

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of DomaCom Limited (the **Company**) will be held on **Monday 27th November 2023 at 11am AEDT**.

DomaCom advises that the meeting will be held online and as a physical meeting.

Shareholders will be able to attend in person at workspace 365, Level 5, 20 Bond Street, Sydney, NSW 2000.

Shareholders will also be able to attend through the following link:

<https://web.lumiagm.com/311-619-147>

It is recommended that shareholders login to the online platform at least 15 minutes prior to the scheduled start time for the AGM.

You will need the following information to participate in the AGM online:

- AGM meeting ID: 311-619-147
- Voting Access Code (VAC): located on your proxy form or AGM notification email which will be sent to you; and
- Your postcode registered on your holding if you are an Australian shareholder.

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement. The Explanatory Statement to the Notice of Meeting provides additional information on the matters to be considered at the Annual General Meeting.

In order to provide for an efficient virtual meeting, we request that any questions from Shareholders are provided to the Company Secretary prior to 11.00am on Thursday 23rd November 2023. We also strongly recommend that all Shareholders lodge their votes via the Company's share registry platform by appointing a proxy prior to 11.00am on Saturday 25th November 2023.

By order of the Board,

Philip Chard
Company Secretary

AGENDA

1. Welcome & Apologies
2. Chairman's Address
3. CEO Report
4. Receipt of Reports and Financial Statements
5. Resolutions
6. Any other business

Resolution 1 – Adoption of the Remuneration Report

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

That the Remuneration Report for the financial year ended 30 June 2023 be adopted.

Voting Exclusion Statement for Resolution 1:

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

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

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

Resolution 2 – Re-election of Mr Grahame Evans as a Director

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

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

Resolution 3 – Re-election of Mr Hilal Yassine as a Director

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

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

Resolution 4 – Election of Mr Steven James as a Director

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

THAT Mr Steven James, who was appointed to the board by the directors on 12th April 2023 in accordance with the Company's Constitution and is eligible for election, be elected as a Director of the Company.

Resolution 5 – Subsequent approval for the issue of up to 27,500,000 Ordinary Shares

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

THAT the issue of up to 27,500,000 Ordinary Shares on the terms and conditions set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 7.4.

Voting Exclusion Statement for Resolution 5:

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

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

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

Resolution 6 – Subsequent approval for the issue of up to 2,926,021 Convertible Notes

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

THAT the issue of up to 2,926,021 Convertible Notes on the terms and conditions set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 7.4.

Voting Exclusion Statement for Resolution 6:

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

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

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

Resolution 7 – Subsequent approval for the issue of up to 1,250,000 Options

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

THAT the issue of up to 1,250,000 Options on the terms and conditions set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 7.4.

Voting Exclusion Statement for Resolution 7:

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

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

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

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

Resolution 8 – Approval to issue up to 4,000,000 Convertible Notes

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

THAT for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 4,000,000 Convertible Notes on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion Statement for Resolution 8:

The Company will disregard any votes cast in favour of the resolution by a person, or an associate of that person, who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary security in the Company).

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

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

Resolution 9 – Approval to issue up to 2,500,000 Options

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

THAT for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 2,500,000 Options on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion Statement for Resolution 9:

The Company will disregard any votes cast in favour of the resolution by a person, or an associate of that person, who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary security in the Company).

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

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

Resolution 10 – Approval to issue up to 650,000 Convertible Notes

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

THAT for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 650,000 Convertible Notes on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion Statement for Resolution 10:

The Company will disregard any votes cast in favour of the resolution by a person, or an associate of that person, who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company).

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

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

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

Resolution 11 – Approval to issue up to 609,375 Options

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

THAT for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 609,375 Options on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion Statement for Resolution 11:

The Company will disregard any votes cast in favour of the resolution by a person, or an associate of that person, who is expected to participate in , or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).

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

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

Resolution 12 – Approval to issue up to 56,820,158 Ordinary Shares in satisfaction of payment of capitalised interest on convertible notes

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

THAT for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 56,820,158 Ordinary Shares on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion Statement for Resolution 12:

The Company will disregard any votes cast in favour of the resolution by a person, or an associate of that person, who is expected to participate in , or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).

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

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

Resolution 13 – Approval to issue 70,000 Convertible Notes to Mr Grahame Evans or his nominee

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

THAT for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 70,000 Convertible Notes to Mr Grahame Evans, a Director of the Company, on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion Statement for Resolution 13:

The Company will disregard any votes cast in favour of the resolution by or on behalf of the person, or an associate of that person, who is to receive the securities and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

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

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

Resolution 14 – Approval of 10% Placement Capacity

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

THAT the Company have the additional capacity to issue equity securities provided for in Listing Rule 7.1A.

Voting Exclusion Statement for Resolution 14:

There is no voting exclusion as at the time of dispatching the Notice of Meeting the entity is not proposing to make an issue of equity securities under Listing Rule 7.1A.2.

Resolution 15 – Amendment to Constitution

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

“That pursuant to, and in accordance with, section 136(2) of the Corporations Act, and for all other purposes, approval is given for the Company to amend the constitution of the Company in the manner set out in the Explanatory Statement with effect from the close of the Meeting”.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting on Monday 27th November 2023.

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

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

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

Financial Statements

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

Shareholders have been provided with all relevant information concerning these reports in the Annual Report of the Company for the year ended 30 June 2023 (**Annual Report**). A copy of the Annual Report has been sent to each Shareholder (other than those Shareholders who have previously elected not to receive the Annual Report, whether in paper form or electronically). Any Shareholder who has made this election and now wishes to receive a paper or electronic copy of the Annual Report should contact the Company to arrange receipt. The Annual Report can also be viewed, printed and downloaded from the Company's website at <https://domacom.com.au/investors/investor-relations/>

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

Resolution 1 Adoption of the Remuneration Report as set out in the Annual Report for 2023.

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

The Remuneration Report forms part of the Directors' Report and is included in the Annual Report for the financial year ended 30 June 2023.

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

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

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

Resolution 2 – Re-election of Mr Grahame Evans as a Director

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

As at the date of this Notice of Meeting, the DomaCom Board is comprised of seven directors. Both Mr Grahame Evans and Mr Hilal Yassine were re-elected as directors on 22 December 2021. Therefore, of the seven directors, they have held office for the longest period.

Mr Grahame Evans was appointed as a Non-Executive Director of the Company on 4 March 2013 and was re-elected on 13 November 2019 and 22 December 2021.

Mr Evans 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 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, voted in the top 10 management schools in the Asian region. Grahame's executive roles have included CEO Investments for Tower Australia, Managing Director, AMP Consulting and Group Managing Director of Centrepont Wealth. He is currently a non-executive director of listed Diverger Limited.

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

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

Resolution 3 – Re-election of Mr Hilal Yassine as a Director

Mr Hilal Yassine was appointed as a Non-Executive Director of the Company on 17 March 2021 and was re-elected on 22 December 2021.

Mr 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. First Quay Capital is a significant investor in DomaCom through FQC Fintech 2 Pty Ltd. 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 appointed a Director of the Company on 17 March 2021.

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

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

Resolution 4 – Election of Steven James as a Director

Steven has over 30 years' experience in the financial services industry. He has held senior roles at the Commonwealth Bank of Australia, National Australia Bank and Westpac, and was also a foreign exchange dealer at Deutsche Bank and Bank of America. Steven has, over time, built up a detailed knowledge of the FX trading, financial planning and stock-broking financial market segments. While working in the stock-broking sector, Steven was a key figure in developing Australia's largest wholesale broking business. He is currently a Director at Aston Consulting, which provides specialist strategic advice services, covering areas like capital raising, marketing and implementation, product distribution and implementation, digital transformation and corporate change management. Steven is also a highly experienced Company Director. He has been on the boards of a wide range of listed and unlisted entities, including sporting bodies, financial services organisations and property industry business groups.

