

**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:

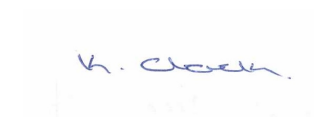
Place: Level 12, 225 George St, Sydney NSW 2000

Date: Wednesday, 21 November 2018

Time: 11:00am (AEDT)

DATED this 18th day of October 2018

By order of the Board:

A handwritten signature in blue ink, appearing to read 'K. Clark', is written over a faint, rectangular stamp.

Kim Clark
Company Secretary

www.urbanise.com

AGENDA

A. Address by the Executive Chairman

B. To consider and receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2018.

C. Resolutions:

1. Remuneration Report

To consider and, if in favour, pass the following resolution in accordance with section 250R(2) of the Corporations Act:

"That, the Company adopt the Remuneration Report for the year ended 30 June 2018 in accordance with Section 250R(2) of the Corporations Act."

Note: This resolution shall be determined under section 250R(2) of the Corporations Act. Votes must not be cast on this resolution by Key Management Personnel and closely related parties in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply. This resolution is advisory only and does not bind the Company or the Directors.

2. Re-election of Director – Mr Almero Strauss

Mr Almero Strauss retires as a Director in accordance with the requirement of clause 6.7 of the Constitution and Listing Rule 14.5. Being eligible, he offers himself for re-election.

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

"That, Mr Almero Strauss, who is retiring in accordance with Listing Rule 14.5 and clause 6.7 of the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company."

3. Election of Director – Mr Gary Bugden

Mr Gary Bugden was appointed as a Director of the Company on 03 April 2018 and retires in accordance with Listing Rule 14.4 and clause 6.2 of the Company's Constitution.

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

"That, Mr Gary Bugden who, having previously been appointed to fill a casual vacancy, retires 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."

4. Election of Director – Mr Pierre Goosen

Mr Pierre Goosen was appointed as a Director of the Company on 03 April 2018 and retires in accordance with Listing Rule 14.4 and clause 6.2 of the Company's Constitution.

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

"That, Mr Pierre Goosen who, having previously been appointed to fill a casual vacancy, retires 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."

5. Election of Director – Mr Tod McGrouther

Mr Tod McGrouther was appointed as a Director of the Company on 16 October 2018 and retires in accordance with Listing Rule 14.4 and clause 6.2 of the Company's Constitution.

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

"That, Mr Tod McGrouther who, having previously been appointed to fill a casual vacancy, retires 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."

6. Approval of 10% Placement Facility

To consider and, if in favour, pass the following resolution as a special resolution:

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having additional capacity to issue 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 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Memorandum."

NOTES

1. Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

2. Voting exclusion statements

Corporations Act

Resolution 1 - the Company will disregard votes cast, by a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

Listing Rules

Resolution 6 - the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person, or any associate of that person, who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares). NB. In accordance with Listing Rule 14.11 and the relevant note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

However, for the purposes of Listing Rule 14.11, the Company will not disregard a vote on Resolution 6 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

For the purposes of section 224 Corporations Act, the Company will not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

3. 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 19 November 2018. This means that any Shareholder registered at 7.00pm (AEDT) on 19 November 2018 is entitled to attend and vote at the Meeting.

4. 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 19 November 2018 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/urbaniseagm2018

5. 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.

**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 21 November 2018 at Level 12, 225 George St, 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

Financial Reports

The Corporations Act requires that the report of the Directors, the auditor's report and the financial report be laid before the Annual General Meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.

Shareholders will be given a reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the chairman about the management of the Company or to the Company's auditor, Ernst & Young, if the question is relevant to:

- (a) the content of the auditor's report; or
- (b) the conduct of its audit of the annual financial report to be considered at the meeting.

Note: Under section 250PA(1) Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

Written questions for the auditor must be delivered by 5:00pm on Wednesday, 14 November 2018. Please send any written questions for the auditors to:

The Company Secretary
Urbanise.com Limited
c/- Boardroom Pty Ltd
Level 12, 225 George Street
SYDNEY, NSW 2000

or via email to: Kim.Clark@boardroomlimited.com.au

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 2018. A copy is available on the Company's website.

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, at which all of the Directors (other than the Managing Director) of the Company, would need to stand for re-election.

As Shareholders voted in favour of the Company's Remuneration Report at its last annual general meeting, the Spill Resolution is not relevant for this Annual General Meeting.

Directors' recommendation

As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.

Resolution 2: Re-election of Mr Almero Strauss

Listing Rule 14.5 requires the Company to hold an election of directors at each annual general meeting.

