



**NOTICE OF ANNUAL GENERAL MEETING
OF URBANISE.COM LIMITED
(ACN 095 768 086)**

TAKE NOTICE that the Annual General Meeting of Shareholders of the Company will be held at the place, date and time specified below:

Place: Westin Sydney, Room 3, 1 Martin Place, Sydney NSW 2000

Date: Wednesday 23 November 2016

Time: 11:00am (AEDT)

DATED this 20 day of October 2016

By order of the Board:

Kim Clark
Company Secretary

www.urbanise.com

AGENDA

A. Address by the Chairman

B. Address by the Chief Executive Officer

C. To receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2016.

D. Resolutions:

1. Remuneration Report

To consider, and if thought fit, pass as an advisory (non-binding) resolution, with or without amendment, the following:

"That, the Company adopt the Remuneration Report for the year ended 30 June 2016 in accordance with Section 250R(2) of the Corporations Act."

Note: This resolution is advisory only and does not bind the Company or the Directors.

Voting Prohibition Statement:

In accordance with section 250R(4) of the Act, no member of the key management personnel of the Company or a closely related party of such a member may vote on Resolution 1.

However, in accordance with the Act, a person described above may vote on Resolution 1 if:

- It is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the proxy form how to vote; or*
- It is cast by the Chairman as proxy for a person who is permitted to vote, in accordance with an express direction specified on the proxy form to vote as the proxy decides.*

If the Chairman is appointed as a proxy for a person who is permitted to vote on this Resolution 1, the Chairman will vote any proxies which do not indicate on their proxy form the way the Chairman must vote, in favour of Resolution 1.

2. Re-election of Director – Mr Benjamin Churchill

Mr Benjamin Churchill retires as a Director in accordance with the requirement of clause 6.7 of the Constitution. Being eligible, he offers himself for re-election.

To consider, and if thought fit, pass as an ordinary resolution, with or without amendment, the following:

"That, Mr Benjamin Churchill, who is retiring in accordance with the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company."

3. Re-election of Director – Mr David Burlington

Mr David Burlington retires as a Director in accordance with the requirement of clause 6.7 of the Constitution. Being eligible, he offers himself for re-election.

To consider, and if thought fit, pass as an ordinary resolution, with or without amendment, the following:

"That, Mr David Burlington, who is retiring in accordance with the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company."

4. Election of Director – Mr Anthony Scotton

Mr Anthony Scotton was appointed as a Director of the Company on 14 October 2016 and retires in accordance with clause 6.2 of the Company's Constitution.

To consider and, if in favour, pass the following resolution as an ordinary resolution:

"That Mr Anthony Scotton, who retires having previously been appointed to fill a casual vacancy in accordance with Listing Rule 14.4 and clause 6.2 of the Company's Constitution and having consented to act and being eligible, be elected as a Director of the Company."

The Directors (with Mr Anthony Scotton abstaining) unanimously recommend that you vote in favour of this resolution.

5. Approval of 10% Placement Facility

To consider, and if thought fit, pass as a special resolution, with or without amendment, the following:

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

Voting Prohibition Statement

The Company will disregard any votes cast on Resolution 5 by a person, or any associate of that person, who may participate in the 10% Placement Facility and a person who might obtain a benefit, or any associate of a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed.

However, the Company will not disregard a vote if:

- *It is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or*
- *It is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

6. Ratification of Prior Share Allotment (Private Placement)

To consider, and if thought fit, pass as an ordinary resolution, with or without amendment, the following:

“That for the purposes of Listing Rule 7.4 and for all other purposes, approval is given for the ratification of the prior issue on 3 February 2016 of 10,000,000 fully paid ordinary Shares at a total price of \$6,500,000 on the terms and conditions set out in the Explanatory Memorandum.”

Voting Prohibition Statement:

In accordance with section 224 of the Act and the ASX Listing Rules, any person who participated in the issue of the Shares, or any associate of any person who participated in the issue of the Shares, is prohibited from voting on Resolution 6 and the Company will disregard any votes cast on Resolution 6 by any person who participated in the issue of the Shares, or any associate of any person who participated in the issue of the Shares.