Steven holds a Masters Degree in Financial Services Law from the Macquarie Graduate School of Management, a Master Stockbroker Qualification and a Diploma of Financial Markets. Steven is also a graduate of the Australian Institute of Company Directors and a Fellow of the Governance Institute of Australia.

Mr Steven James was appointed a Director of the Company on 12 April 2023.

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

Resolution 5 – Subsequent approval for the previous agreement to issue up to 27,500,000 Ordinary Shares

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

On 5 September 2023, DomaCom entered an agreement with Harmony Global Partners Limited to issue up to 27,500,000 Ordinary Shares for the provision of corporate advisory services (as announced on 5 September 2023). The terms of the agreement provide for the issue of up to 7,500,000 Ordinary Shares for strategic consultancy services, up to 7,500,000 Ordinary Shares as an advisory fee payable on completion of a proposed capital raise, and up to 12,500,000 Ordinary Shares on completion of a proposed equity transaction.

In order to refresh the Company's ability under Listing Rule 7.1 to issue Equity Securities without obtaining Shareholder approval, Shareholders are asked to ratify and approve the previous agreement to issue these Shares for the purposes of Listing Rule 7.4.

A summary of Listing Rules 7.1 and 7.4 is set out below. The issue of the Ordinary Shares the subject of Resolution 5 do not fall within any exemptions to Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder ratification of the agreement to issue up to 27,500,000 Ordinary Shares under the Company's 15% issue capacity under Listing Rule 7.1.

If the Shareholders approve Resolution 5, the agreement to issue up to 27,500,000 Ordinary Shares will be excluded from the calculations of the Company's 15% share issue capacity under Listing Rule 7.1.

If the Shareholders do not approve Resolution 5, the 27,500,000 Ordinary Shares the subject of Resolution 5 can still be issued, however, the agreement to issue up to 27,500,000 Ordinary Shares will be counted in the calculations of the Company's 15% limit under ASX Listing Rule 7.1, and the Company's ability under Listing Rule 7.1 to issue Equity Securities without obtaining Shareholder approval will be reduced accordingly.

b. Technical information required by ASX Listing Rule 7.4

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.5:

Requirement	Detail
The names of the persons to whom the Company agreed to issue the Ordinary Shares or the basis on which those persons were determined	The Ordinary Shares were agreed to be issued to Harmony Global Partners Limited

Requirement	Detail
The number of Ordinary Shares agreed to be issued	Up to 27,500,000
The proposed date on which the Ordinary Shares will be issued	27 December 2023 is the proposed date of issue, however, the issue date will be no later than 3 months after the AGM.
The consideration received for the issue of Ordinary Shares	The Ordinary Shares that were agreed to be issued are for non-cash consideration represented by the corporate advisory services provided to the Company by Harmony Global Partners Limited
The purpose of the issue of Ordinary Shares	The Ordinary Shares that were agreed to be issued as consideration for corporate advisory services provided to the Company by Harmony Global Partners Limited
Material terms of relevant agreement	As announced on 5 September 2023, the Company entered an agreement with Harmony Global Partners Limited to be appointed as strategic adviser, reviewing and providing a range of strategic and corporate advisory services. Harmony Global Partners Limited will receive a combination of cash and shares for its services. The term of the appointment is 3 months. DomaCom has the right to extend the scope and timeframe with 30 days written notice.
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

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

Resolutions 6 - 13 - Proposed Capital Raise

a. Background information

The following background information is provided in respect of Resolutions 6-13.

On 10 October 2023, DomaCom announced a capital raise of up to \$6 million through the issuance of convertible notes ('Proposed Capital Raise'). This commenced with an initial fully underwritten raising of \$2 million ('Tranche 1') through the proposed issue of 2 million convertible notes with a face value of \$1.00 to wholesale investors, with a 5-year maturity date, paying an annual interest rate of 12% and a conversion price of \$0.08 ('New Notes'). Tranche 1 is to be undertaken in reliance on the Company's Listing Rule 7.1 capacity and

there is also an ability to accept oversubscriptions of a further 926,021 New Notes under the Company's remaining Listing Rule 7.1 capacity. The Company is seeking ratification of the issue of New Notes in respect of Tranche 1 and any oversubscriptions in Resolution 6.

Furthermore, DomaCom intends to seek subscription for up to an additional \$4 million ('Tranche 2') to be raised through the issue of 4 million convertible notes with a face value of \$1.00 with the same terms as Tranche 1 to wholesale investors subject to shareholder approval. The Company is seeking approval for the issue of New Notes in respect of Tranche 2 in Resolution 8.

The New Notes under Tranche 1 have not as yet been issued but may be issued prior to or after the AGM. DomaCom and its advisers are seeking to secure subscriptions for Tranche 2 as soon as possible, which will be subject to shareholder approval at the forthcoming AGM. As a result, subject to securing subscriptions and shareholder approval, the earliest date for completion of Tranche 2 would be shortly after the AGM, however it is possible that all or part of Tranche 2 (subject to securing subscriptions) may not complete until 31 January 2024 - prior to the maturity date of 1 February 2024 for existing convertible notes with a face value of \$3.6 million ('Existing Convertible Notes').

HC Securities Pty Ltd are underwriting \$1,850,000 of the amount being raised under Tranche 1. Sub-underwriting of up to \$1,850,000 is provided by Halo Technologies Holdings Limited. The remaining \$150,000 is being underwritten by two large existing shareholders and noteholders. Halo Technologies Limited is categorised as a substantial (10%+) holder of Shares in DomaCom. As Halo Technologies Holdings Limited may subscribe for New Notes as a sub-underwriter, Listing Rule 10.1 is applicable to any security which may be granted in respect of the New Notes. As a result, the New Note issued under Tranche 1 will initially be unsecured and security will only be granted to the extent that either no parties who are subject to Listing Rule 10.1 hold the New Notes or if they do (which will be the case is Halo Technologies Holdings Limited subscribes for New Notes), that an ASX waiver is granted in relation to ASX Listing Rule 10.1 that will allow such holders to have the benefit of security in respect of the New Notes. The underwriting is conditional on the holders of existing secured convertible notes entering an intercreditor deed in respect of Tranche 1.

Options will be issued to the underwriters with a strike price of \$0.10 and an expiry date of 5 years after the first issue New Notes and will otherwise be on the terms set out in Appendix B. The Company is seeking approval for the issue of options to the underwriters in Resolution 7.

In addition, Options may be issued for the provision of services by the lead manager in respect of Tranche 2 with a strike price of \$0.10 and an expiry date of 5 years after the first issue New Notes and will otherwise be on the terms set out in Appendix B. The Company is seeking approval for the issue of options to the lead manager in Resolution 9.

Of the Existing Convertible Notes, holders currently holding unsecured notes with a face value of \$650,000 are being offered the ability to exchange their existing unsecured notes for New Notes of the same face value ('Note Swap') and in doing so will access the same terms as the Tranche 1 New Notes. Options will be issued to the existing convertible noteholders that take up the offer of the Note Swap. The options will have a strike price of \$0.10 and will otherwise be on the terms set out in Appendix B. Both the New Notes issued under the Note Swap and the options will be subject to shareholder approval. The Company is seeking approval for the issue of New Notes issued under the Note Swap in Resolution 10 and for the issue of options to participants in the Note Swap in Resolution 11.

The remaining Existing Convertible Notes with a face value of \$2,950,000 are secured. Completion of the capital raise is conditional on the holders of these secured Existing Convertible Notes entering into an appropriate intercreditor deed and the payment of a facilitation fee of \$300,000.

The terms of the New Notes also include the ability to capitalise interest if the interest is not paid in cash. If Company seeks shareholder approval to permit the issue of Shares in satisfaction of capitalised interest in Resolution 12.