In addition, 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 Almero Strauss retires and, being eligible, wishes to stand for re-election in accordance with the Company's Constitution.

Almero is a director and has been an executive member of the Mergon Group's investment team since 2008. Mergon is a private investment group that was founded in 1980. From a single, start-up business Mergon has grown into a diversified investment portfolio with significant interests in companies in the technology, commercial property, financial services, fintech, renewable energy and logistics industries. Almero looks after and represents Mergon on the Board of Infotech (one of South Africa's oldest IT companies).

Almero also represents Mergon on the Boards of Mobile Data (develops and manages TradeSwitch®, a virtual product distribution platform), Renewable Energy Holdings (the foremost independent developer and long-term investor in the hydropower sector in South Africa), and Mertech Marine (a world leader in the recovery, dismantling and recycling of out-of-service deep sea telecommunication cables).

Having initially qualified and worked as an electronic engineer, Almero also obtained pre and postgraduate accountancy qualifications from the University of Cape Town before launching his career in strategy and management consulting. During his career Almero has worked with leading international firms Bain & Company and Deloitte in South Africa and the USA. Almero was also a founding member of Decipher Consulting, a South African niche consulting firm, where he was an executive director of the business.

Directors' recommendation

The Directors (with Mr Almero Strauss abstaining) unanimously recommend that the Shareholders vote in favour of Resolution 2.

Resolution 3: Election of Mr Gary Bugden

Mr Gary Bugden was appointed as a Director of the Company on 03 April 2018 and retires in accordance with clause 6.2 of the Company's Constitution and Listing Rule 14.4 and stands for election.

Gary is a specialist strata titles lawyer and former partner and National Board member of international law firm, Mallesons Stephen Jaques (now King & Wood Mallesons). He has been an independent director of a number real estate development and investment companies, including Australian subsidiaries of the Malaysian listed Selangor Properties Berhad. He served as Deputy Chancellor of Bond University for 6 years and was a member of its Audit and Risk Management Committee.

Gary successfully started up companies in Australia and overseas with strata related businesses including management, technology, development consulting and records inspection (due diligence). A number of these companies are still prominent in the strata title business landscapes. Mystrata Pty Ltd, acquired by Urbanise in 2015, was one of those companies.

With a depth of knowledge and experience in the strata sector, Gary is sought out as a consultant by numerous Governments in Australia, Asia, Pacific region, Middle East and Europe. He has a deep knowledge of the strata title management sector in Australia and the overseas countries in which Urbanise operates.

Gary is a member of the Remuneration and Nomination Committee and the Audit and Risk Committee.

Resolution 4: Election of Mr Pierre Goosen

Mr Pierre Goosen was appointed as a Director of the Company on 03 April 2018 and retires in accordance with clause 6.2 of the Company's Constitution and Listing Rule 14.4 and stands for election.

Pierre is the managing director of Argosy Capital, a European based private equity and venture capital business and is also an independent advisor to the Mertech Group investment committee. Pierre is an admitted attorney in South Africa and solicitor in England and Wales. Pierre has significant professional experience as a commercial, private equity and funds lawyer at pre-eminent international law firms, having negotiated a variety of significant transactions with complicated investor and shareholder dynamics.

Pierre is based on the Isle of Man and serves as a director on a number of boards of private and listed companies in which Argosy is an investor.

Pierre is a member of the Remuneration and Nomination Committee and the Audit and Risk Committee.

Directors' recommendation

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

Resolution 5: Election of Mr Tod McGrouther

Mr Tod McGrouther was appointed as a Director of the Company on 16 October 2018 and retires in accordance with clause 6.2 of the Company's Constitution and Listing Rule 14.4 and stands for election.

Tod has a Bachelor of Law (First Class Honors) and University Medal from the University of Sydney, a Bachelor of Commerce (First Class Honors) and University Medal majoring in Accounting and Finance from the University of New South Wales and a Diploma in Applied Finance from the Securities Institute of Australia.

Tod has worked in the Australian corporate advisory industry since 1986 and has specialised in the provision of corporate advice in the areas of corporate valuation, equity capital raising both for private and public equity and investor relation advice for ASX listed companies. Between 1986 until 1984 Tod was a Associate Director in the Corporate Finance Department of Bankers Trust Australia. Between 1994 until 1998 Tod was a Director of the Corporate Finance Department of Prudential Bache Securities. Since 1998 Tod has been Director of KTM Capital, a boutique investment bank specializing in corporate advisory and underwriting services across mid-market ASX listed companies in the resources, information technology, bio technology and other services sectors.

Directors' recommendation

The Directors (with Mr McGrouther abstaining) recommend that Shareholders vote in favour of Resolution 5.

