinary shares in DomaCom and is acting for the account or benefit of a person in the United States), and they have not sent this Prospectus, the Application Form or any information relating to the Offer to any such person.

## 6.9. Consents

Each party referred to as a consenting party (who are named below):

- (a) has not authorised or caused the issue of this Prospectus;
- (b) does not make, or purport to make, any statement in this Prospectus or on which a statement made in the Prospectus is based other than as specified in this section; and
- (c) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section.

Each of the following has consented to being named in the Prospectus in the capacity as noted below and have not withdrawn such consent prior to the lodgement of this Prospectus with ASIC:

- (a) Hall & Wilcox as legal adviser to DomaCom in relation to the Offer; and
- (b) Boardroom Pty Limited as the Share Registry.

There are a number of persons referred to elsewhere in this Prospectus who are not experts and who have not made statements included in this Prospectus nor are there any statements made in this Prospectus on the basis of any statements made by those persons.

These persons did not consent to being named in the Prospectus and did not authorise or cause the issue of the Prospectus.

#### **6.10. Withdrawal of Offer**

DomaCom and the Directors reserve the right to withdraw or vary all or part of the Offer and this Prospectus at any time prior to the issue of New Shares under the Offer.

#### **6.11. Privacy**

As a Shareholder, DomaCom and the Share Registry have already collected certain personal information from you. If you apply for Shares under the Offer, DomaCom and the Share Registry may update that personal information or collect, hold and use additional personal information about you. Such information may be used to service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration.

To do that, DomaCom and the Share Registry may disclose your personal information, for purposes related to your shareholding, to their agents, contractors or third party service providers to whom they outsource services for ongoing administration of the register, printers and mailing houses for the purposes of preparation and distribution of Shareholder information and for handling of mail, or as otherwise authorised under the *Privacy Act 1988* (Cth).

Company and tax laws require some personal information to be collected. If you do not provide us with your personal information we may not be able to process your application. In most cases you can gain access to your personal information held by (or on behalf of) DomaCom or the Share Registry. DomaCom aims to ensure that the personal information it retains about you is accurate, complete and up to date. To assist with this, please contact the Share Registry if any of the details you have provided change. If you have concerns about the completeness or accuracy of the information DomaCom or the Share Registry have about you, they will take steps to correct it. You can request access to your personal information by telephoning or writing to DomaCom through the Share Registry as follows:

Boardroom Pty Limited  
Level 12,  
225 George Street  
Sydney, NSW 2000  
1300 737 760

#### **6.12. Foreign selling restrictions**

This Prospectus does not constitute an offer of Shares of DomaCom in any jurisdiction in which it would be unlawful. In particular, this Prospectus may not be distributed to any person, and the Shares issued under the Private Placement may not be offered or sold, in any country outside Australia.

##### **United States**

This Prospectus, the investor presentation, any accompanying ASX announcement relating to the Offer or the Private Placement do not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or to any person who is acting for the account or benefit of any person in the United States (to the extent such person holds ordinary shares in DomaCom and is acting for the account or benefit of the person in the United States).

The Shares issued through the Offer or the Private Placement have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Shares issued through the Offer or the Private Placement may not be offered, sold, resold or otherwise transferred, directly or indirectly, in the United States or to persons acting for the account or benefit of a person in the United States (to the extent such persons hold ordinary shares in DomaCom and are acting for the account or benefit of a person in the United States).

#### **6.13. Governing law**

This Prospectus and the contracts that arise from the Offer are governed by the law applicable in Victoria and each applicant submits to the non-exclusive jurisdiction of the courts of Victoria.

#### 6.14. Statement of Directors

The issue of this Prospectus has been authorised by each Director. Each Director has consented to lodgement of this Prospectus and issue of this Prospectus and has not withdrawn that consent prior to its lodgement with ASIC.

This Prospectus is signed for and on behalf of the Company pursuant to a resolution of the Board by:

A handwritten signature in black ink, appearing to read 'John Hewson', with a stylized flourish at the end.