Mr Grahame Evans, a director of the Company, or his nominee, proposes to participate in Tranche 2 in an amount of \$70,000. This participation is subject to the approval of Shareholders for the purposes of Listing Rule 10.11, which approval is the subject of Resolution 13. Mr Evans participation in the Proposed Capital Raise, if approved, will form part of Tranche 2 and will not be in addition to Tranche 2. As above, the terms of the New Notes include the ability to capitalise interest if the interest is not paid in cash. If the Company elects to capitalise interest at 12% per annum on all New Notes proposed to be issued to Mr Evans for the 5-year period to maturity (at a conversion price of \$0.08), then on conversion up to a further 525,000 Ordinary Shares would be issued by the Company to Mr Evans.

Any issue of the Shares on conversion of the New Notes or in respect of Interest Shares (as defined at page 29 of this Notice of Meeting) will dilute the voting interests and may dilute the economic interests of Shareholders who do not receive New Notes (which are subsequently converted into Ordinary Shares).

The table below seeks to demonstrate the maximum potential dilution of existing Shareholders resulting from the issue of the New Notes and the Interest Shares.

Dilution event - issued share capital	Maximum number of Shares	% of total issued capital
Number of Shares currently on issue	435,501,773	74.19%
Conversion of New Notes issued under Tranche 1 (Resolution 6)	36,575,263	6.23%
Conversion of New Notes under Tranche 2 (Resolution 8)	50,000,000	8.52%
Conversion of New Notes under Note Swap (Resolution 10)	8,125,000.00	1.38%
Issue of Interest Shares (Resolution 12)	56,820,158	9.68%
Total	587,022,194	100.00%

Dilution summary - impact on example shareholdings			
	Holding of example shareholder	% of current issued capital	% holding post issue of Interest Shares¹
Example shareholder 1	10,000,000	2.30%	1.70%
Example shareholder 2	20,000,000	4.59%	3.41%
Example shareholder 3	30,000,000	6.89%	5.11%

The tables above assume:

1. The current number of Shares on issue as at 16 October 2023 is 435,501,773.
2. All New Notes issued under Tranche 1, Tranche 2 and the Note Swap are fully subscribed and converted into Shares.
3. Interest in respect of all New Notes is satisfied in Interest Shares (not paid in cash).
4. No other Shares are issued in the Company.

b. Listing Rules

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of Shares on issue at the commencement of that 12 month period ("15% share issue capacity"). The issue of the various Equity Securities the subject of Resolutions 6 - 12 do not fall within any of these exemptions.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to, amongst others, a Related Party, unless it obtains the approval of its shareholders.

Grahame Evans is a director of the Company and as such Mr Evans and entities controlled by Mr Evans are Related Parties of the Company.

Further information regarding each Resolutions 6 - 13 is set out below.

Resolution 6 – Subsequent approval for the issue of up to 2,926,021 Convertible Notes

a. Ratification of Tranche 1 New Notes to be issued in reliance on Listing Rule 7.1

As detailed above, DomaCom proposes to issue up to 2,926,021 New Notes with a face value of \$1.00 each and a conversion price of \$0.08.

In order to refresh the Company's ability under Listing Rule 7.1 to issue Equity Securities without obtaining Shareholder approval, Shareholders are asked to ratify and approve the issue of the New Notes under Tranche 1 for the purposes of Listing Rule 7.4.

A summary of Listing Rules 7.1 and 7.4 is set out above. The issue of the Tranche 1 New Notes does not fall within any exemptions to Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder ratification of the previously proposed issue of up to 2,926,021 New Notes (which may be issued prior to or after the AGM) under the Company's 15% share issue capacity under Listing Rule 7.1.

If the Shareholders approve Resolution 6, the previously proposed issue of up to 2,926,021 New Notes (and the Shares issued on conversion, being up to 36,575,263 Shares) will be excluded from the calculations of the Company's 15% share issue capacity under Listing Rule 7.1.

If the Shareholders do not approve Resolution 6, the Company will still be entitled to issue the New Notes the subject of Resolution 6, however, the previously proposed issue of up to 2,926,021 New Notes (and the Shares issued on conversion, being up to 36,575,263 Shares) will be counted in the calculations of the Company's 15% limit under ASX Listing Rule 7.1, and the Company's ability under Listing Rule 7.1 to issue Equity Securities without obtaining Shareholder approval will be reduced accordingly.

b. Technical information required by ASX Listing Rule 7.4

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.5:

Requirement	Detail
The names of the persons to whom the Company agreed to issue the Tranche 1 New Notes or the basis on which those persons were determined	<p>Sophisticated and wholesale investors only identified by the Company.</p> <p>The Tranche 1 New Notes may be issued to Halo Technologies Limited (as partial sub-underwriter of Tranche 1 in an amount of \$1,850,000). Halo Technologies Limited is categorised as a substantial (10%+) holder of Shares in DomaCom.</p> <p>It is not proposed that any other New Notes the subject of this Resolution 6 will be issued to:</p>

Requirement	Detail
	<ul style="list-style-type: none"> - a related party of the Company; - a member of the Company's KMP; - a substantial holder of the Company; - an adviser to the Company; or - an associate of any of the above, <p>where they are being issued more than 1% of the Company's current issued capital.</p>
The number of Tranche 1 New Notes agreed to be issued	Up to 2,926,021 New Notes (with a conversion price of \$0.08 per conversion Share), which may be converted into up to 36,575,263 Shares
Material terms of Tranche 1 New Notes	The material terms and conditions of the Tranche 1 New Notes are set out in Appendix A
The proposed date on which the Tranche 1 New Notes will be issued	31 October 2023 is the proposed date of issue, however, if the securities have not been issued as at the date of the AGM, the issue date will be no later than 3 months after the AGM.
Price at which the Tranche 1 New Notes were agreed to be issued	\$1.00 per New Note
The use (or intended use) of the funds raised	Working capital, funding the costs of the capital raise and to partially repay the existing secured noteholders
Material terms of relevant agreement	The Company will enter subscription agreements with each investor who subscribes for the New Notes. These agreements will be on market standard terms and set out the terms of the New Notes in accordance with Appendix A.
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

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

Resolution 7 – Subsequent approval for the previous agreement to issue up to 1,250,000 Options

a. Ratification of Options to be issued in reliance on Listing Rule 7.1

As detailed above, DomaCom proposes to issue up to 1,250,000 Options to purchase Ordinary Shares in DomaCom Limited with a strike price of \$0.10 and a maturity date of 31 October 2028 ('Tranche 1 Options') to underwriters, in connection with Tranche 1 of the Proposed Capital Raise,

In order to refresh the Company's ability under Listing Rule 7.1 to issue Equity Securities without obtaining Shareholder approval, Shareholders are asked to ratify and approve the proposed issue of these Tranche 1 Options for the purposes of Listing Rule 7.4.

A summary of Listing Rules 7.1 and 7.4 is set out above. The issue of the Tranche 1 Options do not fall within any exemptions to Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder ratification of the previously proposed issue up to 1,250,000 Tranche 1 Options under the Company's 15% share issue capacity under Listing Rule 7.1.

If the Shareholders approve Resolution 7, the previously proposed issue of up to 1,250,000 Tranche 1 Options will be excluded from the calculations of the Company's 15% share issue capacity under Listing Rule 7.1.