However, the Company will not disregard a vote if:

- *It is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or*
- *It is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

If the Chairman is appointed as a proxy for a person who is permitted to vote on this Resolution 6, the Chairman will vote any proxies which do not indicate on their proxy form the way the Chairman must vote, in favour of Resolution 6.

7. Ratification of Prior Share Allotment (Mystrata Vendors)

To consider, and if thought fit, pass as an ordinary resolution, with or without amendment, the following:

“That for the purposes of Listing Rule 7.4 and for all other purposes, approval is given for the ratification of the prior issue on 22 June 2016 of 6,445,000 fully paid ordinary Shares at a total price of \$3,600,350 on the terms and conditions set out in the Explanatory Memorandum.”

Voting Prohibition Statement:

In accordance with section 224 of the Act and the ASX Listing Rules, any person who participated in the issue of the Shares, or any associate of any person who participated in the issue of the Shares, is prohibited from voting on Resolution 7 and the Company will disregard any votes cast on Resolution 7 by any person who participated in the issue of the Shares, or any associate of any person who participated in the issue of the Shares.

However, the Company will not disregard a vote if:

- It is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- It is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

If the Chairman is appointed as a proxy for a person who is permitted to vote on this Resolution 7, the Chairman will vote any proxies which do not indicate on their proxy form the way the Chairman must vote, in favour of Resolution 7.

8. Approval of the Employee Benefits Plan

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

“That, for the purposes of Listing Rule 7.2 (Exception 9(b)) and for all other purposes, Shareholders approve the terms of, and authorise the grant, and the issue of shares pursuant to the terms of, performance rights and options under the Company’s Employee Benefits Plan.”

Voting Prohibition Statement:

In accordance with section 250R(4) of the Act, no member of the Key Management Personnel of the Company or a Closely Related Party of such a member may vote on Resolution 8. In satisfaction of Listing Rule 7.2 (Exception 9), Key Management Personnel includes each of the Company’s Directors, all of whom are eligible to participate in an employee incentive scheme of the Company.

However, in accordance with the Act, a person described above may vote on Resolution 8 if:

- *It is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the proxy form how to vote; or*
- *It is cast by the Chairman as proxy for a person who is permitted to vote, in accordance with an express direction specified on the proxy form to vote as the proxy decides.*

If the Chairman is appointed as a proxy for a person who is permitted to vote on this Resolution 8, the Chairman will vote any proxies which do not indicate on their proxy form the way the Chairman must vote, in favour of Resolution 8.

NOTES

1. Explanatory Memorandum

The Explanatory Memorandum and the annexure accompanying this Notice of Annual General Meeting are incorporated in and comprise part of this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

2. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00pm (AEDT) on 21 November 2016. This means that any Shareholder registered at 7.00pm (AEDT) on 21 November 2016 is entitled to attend and vote at the Meeting.

3. Proxies

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- A proxy need not be a Shareholder.
- If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- A Proxy Form accompanies this Notice.
- Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.
- If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- The Proxy Form (together with any relevant authority) must be received by no later than 11.00am (AEDT) on 21 November 2016 before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).
- The completed Proxy Form may be:
 - Mailed to the address on the Proxy Form; or
 - Faxed to Urbanise.com Limited, Attention Company Secretary, on facsimile number +61 2 9290 9655.
 - Voted online via the Company's Share Registry at www.votingonline.com.au/urbaniseagm2016

4. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with section 250D of the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of the resolutions. In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of the resolution.

**URBANISE.COM LIMITED
(ACN 095 768 086)**

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of Urbanise.com Limited (Company) to be held at 11:00am (AEDT) on 23 November 2016 at the Westin Sydney, Room 3, 1 Martin Place, Sydney NSW 2000.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

Explanatory Notes to the Resolutions

Resolution 1: Remuneration Report

The Corporations Act requires that at a listed Company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2016.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting. All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the Executive Directors of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.

This is the Company's first Annual General Meeting as an ASX-listed Company. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

Voting Restrictions

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where:

- (a) The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or
- (b) the Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so.

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 1.

Resolution 2: Re-election of Mr Benjamin Churchill

The Company's Constitution provides that one third of all existing Directors, excluding the Managing Director, must retire by rotation each annual general meeting. Mr Benjamin Churchill retires and, being eligible, wishes to stand for re-election in accordance with the Company's Constitution. Benjamin Churchill was appointed as a Director of the Company on 26 March 2014.