Resolution 6: 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 6 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 only class of quoted equity securities of the Company at the date of the Notice are ordinary Shares.

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; and
- 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 682,497,706 Shares. At present, the Company has a capacity to issue a remaining 101,228,104 Equity Securities under Listing Rule 7.1.

e) 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 6 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 6 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 VWP for the Equity Securities over the 15 Trading Days on which trades in the relevant class were recorded immediately before:
 - i. the date on which the price at which the Equity Securities are to be issued is agreed; or
 - ii. if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 6 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:
 - i. the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date Shareholders provide their approval at the Annual General Meeting; and
 - ii. the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

In accordance with Listing Rule 7.3A.2, 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		
		\$0.027 50% decrease in Issue Price	\$0.054 Issue Price	\$0.108 100% increase in Issue Price
Current Variable A* 682,497,724 Shares	10% Voting Dilution	68,249,772	68,249,772	68,249,772
	Funds Raised	\$1,842,743.84	\$3,685,487.69	\$7,370,975.38
50% increase in current Variable A* 1,023,746,586 Shares	10% Voting Dilution	102,374,658	102,374,658	102,374,658
	Funds Raised	\$2,764,115.77	\$5,528,231.53	\$11,056,463.06
100% increase in current Variable A* 1,364,995,448 Shares	10% Voting Dilution	136,499,545	136,499,545	136,499,545
	Funds Raised	\$3,685,487.72	\$7,370,975.43	\$14,741,950.86

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) None of the 13,605,458 unlisted Options and 5,946,250 unlisted performance rights that the Company currently has on issue are exercised into Shares before the date of the issue of the Equity Securities.
 - (c) 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%.
 - (d) 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.
 - (e) 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.
 - (f) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - (g) The issue price is \$0.027 being the closing price of the Shares on ASX on 14 September 2018.
 - (c) The Company will only issue and allot the Equity Securities during the 10% Placement period. The approval under Resolution 6 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 21 November 2017. 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 21 November 2017 totalled 372,976,607 securities; and
 - Total Equity Securities issued in the 12 months preceding the meeting (as detailed in the table below) totalled 338,991,577 representing 90.88% of the total Equity Securities on issue as at 21 November 2017.

Equity Securities Issued in the 12 months 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
66,363,106	03/10/2018	Fully Paid Ordinary Shares	\$0.027 As per Rights Issue announced to the market on 29/08/2018 and representing a discount to the closing price of shares on the date of issue of 6%.	Cash Consideration	As per Rights Issue announced to the market on 29/08/2018
85,303,069	12/10/2018	Fully Paid Ordinary Shares	\$0.027 As per Rights Issue announced to the market on 29/08/2018 and representing a discount to the closing price of shares on the date of issue of 0%.	Cash Consideration	As per Rights Issue announced to the market on 29/08/2018
1,146,552 (Issued to Mr Henry Arundel)	04/09/2018	Options The options are subject to an exercise price of \$0.001 per option and expiry date of 31 December 2020.	N/A	N/A	As per a deed of settlement between the Company and Mr Henry Arundel dated 04/09/2018.
176,943,850	05/12/2017	Fully Paid Ordinary Shares	\$0.04 As per Rights Issue announced to the market on 25/10/2017	Cash Consideration	As per Rights Issue announced to the market on 25/10/2017

9,235,000	27/11/2017	Performance Share Rights	N/A	N/A	Issued to directors under the Company Employee Share Plan
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Cash raised from the issuance of securities over the past 12 months was applied to the Company's general working capital which includes general operating expenses, employee costs, corporate administration, travel and marketing costs. The Company's cash position as at 30 June 2018 was \$3,072,206 and has and will be applied to working capital.

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.

Directors' recommendation

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

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;

"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 or Urbanise" 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;

"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;

"Management" 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 21 November 2018 which accompanies this Explanatory Memorandum;

"Option" means an option to acquire a Share;

"Performance Rights" means a right that confers an entitlement to be issued one Share subject to the satisfaction of any performance criteria;

"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 2018;

"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; and

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

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 19 November 2018.**

🖥 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/urbaniseagm2018>

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Monday 19 November 2018**. 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/urbaniseagm2018>
- 📠 **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** 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 **Urbanise.com Limited** to be held at **Level 12, 225 George St, Sydney NSW 2000 on Wednesday, 21 November 2018 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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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

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

STEP 2 VOTING DIRECTIONS

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

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Almero Strauss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Mr Gary Bugden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Director – Mr Pierre Goosen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Election of Director – Mr Tod McGrouther	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018