If the Shareholders do not approve Resolution 7, the Company will still be entitled to issue the Tranche 1 Options, however, the previously proposed issue of up to 1,250,000 Tranche 1 Options will be counted in the calculations of the Company's 15% limit under ASX Listing Rule 7.1, and the Company's ability under Listing Rule 7.1 to issue Equity Securities without obtaining Shareholder approval will be reduced accordingly.

b. Technical information required by ASX Listing Rule 7.4

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.5:

Requirement	Detail
The names of the persons to whom the Company agreed to issue the Options or the basis on which those persons were determined	<p>The Company has agreed to issue the Tranche 1 Options to the underwriters of Tranche 1 of the Proposed Capital Raise.</p> <p>1,156,250 Tranche 1 Options may be issued to Halo Technologies Limited (as partial sub-underwriter of Tranche 1 in an amount of \$1,850,000). Halo Technologies Limited is categorised as a substantial (10%+) holder of Shares in DomaCom.</p> <p>The other two underwriters are existing shareholders and noteholders, however,</p>

Requirement	Detail
	<p>it is not proposed that any other Tranche 1 Options will be issued to:</p> <ul style="list-style-type: none"> - a related party of the Company; - a member of the Company's KMP; - a substantial holder of the Company; - an adviser to the Company; or - an associate of any of the above, <p>where they are being issued more than 1% of the Company's current issued capital.</p>
The number of Tranche 1 Options issued	1,250,000
Exercise price of Tranche 1 Options	\$0.10
Material terms of the Tranche 1 Options	The material terms and conditions of the Tranche 1 Options are set out in Appendix B
The proposed date on which the Tranche 1 Options will be issued	31 October 2023 is the proposed date of issue, however, if the securities have not been issued as at the date of the AGM, the issue date will be no later than 3 months after the AGM.
Price at which the Tranche 1 Options were issued	The Company has agreed to issue the Tranche 1 Options have been agreed to be issued for nil cash consideration. The Tranche 1 Options represent partial consideration for underwriting services provided to the Company
The use (or intended use) of the funds raised	No funds will be raised from the issue as the Tranche 1 Options have been agreed to be issued for nil cash consideration
Material terms of relevant agreement	The Company entered underwriting commitments with each underwriter as announced on 10 October 2023. The underwriting is for an amount of \$2million of Tranche 1. A 9% fee is payable in addition to the Tranche 1 Options. The underwriting is conditional on the holders of the secured Existing Convertible Notes formally consenting to and entering into an appropriate intercreditor deed in respect of the Tranche 1 New Notes.

Requirement	Detail
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

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

Resolution 8 – Approval to issue up to 4,000,000 Convertible Notes

a. Approval of Convertible Notes proposed to be issued in reliance on Listing Rule 7.1

As detailed above, DomaCom intends to raise up to \$4 million through the issue of up to 4,000,000 New Notes, under Tranche 2 of the Proposed Capital Raise.

Resolution 8 seeks Shareholder approval for the issue of up to 4,000,000 Tranche 2 New Notes with a face value of \$1.00 each, with a 5-year maturity date, paying an annual interest rate of 12% and a conversion price of \$0.08.

A summary of Listing Rule 7.1 is set out above. The issue of the Tranche 2 New Notes does not fall within any exemptions to Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder approval of the proposed issue of up to 4,000,000 Tranche 2 New Notes for the purposes of Listing Rule 7.1.

If the Shareholders approve Resolution 8, it will allow the Company to issue the Tranche 2 New Notes during the 3 months after the Meeting.

If the Shareholders do not approve Resolution 8, the Company will not be able issue the Tranche 2 New Notes unless it has placement capacity pursuant to Listing Rule 7.1 and is acting in compliance with Listing Rule 7.1B.2.

b. Technical information required by ASX Listing Rule 7.1

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.3:

Requirement	Detail
The names of the persons to whom the Company will issue the Tranche 2 New Notes or the basis on which those persons were determined	<p>Sophisticated and wholesale investors only identified by the Company.</p> <p>None of the participants in the Tranche 2 New Notes the subject of Resolution 8 will be:</p> <ul style="list-style-type: none"> - a related party of the Company; - a member of the Company's KMP;

Requirement	Detail
	<ul style="list-style-type: none"> - a substantial holder of the Company; - an adviser to the Company; or - an associate of any of the above, where they are being issued more than 1% of the Company's current issued capital.
The number of Tranche 2 New Notes proposed to be issued	Up to 4,000,000 New Notes (with a conversion price of \$0.08 per conversion Share), which may be converted into up to 50,000,000 Shares
Material terms of Tranche 2 New Notes	The material terms and conditions of the Tranche 2 New Notes are set out in Appendix A
The proposed date on which the Tranche 2 New Notes will be issued	No later than 3 months after the date of the AGM.
Price at which the Tranche 2 New Notes will be issued	\$1.00 per New Note
The use (or intended use) of the funds raised	Working capital, funding the costs of the capital raise and to partially repay the existing secured noteholders
Material terms of relevant agreement	The Company will enter subscription agreements with each investor who subscribes for the New Notes. These agreements will be on market standard terms and set out the terms of the New Notes in accordance with Appendix A.
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 8.

Resolution 9 – Approval to issue up to 2,500,000 Options

a. Approval of Options proposed to be issued in reliance on Listing Rule 7.1

As detailed above, DomaCom intends to issue up to 2,500,000 Options to purchase Ordinary Shares in DomaCom Limited with a strike price of \$0.10 and a maturity date of 31 October 2028 ('Tranche 2 Options') to the lead manager, in connection with Tranche 2 of the Proposed Capital Raise.

Resolution 9 seeks Shareholder approval for the issue of up to 2,500,000 Tranche 2 Options.

A summary of Listing Rule 7.1 is set out above. The issue of the Tranche 2 Options do not fall within any exemptions to Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder approval of the proposed issue up to 2,500,000 Tranche 2 Options for the purposes of Listing Rule 7.1.

If the Shareholders approve Resolution 9, it will allow the Company to issue the Tranche 2 Options during the 3 months after the Meeting.

If the Shareholders do not approve Resolution 9, the Company will not be able issue the Tranche 2 Options unless it has placement capacity pursuant to Listing Rule 7.1 and is acting in compliance with Listing Rule 7.1B.2.

b. Technical information required by ASX Listing Rule 7.1

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.3:

Requirement	Detail
The names of the persons to whom the Company will issue the Tranche 2 Options or the basis on which those persons were determined	The lead manager of Tranche 2 of the Proposed Capital Raise, being HC Securities Pty Ltd which is not <ul style="list-style-type: none">- a related party of the Company;- a member of the Company's KMP;- a substantial holder of the Company;- an adviser to the Company; or- an associate of any of the above.
The number of Tranche 2 Options proposed to be issued	Up to 2,500,000 Options (which may be exercised into 2,500,000 Shares).
Material terms of Tranche 2 Options	The material terms and conditions of the Tranche 2 Options are set out in Appendix B
The proposed date on which the Tranche 2 Options will be issued	No later than 3 months after the date of the AGM.
Price at which the Tranche 2 Options will be issued	The Company has agreed to issue the Tranche 2 Options for nil cash

Requirement	Detail
	consideration. The Tranche 2 Options represent partial consideration for lead manager services provided to the Company
The use (or intended use) of the funds raised	No funds will be raised from the issue as the Tranche 2 Options have been agreed to be issued for nil cash consideration.
Material terms of relevant agreement	The Company has agreed with the lead manager that a 6% fee is payable in addition to the Tranche 2 Options in connection the placement of Tranche 2 of the Proposed Capital Raising.
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 9.

Resolution 10 – Approval to issue up to 650,000 Convertible Notes

a. Approval of Convertible Notes proposed to be issued in reliance on Listing Rule 7.1

As noted above, in respect of the Existing Convertible Notes, DomaCom intends to offer holders currently holding unsecured notes with a total face value of \$650,000 the ability to exchange their existing unsecured notes for New Notes of the same face value, and in doing so, access the same terms as the Tranche 1 New Notes.

Resolution 10 seeks Shareholder approval for the issue of up to 650,000 New Notes under the Note Swap, a face value of \$1.00 each, with a 5-year maturity date, paying an annual interest rate of 12% and a conversion price of \$0.08.

A summary of Listing Rule 7.1 is set out above. The issue of the New Notes under the Note Swap do not fall within any exemptions to Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder approval of the proposed issue of up to New Notes under the Note Swap, for the purposes of Listing Rule 7.1

If the Shareholders approve Resolution 10, it will allow the Company to issue the New Notes under the Note Swap during the 3 months after the Meeting.