After more than a decade with FTSE 250 construction and services company Carillion PLC, Ben was appointed Managing Director of Emrill Services LLC in 2010. As the largest integrated facilities management company in the United Arab Emirates, Ben's portfolio of clients included Emaar, Festival City, Masdar City, Etihad Airways, World Trade Center Abu Dhabi, Anantara and two of the world's tallest and most prestigious residential towers – Torch Tower and Princess Tower. Under Ben's leadership, Emrill experienced a 60% growth in revenue and 400% increase in profit, as well as a significant increase in market share. This success was recognised in 2013 with Emrill named Middle East FM Company of the Year, and Ben receiving the European CEO of the Year Award for his visionary leadership in facilities management. Ben joined as Chief Executive Officer in late 2013 to continue his goal of transforming the facility management industry through the adoption of new and innovative technology practices.

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 2.

Resolution 3: Re-election of Mr David Burlington

The Company's Constitution provides that one third of all existing Directors, excluding the Managing Director, must retire by rotation each annual general meeting. Mr David Burlington retires and, being eligible, wishes to stand for re-election in accordance with the Company's Constitution. Russell was appointed as a Director of the Company on 12 February 2014.

Currently a Partner at Armanino, David is responsible for leading the Financial Cloud Solutions Practice. Armanino is a leader in providing world-class financial solutions and services to its clients. As Chief Operating Officer of Epocrates from 2010 to 2012, David was responsible for the day to day operations of the company's market leading mobile content and collaboration tools that allow physicians to provide better patient care. Prior to this, David's role as Group Vice President, Products and Technology at Taleo Inc. had him leading the company's transformation from a single product recruiting business to the market leading talent management suite of solutions. Before joining Taleo in 2005, David was Senior Vice President of Product Development at Comergent Technologies Inc. where he managed the overall product development of the company's suite of product – including product strategy, product management, engineering and customer support. David has also served as Managing Director of PeopleSoft Inc., and held positions at Gap Inc. and Anderson Consulting. David is Chair of the Remuneration and Nomination Committee and is a member of the Audit and Risk Committee.

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 3.

Resolution 4: Election of Mr Anthony Scotton

Mr Anthony Scotton was appointed as a Director of the Company on 14 October 2016 and retires in accordance with clause 6.2 of the Company's Constitution.

Mr. Scotton has had extensive experience in manufacturing, distribution and technology enabled services businesses. Over the last 30 years he has served in roles that include Executive Chairman, Director and Chief Executive Officer, most recently as the Chairman of Onthehouse Holdings Limited. He has achieved success in impacting business performance by developing sound strategy, implementing cultural change and effective management.

He was Chief Executive Officer and Director of SAI Global Limited where he led the organisation to an IPO in December 2003. Over the next ten years he oversaw rapid international expansion and the transition of the organisation from "old world" to a technology enabled business.

He has significant M&A experience having managed over 20 acquisitions and joint ventures.

The Directors (with Mr Scotton abstaining) recommend that Shareholders vote in favour of Resolution 4.

Resolution 5: Approval of 10% Placement Facility

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

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity. The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

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

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Description of Listing Rule 7.1A

a) Shareholder approval:

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an Annual General Meeting.

b) Equity Securities:

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The classes of equity security of the Company at the date of the Notice are ordinary Shares and unlisted Options.

c) Formula for calculating 10% Placement Facility:

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

$$(A \times D) - E$$

A is

- the number of Shares on issue 12 months before the date of issue or agreement;
- plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid Shares that became fully paid in the 12 months;
- plus the number of fully paid Shares issued in the 12 months with approval of holders of Shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid Shares under the entity's 15% placement capacity without Shareholder approval;
- less the number of fully paid Shares cancelled in the 12 months.

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

D is 10%

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

d) Listing Rule 7.1 and Listing Rule 7.1A:

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

At the date of this Notice, the Company has on issue 258,122,399 Shares. At present, the Company has a capacity to issue a remaining 19,806,609 Equity Securities under Listing Rule 7.1.

e) Minimum Issue Price:

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in the relevant class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

f) 10% Placement Period:

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

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or

- (b) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX (10% Placement Period).