John Hewson

Chairman

26 May 2022

## 7. Glossary

TERM	MEANING
<b>\$ or A\$</b>	Australian dollars.
<b>AFSL</b>	Australian Financial Services Licence.
<b>Applicable Law</b>	All laws of jurisdictions applicable to the Offer and/or DomaCom within or outside Australia, including the Listing Rules and applicable policies, guidelines, official directives, class orders or requests of or by any Government Agency, whether or not having the force of law, except to the extent compliance is duly modified, waived or exempted in favour of a person in the relevant circumstances.
<b>Applicant(s)</b>	A person who submits a valid Application pursuant to this Prospectus.
<b>Application(s)</b>	An application made to subscribe for New Shares offered under this Prospectus.
<b>Application Form</b>	The application form either attached to or accompanying this Prospectus.
<b>Application Monies</b>	Monies received from Applicants in respect of their Application for New Shares.
<b>ASIC</b>	Australian Securities and Investment Commission.
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the securities exchange operated by it (as the case requires).
<b>ASX Settlement Operating Rules</b>	The rules of ASX Settlement Pty Ltd (ACN 008 504 532).
<b>ATO</b>	Australian Taxation Office.
<b>Australian Accounting Standards</b>	Australian Accounting Standards and other authoritative pronouncements issued by the Australian Accounting Standards Board.
<b>Board or Board of Directors</b>	The board of directors of DomaCom.
<b>Chairman</b>	Chairman of the Board of Directors.
<b>CHESS</b>	Clearing House Electronic Sub-register System, operated in accordance with the Corporations Act.
<b>Closing Date</b>	The closing date of the Offer, being 14 June 2022 subject to change by the Company.
<b>Company or DomaCom</b>	DomaCom Limited (ABN 69 604 384 885).
<b>Constitution</b>	The constitution of DomaCom as amended, varied or replaced from time to time.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Corporate Directory</b>	The Corporate Directory at the back of this Prospectus.
<b>Director</b>	A member of the Board of DomaCom.
<b>DomaCom Australia</b>	DomaCom Australia Limited ACN 153 951 770, a wholly owned subsidiary of DomaCom.
<b>DomaCom Fund</b>	The DomaCom Fund ARSN 167 020 626.
<b>DomaCom Group</b>	DomaCom and each of its subsidiaries.
<b>DomaCom Platform</b>	The technology platform and business process designed, built and implemented the DomaCom Group and which DomaCom uses to manage the DomaCom Fund.
<b>EBIT</b>	Earnings before interest and tax.

<b>EBITDA</b>	Earnings before interest, tax, depreciation and amortisation.
<b>Expiry Date</b>	The date that is 13 months after the Prospectus Date.
<b>FUM</b>	Funds under management.
<b>FY</b>	Financial year or year ended 30 June. For example FY20 would be the financial year ended 30 June 2020.
<b>Government Agency</b>	Any government or any government department of governmental agency including without limitation any semi-governmental, administrative, fiscal, judicial, investigative, review or regulatory body, department, commission (including ASIC, ATO, ACCC), authority, tribunal, agency, stock exchange (including the ASX) or entity in any jurisdiction relevant to the Offer or DomaCom.
<b>GST</b>	Goods and services or similar tax imposed in Australia
<b>Institutional Investor</b>	An investor to whom the Company reasonably believes is able to be offered New Shares under applicable laws without the need for any disclosure document, registration, qualification, filing or other formality (other than a registration or formality which the Company is willing to comply with), including, in Australia, a person who is either a Professional Investor or a Sophisticated Investor.
<b>Listing Rules</b>	The listing rules of ASX as amended or varied from time to time.
<b>New Shares</b>	The Shares offered under the Offer.
<b>Offer</b>	The offer of up to 1,000 Shares at an issue price of \$0.066 per Share to raise up to \$66 pursuant to this Prospectus, for the purpose of removing any secondary sale restrictions attaching to the Shares issued under the Private Placement.
<b>Offer Price</b>	\$0.066 per New Share.
<b>Official Quotation</b>	The quotation of securities on the ASX.
<b>Private Placement</b>	The issue of up to 72,727,272 shares by DomaCom through a non-underwritten private placement to Sophisticated and Institutional Investors only comprising Tranche 1 and Tranche 2.
<b>Professional Investor</b>	Has the meaning given to that term in section 708(11) of the Corporations Act.
<b>Prospectus</b>	This document (including the electronic form of this Prospectus) and any supplementary or replacement Prospectus in relation to this document.
<b>Prospectus Date</b>	The date on which a copy of this Prospectus is lodged with ASIC, being 26 May 2022
<b>Responsible Entity</b>	The responsible entity of the DomaCom fund. Melbourne Securities Corporations Limited ACN 167 020 626
<b>Share</b>	A fully paid ordinary share in the capital of DomaCom.
<b>Share Registry</b>	Boardroom Pty Limited
<b>Shareholder</b>	A holder of Shares.
<b>Sophisticated Investor</b>	Investors to whom an offer of securities does not need disclosure under Part 6D.2 pursuant to section 708(8) of the Corporations Act.
<b>Tranche 1</b>	11,136,363 New Shares to be issued under the Private Placement, raising \$735,000 (before costs), for which subscriptions have already been received by the Company.
<b>Tranche 2</b>	Up to 61,590,909 New Shares to be issued under the Private Placement, raising up to \$4,065,000 (before costs).

# Corporate directory

## **DOMACOM REGISTERED OFFICE**

**DomaCom Limited  
Level 6, 99 Queen Street  
Melbourne, VIC 3000**

## **LEGAL ADVISER TO THE OFFER**

**Hall & Wilcox  
Level 11, 525 Collins Street  
Melbourne VIC 3000**

## **SHARE REGISTRY**

**Boardroom Pty Limited  
Level 12, 225 George Street  
Sydney, NSW 2000**

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