If the Shareholders do not approve Resolution 10, the Company will not be able issue the New Notes under the Note Swap unless it has placement capacity pursuant to Listing Rule 7.1 and is acting in compliance with Listing Rule 7.1B.2.

b. Technical information required by ASX Listing Rule 7.1

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.3:

Requirement	Detail
The names of the persons to whom the Company will issue the New Notes under the Note Swap or the basis on which those persons were determined	<p>Sophisticated and wholesale investors only who currently hold existing unsecured notes.</p> <p>None of the participants in the Note Swap will be:</p> <ul style="list-style-type: none">- a related party of the Company;- a member of the Company's KMP;- a substantial holder of the Company;- an adviser to the Company; or- an associate of any of the above, <p>where they are being issued more than 1% of the Company's current issued capital.</p>
The number of New Notes under the Note Swap proposed to be issued	Up to 650,000 New Notes (with a conversion price of \$0.08 per conversion Share), which may be converted into up to 8,125,000 Shares
Material terms of New Notes under the Note Swap	The material terms and conditions of the New Notes under the Note Swap are set out in Appendix A
The proposed date on which the New Notes under the Note Swap will be issued	No later than 3 months after the date of the AGM.
Price at which the New Notes under the Note Swap will be issued	The issue price of the New Notes is \$1.00 per New Note. However, the redemption price in respect of the Existing Convertible Notes held by relevant holders offered the Note Swap will be applied in satisfaction of the issue price of the corresponding number of New Notes.
The use (or intended use) of the funds raised	The Company will not raise any funds as a result of the issue of the New Notes under the Note Swap, but it will have satisfied the obligation to make repayment of the Existing Convertible Notes which are subject to the Note Swap in an equivalent amount.
Material terms of relevant agreement	The Company will enter subscription agreements with each investor who subscribes for the New Notes under the Note Swap. These agreements will be on

Requirement	Detail
	market standard terms and set out the terms of the New Notes in accordance with Appendix A. In addition, the Company will enter a redemption deed with each investor to make provision for the application of the redemption price of the Existing Convertible Notes in satisfaction of the issue price for the New Notes under the Note Swap. This will also provide for the issue of the Note Swap Options subject to shareholder approval (refer to Resolution 11).
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 10.

Resolution 11 – Approval to issue up to 609,375 Options

a. Approval of Options proposed to be issued in reliance on Listing Rule 7.1

As detailed above, DomaCom intends to issue up to 609,375 Options to holders of Existing Convertible Notes who participate in the Note Swap ('Note Swap Options').

Resolution 11 seeks Shareholder approval for the issue of up to 609,375 Note Swap Options.

A summary of Listing Rule 7.1 is set out above. The issue of the Note Swap Options do not fall within any exemptions to Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder approval of the proposed issue up to 609,375 Note Swap Options for the purposes of Listing Rule 7.1.

If the Shareholders approve Resolution 11, it will allow the Company to issue the Note Swap Options during the 3 months after the Meeting.

If the Shareholders do not approve Resolution 11, the Company will not be able issue the Note Swap Options unless it has placement capacity pursuant to Listing Rule 7.1 and is acting in compliance with Listing Rule 7.1B.2.

b. Technical information required by ASX Listing Rule 7.1

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.3:

Requirement	Detail
The names of the persons to whom the Company will issue the Note Swap Options or the basis on which those persons were determined	<p>Sophisticated and wholesale investors only who currently hold existing unsecured notes and who participate in the Note Swap.</p> <p>None of the participants in the Note Swap will be:</p> <ul style="list-style-type: none"> - a related party of the Company; - a member of the Company's KMP; - a substantial holder of the Company; - an adviser to the Company; or - an associate of any of the above, <p>where they are being issued more than 1% of the Company's current issued capital.</p>
The number of Note Swap Options proposed to be issued	Up to 609,375 Options (which may be exercised into 609,375 Shares).
Material terms of Note Swap 2 Options	The material terms and conditions of the Note Swap Options are set out in Appendix B
The proposed date on which the Note Swap Options will be issued	No later than 3 months after the date of the AGM
Price at which the Note Swap Options will be issued	The Company has agreed to issue the Note Swap Options for nil cash consideration. The Note Swap Options represent partial consideration for holders of Existing Convertible Notes participating the Note Swap
The use (or intended use) of the funds raised	No funds will be raised from the issue as the Note Swap Options have been agreed to be issued for nil cash consideration.
Material terms of relevant agreement	The Company will enter subscription agreements with each investor who subscribes for the New Notes under the Note Swap. These agreements will be on market standard terms and set out the terms of the New Notes in accordance with Appendix A. In addition, the Company will enter a redemption deed with each investor to make provision for the application of the redemption price of the Existing Convertible Notes in satisfaction of the issue price for the New Notes under the Note Swap. This will also

Requirement	Detail
	provide for the issue of the Note Swap Options subject to shareholder approval.
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 11.

Resolution 12 – Approval to issue up to 56,820,158 Ordinary Shares in satisfaction of payment of capitalised interest on convertible notes

a. General

As detailed above, DomaCom proposes to issue 7,576,021 New Notes in connection with the Proposed Capital Raise. The terms of the New Notes include the ability to capitalise interest if the interest is not paid in cash. If the Company elects to capitalise interest at 12% per annum on all New Notes proposed to be issued for the 5-year period to maturity (at a conversion price of \$0.08), then on conversion up to 56,820,158 additional Ordinary Shares would be issued by the Company.

A summary of Listing Rule 7.1 is set out above. The issue of the Shares the subject of Resolution 12 does not fall within any exemptions to Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder approval of the proposed issue of up to 56,820,158 Ordinary Shares to holders of New Notes ('Interest Shares') for the purposes of Listing Rule 7.1.

If the Shareholders approve Resolution 12, it will allow the Company to issue the Interest Shares during the 3 months after the Meeting (or a longer period, if allowed by ASX).

If the Shareholders do not approve Resolution 12, the Company will not be able issue the Interest Shares unless it has placement capacity pursuant to Listing Rule 7.1 and is acting in compliance with Listing Rule 7.1B.2, and will need to make payment of the interest on the New Notes in cash.

b. Technical information required by ASX Listing Rule 7.3

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.3:

Requirement	Detail
The names of the persons to whom the Company agreed to issue the Ordinary Shares or the basis on which those persons were determined	Sophisticated and wholesale investors only who are issued New Notes. Refer to the description of the holders of New Notes above in respect of Resolutions 6, 8, 10.
The number of Shares to be issued	Up to 56,820,158 Ordinary Shares
The date by which the Company will issue the Ordinary Shares	No later than 3 months after the date of the AGM, or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules. A waiver will be sought from the ASX to extend the approval to the maturity date of the New Notes (being 5 years from issue), however, there is no guarantee that such a waiver will be granted. If granted, details of the waiver will be released to the ASX.
Price or other consideration the Company will receive	The accrued interest will be converted into Ordinary Shares at a rate of \$0.08 per Share. As such, the Company will not raise any funds from the issue of the Interest Shares.
The intended use of the funds raised	The Company will not raise any funds from the issue of the Interest Shares as they are to be issued in satisfaction of cash payment of interest to holders of New Notes.
Material terms of relevant agreement	The Company will enter subscription agreements with each investor who subscribes for the New Notes. These agreements will be on market standard terms and set out the terms of the New Notes in accordance with Appendix A.
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

c. Recommendation

The Board recommends that the Shareholders vote in favour of Resolution 12.

Resolution 13 – Approval to issue 70,000 Convertible Notes to Mr Grahame Evans or his nominee

a. General

As noted above, Mr Grahame Evans, a Director of the Company, (or his nominee) is seeking to make an application for 70,000 Convertible Notes through Tranche 2 of the proposed issue.