Listing Rule 7.1A

The effect of Resolution 5 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Specific information required by Listing Rule 7.3A

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

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 Trading Days on which trades in the relevant class were recorded immediately before:
- the date on which the price at which the Equity Securities are to be issued is agreed; or
 - if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:
- the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date Shareholders provide their approval at the Annual General Meeting; and
 - the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

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

The table also shows:

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

Variable A in Listing Rule 7.1A.2		Dilution		
		\$0.08 50% decrease in Issue Price	\$0.16 Issue Price	\$0.32 100% increase in Issue Price
Current Variable A 258,122,399 Shares	10% Voting Dilution	25,812,240	25,812,240	25,812,240
	Funds Raised	\$2,064,979	\$4,129,958	\$8,259,916
50% increase in current Variable A 387,183,598 Shares	10% Voting Dilution	38,718,360	38,718,360	38,718,360
	Funds Raised	\$3,097,469	\$6,194,938	\$12,389,875
100% increase in current Variable A 516,244,798 Shares	10% Voting Dilution	51,624,479	51,624,479	51,624,479
	Funds Raised	\$4,129,958	\$8,259,917	\$16,519,834

The table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (b) That Resolutions 6 and 7 under this Notice are carried.
- (c) None of the 34,716,410 unlisted Options that the Company currently has on issue are exercised into Shares before the date of the issue of the Equity Securities.
- (d) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (e) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
- (f) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% Placement capacity under Listing Rule 7.1.
- (g) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (h) The issue price is \$0.16, being the closing price of the Shares on ASX on 06 October 2016.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
 - i. non-cash consideration for the acquisition of the new business assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - ii. cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new business assets or investments (including expenses associated with such acquisition) and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.
- (e) The Company's allocation policy will depend on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:

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

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

If the Company were to acquire an asset or investment in exchange for Shares, it is likely that the allottee under the 10% Placement Facility would be the vendor of the asset or investment.
- (f) The Company sought and obtained approval from Shareholders under Listing Rule 7.1A at the Annual General Meeting held on 11 November 2015. In accordance with Listing Rules 7.3A.6(a) and 7.3A.6(b) the Company makes the following disclosure:
 - Equity Securities on issue as at 23 November 2015 totalled 276 103 804 securities; and
 - Total Equity Securities issued in the 12 months preceding the meeting (as detailed in the table below) totalled 24,735,000 representing 8.96% of the total Equity Securities on issue as at 23 November 2015.

Equity Securities Issued in the 12 month period preceding the meeting

Equity Securities Issued	Date of Issue	Class of Securities	Price (including discount to closing market price of the date of issue)	Cash or Non-Cash Consideration and value	Purpose and use of consideration
8,000,000	29/12/2015	Fully Paid Ordinary Shares	\$0.20	Cash Consideration (as a result of options exercise) totalling \$1,600,000	General Working Capital (Fully Utilised)
190,000	29/12/2015	Share Options issued at an exercise price off \$0.69 and expiring on 15 December 2020.	Nil	N/A	N/A
10,000,000	03/02/2016	Fully Paid Ordinary Shares	\$0.65 representing a discount of \$0.02 to the closing price of shares on the day of issue (being \$0.67)	Cash Consideration totalling \$6,500,000	Growth capital purposes – primarily the expansion of headcount including customer facing implementation on teams, the development of additional industry relevant features and driving additional revenue opportunities from current and future customers. (Fully Utilised)
100,000	12/05/2016	Share Options issued at an exercise price off \$0.40 and expiring on 29 April 2021	Nil	N/A	N/A
6,445,000	22/06/2016	Fully Paid Ordinary Shares	A deemed issue price of \$0.83 was applied to 1,445,000 shares and \$0.50 applied to 5,000,000	Non-cash Consideration (Value as at 12 October 2016 being \$1,095,650)	Issued pursuant to the Share Purchase Agreement(s) with respect to the shares in Mystrata Holdings Pty

			shares		Ltd and the settlement of the Deferred Consideration as announced to the ASX on 22 June 2016
			No discount to the closing market price applied to this issue.		