A summary of Listing Rule 10.11 is set out above. The issue of Tranche 2 New Notes to Grahame Evans (or his nominee) do not fall within any exemptions to Listing Rule 10.11.

In addition, the terms of the New Notes include the ability to capitalise interest if the interest is not paid in cash. If the Company elects to capitalise interest at 12% per annum on all New Notes proposed to be issued to Mr Evans for the 5-year period to maturity (at a conversion price of \$0.08), then on conversion up to a further 525,000 additional Ordinary Shares would be issued by the Company to Mr Evans (or his nominee) ('Evans Interest Shares').

Accordingly, the purpose of Resolution 13 is to seek shareholder approval to allow the 70,000 New Notes to be issued to Mr Grahame Evans for the purposes of Listing Rule 10.11 as well as the Evans Interest Shares.

If Shareholders approve Resolution 13, the Company will be able to proceed with raising funds through the issue of New Notes to Grahame Evans (or his nominee) as part of Tranche 2 of the Proposed Capital Raise and issues the Evans Interest Shares during the 1 month after the Meeting (or a longer period, if allowed by ASX).

If Resolution 12 is not approved then the Company will not be able to proceed with the issue of New Notes to Mr Grahame Evans (or his nominee) or the issue of the Evans Interest Shares and will need to seek alternative investors in respect of that part of the Proposed Capital Raise (being an amount of \$70,000).

b. Technical information required by ASX Listing Rule 10.11

The following information is provided pursuant to and in accordance with ASX Listing Rule 10.13:

Requirement	Detail
The name of the person	Mr Grahame Evans (or his nominee)
Category of issue under LR10.11	Issue of New Notes to a Director (or their controlled entities) of the Company as a related party (falling into the category stipulated by Listing Rule 10.11.1)
The number of Shares to be issued	70,000 New Notes (with a conversion price of \$0.08 per conversion Share), which may be converted into up to 875,000 Shares Up to 525,000 Evans Interest Shares

Requirement	Detail
Material terms of New Notes	The material terms and conditions of the New Notes the subject of this Resolution 12 are set out in Appendix A
The date by which the Company will issue the New Notes and Evans Interest Shares	No later than 1 month after the date of the AGM, or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules.
Price at which the New Notes are to be issued	<p>\$1.00 per New Note</p> <p>The accrued interest will be converted into Ordinary Shares at a rate of \$0.08 per Share. As such, the Company will not raise any funds from the issue of the Evans Interest Shares.</p>
The intended use of the funds raised	<p>From the New Notes, funds will be used for working capital, funding the costs of the capital raise and to partially repay the existing secured noteholders.</p> <p>The Company will not raise any funds from the issue of the Evans Interest Shares as they are to be issued in satisfaction of cash payment of interest to holders of New Notes.</p>
Material terms of relevant agreement	The Company will enter subscription agreements with each investor who subscribes for the New Notes, including Mr Evans (or his nominee). These agreements will be on market standard terms and set out the terms of the New Notes in accordance with Appendix A.
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

c. Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a Related Party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out sections 210 to 216 of the Corporations Act.

The issue of the New Notes and Evans Interest Shares to Mr Evans (or his nominee) the subject of Resolution 13 constitutes giving a financial benefit and Mr Evans is a Related Party of the Company as outlined above.

However, the Board (with Grahame Evans abstaining) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the New Notes and the Evans Interest Shares the subject of Resolution 13 because these New Notes and Evans Interest Shares will be issued to Mr Evans (or his nominee) on the same terms as New Notes and Interest Shares will be issued to non-related party participants in the Proposed Capital Raising and as such the giving of the financial benefit in on arm's length terms.

d. Recommendation

The Board, (other than Grahame Evans who has a material personal interest in the outcome of Resolution 13), recommends that the Shareholders vote in favour of Resolution 13.

Resolution 14 – Approval of 10% Placement Capacity

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

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

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and had a market capitalisation at the close of business on 12 October 2023 of \$6,532,527 based on a share price of \$0.015.

The effect of Resolution 14 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue during the period up to 12 months after the Annual General Meeting, without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

If the Shareholders do not approve Resolution 14, the Company will not be able to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue during the period up to 12 months after the Annual General Meeting, without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

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

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

(A x D) - E

Where:

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

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

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

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

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

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7. 1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of ordinary shares under Listing Rule 7.4.

As the Company has been admitted to the official list for 12 months or more, the relevant period means the 12 month period immediately preceding the date of issue or agreement.

TECHNICAL INFORMATION REQUIRED BY LISTING RULE 7.1A

In accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 14:

a) Minimum price

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

- (i) the date on which the price at which the Equity Securities are to be issued is agreed (**Agreed Issue Date**); or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the Agreed Issue Date, the date on which the Equity Securities are issued.

b) Date of issue

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

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

c) Risk of dilution

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

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

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

Voting Dilution				
Number of shares on issues (Variable A)	Dilution Variable	\$0.0075 (50% decrease in current issue price)	\$0.015 (current issue price)	\$0.0225 (50% increase in current issue price)
435,501,773 (Current)	Additional 10% shares issued	43,550,177	43,550,177	43,550,177
	Funds raised	326,626.33	653,252.66	979,878.99
653,252,660 (50% increase)*	Additional 10% shares issued	65,325,266	65,325,266	65,325,266
	Funds raised	489,939.49	979,878.99	1,469,818.48
871,003,546 (100% increase)*	Additional 10% shares issued	87,100,355	87,100,355	87,100,355
	Funds raised	653,252.66	1,306,505.32	1,959,757.98

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

The table above uses the following assumptions:

1. The current number of Shares on issue is the Shares on issue as at 16 October 2023.
2. The current issue price is the closing price of the Shares on the ASX on 16 October 2023.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
5. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.

Shareholders should note that there is a risk that:

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

d) Purpose of issue under 10% Placement Capacity

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

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

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

e) Allocation under the 10% Placement Capacity

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

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

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

(f) Previous approval under Listing Rule 7.1A

The Company previously obtained approval under Listing Rule 7.1A at its Annual General Meeting on 16 November 2022 ("Previous Approval"). The Company has issued no Shares pursuant to the Previous Approval.

During the 12-month period preceding the date of the Meeting, being on and from 27 November 2022, the Company has issued no Shares. Therefore there has been no dilution of the equity securities on issue during this period.

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 14.

Resolution 15 – Amendment to Constitution

(a) Background

Pursuant to the Corporations Act, the Company's Constitution may only be amended or repealed by special resolution, that is, by a resolution that has been passed by at least 75% of the votes cast by Shareholders entitled to vote on the resolution.

Resolution 15 is a special resolution to amend the Company's existing Constitution (**Existing Constitution**) and adopt an amended Constitution (**Amended Constitution**) to permit the use of technology at general meetings, including wholly virtual meetings, to the extent permitted under the Corporations Act, Listing Rules and applicable law.

Additionally, Clause 4.9 of the Existing Constitution includes provisions dealing with ASX restricted securities. Since adoption of the Existing Constitution, the ASX has amended the Listing Rules to require that for so long as a company has restricted securities on issue its constitution must include specific language regarding restricted securities. Although the Company does not currently have any restricted securities on issue, it is proposed that the Existing Constitution also be updated to be consistent with the requirements of Listing Rule 15.12.

The Existing Constitution was adopted on 18 November 2015. A copy of the Amended Constitution is available for review by Shareholders at the office of the Company. A copy of the Amended Constitution can also be sent to Shareholders on request to the Company Secretary.

Resolution 15 proposes to amend the Existing Constitution to account for recent developments in law and general corporate practice for ASX-listed companies to use virtual meeting technology to hold meetings of Shareholders, and to be consistent with the requirements of Listing Rule 15.12 in respect of restricted securities.

The *Corporations Amendments (Meetings and Documents) Act 2022* amends the Corporations Act to allow for meeting of members to be held physically, as a hybrid or, if expressly permitted by the entity's constitution, virtually (provided that members, as a whole, are given reasonable opportunity to participate in the meeting).