The Company advises that the shares issued on 03 February 2016 were allotted as a result of a private placement to the following security holders:

- Pan Australian Nominees Pty Ltd
- Chambers Street Global Fund, LP

The Company further advises that the shares issued on 22 June 2016 were allotted to the following security holders, being the vendor shareholders of Mystrata Holdings Pty Ltd, and pursuant to the Share Sale Agreement:

- Anthony Gary Bugden
- Christopher Beauford Leahy
- David Geoffrey Bugden
- Fox Marketing Management Pty Ltd as trustee for the Fox Family Trust
- Gary Francis and Margaret Lillian Bugden as trustees for the GF Bugden Superannuation Fund
- James Benjamin Gallon
- Jennifer McRae
- Lui Eu-Tzin and Mu Beng Chet
- Nitare Nominees Pty Ltd
- Paddocks Education Pty Ltd
- Paul Robert White
- Sam Ghais

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

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

Resolution 6: Ratification of Prior Share Allotment (Private Placement)

On 03 February 2016, 10,000,000 fully paid ordinary Shares were issued pursuant to a Private Placement as announced to the ASX on 03 February 2016.

In accordance with Listing Rule 7.1 and Listing Rule 7.4, to restore the Company's capacity to issue Shares it is proposed that Shareholders ratify the issue of ordinary Shares as detailed below.

The following information is provided in accordance with Listing Rule 7.5:

(a) Number of securities issued:

10,000,000 fully paid ordinary Shares.

(b) Date on which securities were issued:

The Shares were issued and allotted on 03 February 2016.

(c) Issue price of securities:

The Shares were issued at a price of \$0.65 for total cash consideration of \$6,500,000.

(d) Allottees of the securities:

The Shares were allotted to the following security holders by the Company:

- Pan Australian Nominees Pty Ltd
- Chambers Street Global Fund, LP

(e) Terms of securities:

The Shares, when issued, ranked equally with all other Shares on issue at the time and had the same rights and entitlements as the currently issued Shares.

(f) The intended use of the funds:

As announced to the ASX on 02 February 2016, the funds will be used for growth capital purposes – primarily the expansion of headcount including customer facing implementation teams, the development of additional industry relevant features and driving additional revenue opportunities from current and future customers.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

Resolution 7 - Ratification of Prior Share Allotment (Mystrata Vendors)

On 22 June 2016, 6,445,000 fully paid ordinary Shares were issued pursuant to the Share Purchase Agreement(s) and the settlement of the Deferred Consideration with respect to the shares in Mystrata Holdings Pty Ltd as announced to the ASX on 22 June 2016.

In accordance with Listing Rule 7.1 and Listing Rule 7.4, to restore the Company's capacity to issue Shares it is proposed that Shareholders ratify the issue of ordinary Shares as detailed below.

The following information is provided in accordance with Listing Rule 7.5:

(a) Number of securities issued:

6,445,000 fully paid ordinary Shares.

(b) Date on which securities were issued:

The Shares were issued and allotted on 22 June 2016.

(c) Issue price of securities:

The Shares were issued for non-cash consideration for a total of \$3,699,350. In determining the consideration paid a deemed issue price of \$0.83 was applied to 1,445,000 shares and \$0.50 applied to 5,000,000 shares, as announced to the ASX on 22 June 2016.

(d) Allottees of the securities:

The Shares were allotted to the following security holders by the Company (being the vendor shareholders of Mystrata Holdings Pty Ltd):

- Anthony Gary Bugden
- Christopher Beauford Leahy
- David Geoffrey Budgen
- Fox Marketing Management Pty Ltd as trustee for the Fox Family Trust
- Gary Francis and Margaret Lillian Bugden as trustees for the GF Bugden Superannuation Fund
- James Benjamin Gallon
- Jennifer McRae
- Lui Eu-Tzin and Mu Beng Chet
- Nitare Nominees Pty Ltd
- Paddocks Education Pty Ltd
- Paul Robert White
- Sam Ghais

(e) Terms of securities:

The Shares, when issued, ranked equally with all other Shares on issue at the time and had the same rights and entitlements as the currently issued Shares.

(f) The intended use of the funds:

Issued pursuant to the Share Purchase Agreement(s) with respect to the shares in Mystrata Holdings Pty Ltd and the settlement of the Deferred Consideration as announced to the ASX on 22 June 2016.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

Resolution 8 – Approval of the Employee Benefits Plan

The Employee Benefits Plan requires Shareholder approval so that securities granted or issued by the Company under the plan do not count towards the Company's 15% annual limit on issuing securities without Shareholder approval. A summary of the terms of the Employee Benefits Plan is set out in Annexure A of this Explanatory Statement.

The Company's remuneration strategy seeks to build a performance orientated culture that:

- (a) supports the achievement of the Company's strategic vision; and
- (b) attracts, retains and motivates employees by providing market competitive fixed remuneration and incentives.

This strategy seeks to align remuneration with the long-term goals of the Company and reward performance. The Company's remuneration strategy and its approach to the offering of long term incentives include the offering of performance based equity securities.

The proposed Employee Benefits Plan allows the Company to achieve the long term incentive objectives of its remuneration strategy by allowing the Company to grant performance rights and/or options (**Awards**) to executives, senior staff and other eligible employees.

Each Award granted under the Employee Benefits Plan will entitle the holder to be issued, transferred or allocated a share for nil consideration (unless the Board determines that an exercise price is required to be paid) subject to the satisfaction of any relevant vesting conditions and the exercise of the Award (if required) within the vesting period. Further information on the vesting conditions and other terms and conditions that will apply to the grant of Awards under the Employee Benefits Plan is set out in the explanatory information relevant to Resolution 8 and in Annexure A.

ASX Listing Rule 7.1 provides, that subject to certain exceptions, a listed company may not issue or agree to issue equity securities in any 12 month period that exceed 15% of the number of ordinary securities the company has on issue, except with the prior approval of shareholders of the company in general meeting, of the terms and conditions of the proposed issue. One of the exceptions to ASX Listing Rule 7.1, Listing Rule 7.2 (Exception 9(b)), provides that ASX Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue, shareholders have approved the issue of securities under the employee incentive scheme as an exception to ASX Listing Rule 7.1.

The Employee Benefits Plan has not yet been approved by Shareholders. Accordingly, Shareholder approval is required to rely on the exemption in ASX Listing Rule 7.2 (Exception 9(b)).

The following information is disclosed to Shareholders for the purposes of Resolution 8:

- (c) a summary of the terms and conditions of the Employee Benefits Plan is set out in Annexure A to this Explanatory Statement;
- (d) no performance rights or options have been granted under the Employee Benefits Plan; and
- (e) a voting exclusion statement in respect of Resolution 8 is set out in the Notice of Meeting.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.

DEFINITIONS

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"**Annual General Meeting**" means the meeting convened by the Notice of Meeting;

"**ASIC**" means the Australian Securities & Investments Commission;

"**ASX**" means ASX Limited (ACN 000 943 377);

"**ASX Listing Rules**" or "**Listing Rule**" means the Official Listing Rules of the ASX;

"**Award**" means any performance rights or options granted under the Employee Benefits Plan.

"**Board**" means the board of Directors of the Company;

"**Business Day**" means a day on which trading takes place on the stock market of the ASX;

"**Chairman**" means the chairman of the annual general meeting;

"**Closely Related Party**" of a member of the Key Management Personnel means:

- (a) A spouse or child of the member;
- (b) A child of the member's spouse;
- (c) A dependant of the member or the member's spouse;
- (d) Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) A company the member controls; or
- (f) A person prescribed by the Corporation Regulations 2001 (Cth).

"**Company**" means Urbanise.com Limited ACN 095 768 086;

"**Constitution**" means the Company's constitution;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Corporations Regulation**" means the *Corporations Regulation 2001* (Cth)

"**Directors**" mean the current Directors of the Company;

"**Employee Benefits Plan**" means the long term incentive plan the subject of Resolution 6 and summarised in Annexure A.

"**Equity Securities**" means has the meaning given to that term in the Listing Rules;

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

"**Key Management Personnel**" has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

"**Urbanise**" means Urbanise.com Limited ACN 095 768 086;

"**Management**" or "**Board**" means the management of the Company;

"**Meeting**" or "**Annual General Meeting**" means the annual general meeting convened by this Notice;

"**Notice**" or "**Notice of Meeting**" means the notice convening the annual general meeting of the Company to be held on 11 November 2015 which accompanies this Explanatory Memorandum;

"**Option**" means an option to acquire a Share;

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;

"**Remuneration Report**" means the remuneration report set out in the Directors' Report section of the Company's Annual Financial Report for the year ended 30 June 2015.