The Company's Existing Constitution does not expressly permit the Company to hold wholly virtual general meetings. The Company would like to amend its Existing Constitution to ensure that the Company will be able to take advantage of the increased flexibility and accessibility that the virtual meetings provisions offer in respect of general meetings, especially in light of recent unforeseeable events such as COVID-19 that have highlighted the need for companies to be able to adapt quickly.

The Directors believe the proposed amendments are an important step in ensuring Shareholders can continue to exercise their rights to participate in and vote at meetings with minimal disruptions in the event of future movement and gathering restrictions caused the COVID-19 pandemic or otherwise.

Virtual meetings are those which are held entirely online utilising audio or audio and visual communication technology.

(b) Proposed Amendments to the Constitution

It is proposed that the Existing Constitution be amended as follows:

- (i) By deleting clause 4.9 of the Constitution in its entirety and replacing it with the following:

4.9 Restricted Securities

(a) While the Company is on the official list of ASX, the Company must recognise and comply with the Listing Rules with respect to Restricted Securities.

(b) Notwithstanding the generality of article 4.9(a):

- (i) a holder of Restricted Securities must not dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;*
- (ii) if the Restricted Securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored subregister and are to have a holding lock applied for the duration of the escrow period applicable to those securities;*
- (iii) the Company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;*
- (iv) a holder of Restricted Securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX; and*
- (v) if a holder of Restricted Securities breaches a Restriction Deed or a provision of the Constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.*

(c) For the purpose of this clause 4.9:

- (i) **Restricted Securities** has the meaning given to it by the Listing Rules.*
- (ii) **Restriction Deed** means a restriction deed in a form prescribed by the Listing Rules or otherwise approved by an Exchange.*

- (ii) By inserting the following underlined wording to clause 8.1 of the Constitution:

8.1 Calling and holding general meetings

(a) A general meeting may only be called:

- (1) by directors' resolution; or*
- (2) as otherwise provided in the Act.*

(b) The directors may, by notice to the Exchange, change the venue for, postpone or cancel a general meeting, if they consider that the meeting has become unnecessary, or the venue would

be unreasonable or impractical or a change is necessary in the interests of conducting the meeting efficiently, but:

(1) a meeting which is not called by directors' resolution; and

(2) a meeting which is called in accordance with a Members' requisition under the Act;

may not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting.

(c) The Company may hold a meeting of Members at a time determined by the Directors:

(i) at one or more physical venues;

(ii) at one or more physical venues and using virtual meeting technology; and

(iii) using virtual meeting technology only.

provided that, in each case, Members as a whole are given a reasonable opportunity to participate in the meeting, and otherwise in the manner determined by the Directors.

(d) If the Directors elect to use virtual meeting technology for a general meeting of the Company, the Directors will determine the type(s) of virtual meeting technology to be used, which may include any combination of telephone, video conferencing, messaging, smartphone application or any other audio and/or visual device which permits instantaneous communication.

(e) If, before or during a general meeting conducted by virtual meeting technology any technical difficulty occurs which results in a Member not being able to participate in the meeting, the Chairperson may:

(1) adjourn the meeting until the difficulty is remedied; or

(2) subject to all applicable laws, continue to hold the meeting and transact business, and no Member may object to the meeting being held or continuing.

(iii) By deleting clause 8.3(d) of the Constitution in its entirety and replacing it with the following:

(d) A Member who attends a meeting (whether at a physical venue or using virtual meeting technology specified in the notice of meeting) is taken for all purposes to be present in person at the meeting while so attending.

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 15.

Business of Annual General Meeting

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

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

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

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

Voting Entitlement

The Board has determined that for the purpose of voting at the Annual General Meeting, Shares will be taken to be held by those persons who hold them at 7.00pm AEDT on Saturday 25th November 2022. This means that if you are not the registered holder of a Share at that time you will not be entitled to vote at the Annual General Meeting in respect of that Share.

Proxy Form for Annual General Meeting

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

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

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

Completed Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) must be lodged at the Company's share registry, Boardroom Pty Limited; or faxed to the fax number specified below not later than 11.00am (AEDT) on Saturday 25th November 2023. Please read all instructions carefully before completing the proxy form.

Address (hand deliveries): Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000.

Address (postal deliveries): Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001. Fax number for lodgement: +61 2 9290 9655.

Alternatively, please visit <https://www.votingonline.com.au/dclagm2023> to submit your voting intentions.

Undirected proxies

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

If you appoint the Chairman of the Meeting (or the Chairman is taken to be appointed) as your proxy and you do not direct the Chairman how to vote on a resolution, then by completing and returning the Proxy Form, you expressly authorise the Chairman to exercise

the proxy and to vote in accordance with his stated intention to vote in favour of all resolutions.

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

Corporate representatives

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

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

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

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

Questions and comments by Shareholders at the meeting

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

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

We request that relevant written questions to the Company or the auditors be received no later than 11.00am (AEDT) on Thursday 23rd November 2023.

Please send written questions to:

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

Post to – Philip Chard, Level 6, 607 Bourke Street, Melbourne VIC 3000

Email – philip.chard@domacom.com.au

Appendix A: Key terms of New Notes

Investors	Wholesale investors identified by DomaCom
Face value	<p>\$1.00 per New Note</p> <p>Aggregate face value of:</p> <p>\$2,000,000 for Tranche 1 (subject to oversubscriptions within LR 7.1 capacity)</p> <p>Up to \$4,000,000 for Tranche 2</p>
Maturity	5 years from date of first issue of New Notes
Quotation	The New Notes will not be quoted on the ASX. The company will apply for quotation of any shares issued on conversion of the New Notes.
Interest	12.00% p.a., payable quarterly in arrears. Any interest unpaid will be capitalised at the election of the Company. Any additional shares issued on conversion of the New Notes as a result of capitalisation of interest will be subject to shareholder approval.
Conversion Price	\$0.08 per share issued on conversion
Conversion/redemption mechanism	<p>There are five (5) different conversion/redemption mechanisms are set out below:</p> <ol style="list-style-type: none"> 1. Convertible always at the election of the noteholder (on a quarterly basis), and / or 2. At the election of DomaCom Limited, the New Notes will be mandatorily converted if the 90 day VWAP is equal to or exceeds \$0.10 per share at any time after 1 year from the date of issue, and / or 3. At the election of DomaCom Limited, the New Notes can be repaid in full including all accrued but unpaid interest at any time after 1 year from the issue date, and / or 4. New Notes will be mandatorily repayable in cash by DomaCom Limited if the 90 day Volume Weighted Average Price (VWAP) at maturity date is below \$0.10 per share and / or 5. New Notes will be mandatorily converted into shares of DomaCom Limited if the 90 day Volume Weighted Average Price (VWAP) preceding maturity is equal to or exceeds \$0.10 per share.
Transfer	The New Notes may be transferred only to sophisticated or professional investors or other investor exempt from disclosure approved by the Company and if security is granted to investors who are not subject to Listing Rule 10.1 (unless an ASX waiver is granted).
Security	<p>The New Notes issued under Tranche 1 will initially be unsecured and will only become secured in the event that:</p> <ul style="list-style-type: none"> • no party meeting the criteria set out in ASX Listing Rule 10.1 subscribes for the convertible notes; or