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;

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

"**Shareholder**" means a registered holder of a Share in the Company;

"**Trading Day**" means a day determined by ASX to be a trading day and notified to market participants.

"**VWAP**" means volume weighted average market price.

ANNEXURE A

The terms and conditions of the Employee Benefits Plan are summarised in the table below.

1. Board

The Board, or a duly appointed committee of the Board, is responsible for the operation of the Employee Benefits Plan.

2. Participants and Eligibility

Directors, full-time, part-time and casual employees of the Group are all eligible to participate in the Employee Benefits Plan.

Of those eligible, the Board has an absolute discretion to determine the participants of the Employee Benefits Plan.

3. Number of Awards

The Board has discretion to determine the number of performance rights or options (**Awards**) offered to participants, however in accordance with applicable law, the Board will ensure that the number Awards offered over a 3 year period does not exceed 5% of the Company's issued capital.

4. Payments

The Board determines if any payments are required for the grant, on the vesting, or the issue, transfer or allocation of Shares following vesting of a performance right or exercise of an Option.

5. Vesting conditions

Vesting of the Awards is conditional on the participant satisfying any pre-determined vesting conditions determined by the Board by the end of the vesting period. The vesting period applicable to Awards is the period determined by the Board.

6. Vesting of performance rights / Exercise of Options

The Awards will only vest if the participant meets any specified vesting conditions within the vesting period.

Any Awards which have not vested within the vesting period will lapse.

In respect of vested options, the participant must exercise the options and pay the exercise price before the vesting period ends.

7. Entitlements under Awards

The Awards do not entitle the holder to exercise any votes in respect of the shares to which the Award relates, nor is the holder entitled to participate in any dividend or any new issue of securities by the Company in respect of that Award.

8. Issue, transfer or allocation of shares on vesting of Awards

The shares to be provided on vesting and exercise (if required) of Awards may be issued by the Company or acquired on market by the Company (or any trustee of the Employee Benefits Plan) and transferred or allocated to the holder of the Award.

Any Shares issued under the Employee Benefits Plan will rank equally with those traded on the ASX at the time of issue. The Board may impose restrictions on the transferability of a share issued, transferred or allocated to a participant following vesting on vesting and exercise (if required) of Awards, which shall be set out in the terms of invitation.

9. Cessation of employment

On a participant's cessation of employment, the Board may determine that some or all of the participant's Awards lapse, vest, are exercisable, or are no longer subject to some or all applicable restrictions. However, a participant's Awards will automatically lapse if the Board determines that the Participant has, in the Board's opinion:

- been dismissed or removed from office for a reason which entitles a company in the Group to dismiss the Participant without notice or has committed any act of fraud, defalcation or gross misconduct in relation to the affairs of that company (whether or not charged with an offence);
- done any act which brings the Group into disrepute.

10. Change of Control

On a change of control event (which includes a takeover, merger, any person acquiring a relevant interest in more than 50% of the issued share capital in the Company and other similar events) the Board may waive some or all of the vesting conditions or other conditions applicable to the Awards or restricted shares, in its absolute discretion.

11. Capital reorganisation

In the event of any capital reorganisation, Awards will be adjusted having regard to the ASX Listing Rules applying to a reorganisation at the time of the reorganisation, and on the basis that participants do not receive any advantage or disadvantage from such an adjustment.



All Correspondence to:

- By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- By Fax:** +61 2 9290 9655
- Online:** www.boardroomlimited.com.au
- By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Monday 21 November 2016.**

TO VOTE ONLINE

BY SMARTPHONE

STEP 1: VISIT www.votingonline.com.au/urbaniseagm2016

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

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

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 security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Monday, 21 November 2016.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

- Online** www.votingonline.com.au/urbaniseagm2016
- By Fax** + 61 2 9290 9655
- By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

☐**Your Address**

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

PROXY FORM**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Urbanise.com 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 shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Westin Sydney, Room 3, 1 Martin Place, Sydney NSW 2000 on Wednesday, 23 November 2016 at 11:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 & 8, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 & 8 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1 & 8). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

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

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Mr Benjamin Churchill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director - Mr David Burlington	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Director - Mr Anthony Scotton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of Prior Share Allotment (Private Placement)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification of Prior Share Allotment (Mystrata Vendors)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of the Employee Benefits Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016