	<ul style="list-style-type: none"> ASX provide a waiver of the requirements of ASX Listing Rule 10.1 to permit the grant of security where there are noteholders who are subject to Listing Rule 10.1. In the event that there are any noteholders who are subject to Listing Rule 10.1, the Company will use its reasonable endeavours to promptly seek such a waiver. <p>In the event that security is granted (subject to the matters above), it will be granted under a separate security deed to be entered by the Company and the security trustee and will be a second ranking general security interest over all assets of the Company, subordinated to the first ranking general security interest held by secured Existing Convertible Note holders.</p> <p>On full repayment of the existing secured notes the general security interest (if granted) in respect of the New Notes will become first ranking.</p> <p>If granted, the general security interest in respect of the New Notes will be held by a security trustee (Trustee) on behalf of all convertible note holders.</p> <p>Prior to the issue of the New Notes, an intercreditor deed will need to be entered between the Trustee and the holders of the existing secured notes which will govern the relationship between them and provide for the subordination of the debts and securities of the New Notes to the existing secured notes. Under the terms of the intercreditor deed, the holders of the New Notes will be limited in their ability to seek repayment or enforcement of their security (if granted) until such time as the existing secured notes are repaid in full.</p>
Takeover/change in control	<p>If</p> <ol style="list-style-type: none"> a takeover bid is made to acquire Shares and the offer under the takeover bid is, or becomes, unconditional and the bidder has acquired at any time a relevant interest in more than 50% of the Shares on issue; a court approves a proposed scheme of arrangement which, when implemented, will result in a person having a relevant interest in more than 50% of the Shares on issue; or there is a sale of the main undertaking of the Company that would require approval of the Shareholders in accordance with ASX Listing Rule 11.2, <p>DomaCom will give each noteholder at least 20 business days notice of same, and noteholders may elect to convert their notes and if no such election is made DomaCom may elect (but is not obligated to) redeem all New Notes held for their face value and all accrued but unpaid interest.</p>
Negative covenants	<p>While the New Notes remain outstanding, DomaCom must not, without the approval of noteholders by ordinary resolution grant any security interests (other than certain permitted security interests), pay dividends to shareholders or undertake any capital reduction.</p>
Events of default	<p>On the occurrence of specified events of default, the noteholders may by special resolution declare all notes</p>

	<p>redeemable or take enforcement action against DomaCom.</p> <p>Events of default include the insolvency of Domacom, a breach of material obligations under the terms of the notes, a cessation of all or a substantial part of DomaCom's business or DomaCom is delisted from the ASX.</p>
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Appendix B: Option terms

1. Terms of the Options

1.1 Nature of Options

- (a) Each Option shall grant the holder of that Option the right but not the obligation to be issued by DomaCom ('**Company**') one Share at the Option Exercise Price.
- (b) Each Option shall be exercisable by the Option holder complying with its obligations under this clause 1, at any time after the time of its grant, and prior to the date that is 5 years after the first issue of Convertible Notes under the proposed capital raise (the **Option Expiration Date**) after which time it will lapse.
- (c) The Options will not be quoted on the ASX.

1.2 Exercise of Options

- (a) An Option holder may exercise any of its Options at any time prior to their expiration, by delivery of:
 - (i) a copy, whether electronically or otherwise, of a duly executed Option exercise form, to the Company during normal business hours on any Business Day at the Company's principal executive offices (or such other office or agency of the Company as it may designate by notice to the Option holder); and
 - (ii) payment of an amount equal to the Option Exercise Price (being \$0.10 per Option) multiplied by the number of Shares in respect of which the Options are being exercised at the time, by wire transfer to the account specified by the Company from time to time or by bank draft delivered to the Company during normal business hours on any Business Day at the Company's principal executive offices (or such other office or agency of the Company as it may designate by notice to the Option holder).
- (b) As soon as reasonably practicable, but in any event no later than ten (10) Business Days after receipt of a duly completed Exercise Form and the payment referred to in clause 1.2(a)(ii), the Company must cause its securities registrar to:
 - (i) issue and Electronically Deliver the Shares in respect of which the Options are so exercised by the Option holder; and
 - (ii) provide to the Option holder holding statements evidencing that such Shares have been recorded in the Company's Share register.

1.3 Bonus Issues

If prior to an exercise of an Option, the Company makes an issue of Equity Securities by way of capitalisation of profits or out of its reserves (other than pursuant to a dividend reinvestment plan) pursuant to an offer of such Equity Securities to at least all the holders of Equity Securities resident in Australia, then on exercise of the Option, the number of Equity Securities over which an Option is exercisable shall be increased by the number of Equity Securities which the holder of the Option would have received if the Option had been exercised before the date on which entitlements to the issue were calculated.

1.4 Rights Issues

If prior to an exercise of an Option, any offer or invitation is made by the Company to at least all the holders of Equity Securities resident in Australia for the subscription for cash with respect to Equity Securities, options or other securities of the Company on a pro rata basis relative to those holders' Shareholding at the time of the offer, the Option Exercise Price shall be reduced as specified in the Listing Rules in relation to pro-rata issues (except bonus issues).

1.5 Reconstruction of Capital

In the event of a consolidation, subdivision or similar reconstruction of the issued capital of the Company, and subject to such changes as are necessary to comply with the Listing Rules applying to a reconstruction of capital at the time of the reconstruction:

- (a) the number of the Equity Securities to which each Option holder is entitled on exercise of the outstanding Options shall be reduced or increased in the same proportion as, and the nature of the Equity Securities shall be modified to the same extent that, the issued capital of the Company is consolidated, subdivided or reconstructed (subject to the same provisions with respect to rounding of entitlements as sanctioned by the meeting of shareholders approving the consolidation, subdivision or reconstruction); and
- (b) an appropriate adjustment shall be made to the Option Exercise Price of the outstanding Options, with the intent that the total amount payable on exercise of the Options shall not alter.

1.6 Cumulative Adjustments

Full effect shall be given to the provisions of clauses 1.3 to 1.5, as and when occasions of their application arise and in such manner that the effects of the successive applications of them are cumulative, the intention being that the adjustments they progressively effect will be such as to reflect, in relation to the Shares issuable on exercise of the Options outstanding, the adjustments which on the occasions in question are progressively effected in relation to Equity Securities already on issue.

1.7 Notice of Adjustments

Whenever the number of Shares over which an Option is exercisable, or the Option Exercise Price, is adjusted pursuant to this Agreement, the Company must give notice of the adjustment to all the Option holders, within ten (10) Business Days.

1.8 Rights Prior to Exercise

Prior to its exercise, an Option does not confer a right on the Option holder to participate in a new issue of securities by the Company.

1.9 Redemption

The Options shall not be redeemable by the Company.

1.10 Assignability and Transferability

The Options shall be freely assignable and transferable, subject to the provisions of Chapter 6D of the Corporations Act and the applicable law.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Saturday 25 November 2023.**

🖥 TO APPOINT A PROXY ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/dclagm2023>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) Saturday 25, November 2023**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 Online

<https://www.votingonline.com.au/dclagm2023>

📠 By Fax

+ 61 2 9290 9655

✉ By Mail

Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 In Person

Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/we being a member/s of **DomaCom Limited** (Company) and entitled to attend and vote hereby appoint:

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held online via <https://web.lumiagm.com/311-619-147> and at the workspace 365, Level 5, 20 Bond Street, Sydney, NSW 2000 on **Monday 27th November 2023 at 11am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1. I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolution 1 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

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

		FOR	AGAINST	ABSTAIN*			FOR	AGAINST	ABSTAIN*
Res 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 9	Approval to issue up to 2,500,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2	Re-election of Mr Grahame Evans as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10	Approval to issue up to 650,000 Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3	Re-election of Mr Hilal Yassine as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 11	Approval to issue up to 609,375 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4	Election of Mr Steven James as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 12	Approval to issue up to 56,820,158 Ordinary Shares in satisfaction of payment of capitalised interest on convertible notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5	Subsequent approval for the issue of up to 27,500,000 Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 13	Approval to issue 70,000 Convertible Notes to Mr Grahame Evans or his nominee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 6	Subsequent approval for the issue of up to 2,926,021 Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 14	Approval of 10% Placement Capacity (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 7	Subsequent approval for the issue of up to 1,250,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 15	Amendment to Constitution (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 8	Approval to issue up to 4,000,000 Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div></div>	<div></div>	<div></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary