

**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, 20 November 2019

Time: 11:00am (AEDT)

DATED this 17th day of October 2019

By order of the Board:

A handwritten signature in blue ink that reads 'K. Clark'.

Kim Clark
Company Secretary

www.urbanise.com

AGENDA

A. Address by the Chairman and Chief Executive Officer

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 2019.

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 2019 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. Pierre Goosen

Mr. Pierre Goosen 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 Pierre Goosen, 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. Re-election of Director – Mr. Russell Bate

Mr. Russell Bate 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 Russell Bate, 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."

4. Election of Director – Mr. David Cronin

Mr. David Cronin was appointed as a Director of the Company on 14 January 2019 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 David Cronin 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. Saurabh Jain

Mr. Saurabh Jain was appointed as a Director of the Company on 21 January 2019 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 Saurabh Jain 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."

7. Issue of Performance Rights to Director

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

"That, pursuant to Section 208(1)(a) of the Corporations Act and Listing Rule 10.14, the members of the Company approve the granting of 4,117,647 Performance Rights to Mr Saurabh Jain, Executive Director (or his nominee), under the Company's Equity Incentive Plan and on the terms outlined in the Explanatory Memorandum."

Note: if approval is obtained under Listing Rule 10.14, approval is not required under Listing Rule 7.1 or Listing Rule 10.11, as set out in the Explanatory Memorandum.

8. Issue of 2,000,000 Shares to Director

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

"That, pursuant to Section 208(1)(a) of the Corporations Act and Listing Rule 10.11, the members of the Company approve the granting of 2,000,000 Shares to Mr Saurabh Jain, Executive Director (or his nominee)."

9. Appointment of auditor

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

"That, for the purposes of section 327C (2) of the Corporations Act and for all other purposes, A D Danieli Audit Pty Ltd of 1/261 George St, Sydney NSW 2000, having consented in writing to act as auditors of the Company, be appointed as auditors of the Company, upon the resignation of Ernst & Young as the Company's existing auditor taking effect."

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

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.

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.

Resolution 7 - the Company will disregard votes cast as proxy by Key Management Personnel or their closely related parties in contravention of section 250BD Corporations Act. The Company will also disregard votes cast by or on behalf 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 in contravention of section 224 Corporations Act.

In accordance with Listing Rule 14.11, the Company will also disregard any votes cast in favour of Resolution 7 by or on behalf of any Director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought (being all Directors, each of whom are eligible to participate in the Equity Incentive Plan), or any associate of those persons.

For the purposes of section 224 Corporations Act and Listing Rule 14.11, the Company will not disregard a vote 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 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; 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.

Resolution 8 - the Company will disregard votes cast as proxy by Key Management Personnel or their closely related parties in contravention of section 250BD Corporations Act. The Company will also disregard votes cast by or on behalf 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 in contravention of section 224 Corporations Act.

In accordance with Listing Rule 14.11, the Company will also disregard any votes cast in favour of resolution 8 by or on behalf of a person who is to receive securities in relation to the Company or any associate of those persons. For the purposes of section 224 Corporations Act and Listing Rule 14.11, the Company will not disregard a vote 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 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; 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.

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 18 November 2019. This means that any Shareholder registered at 7.00pm (AEDT) on 18 November 2019 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 18 November 2019 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/urbaniseagm2019

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.

6. 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 20 November 2019 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, 13 November 2019. 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 2019. 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. Pierre Goosen

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. Pierre Goosen retires and, being eligible, wishes to stand for re-election in accordance with the Company's Constitution.

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

Resolution 3: Re-election of Mr. Russell Bate

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. Russell Bate retires and, being eligible, wishes to stand for re-election in accordance with the Company's Constitution.

With more than 45 years in the IT industry, Russell has held senior management positions in both hardware and software companies, retiring from full-time employment in 2002 as Vice President Product Sales Operations – Asia Pacific for the US multi-national Sun Microsystems. In that role Russell was responsible for direct sales operations in the Sun's Asia Pacific Region, an area that included the ASEAN countries, Australasia, China, the Indian sub-continent, Japan and Korea.

Russell joined Sun in 1992 and was appointed Australasian Managing Director in 1994 where he managed the Australasian operation through five years of record growth. In 2000 Russell was awarded Sun's prestigious

Leadership Award and was elected to Sun's Leadership Council. In that same year Russell was promoted to the position of Vice President of Product Sales Operations for Asia Pacific and became the first Australian to be made a Vice President at Sun.

Since his retirement, Russell has retained a close association with the technology industry.

Russell is a former board member and past Chair of Musica Viva Australia, Australian Distributed Incubator, CR X Pty. Ltd. and Field and Game Australia. He was a board member of the Australian Broadcasting Corporation from 1995-2000 and the Australian Information Industry Association (AIIA) from 1997-2000.

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

Directors' recommendation

The Directors (with Mr Bate abstaining) unanimously recommend that the Shareholders vote in favour of Resolution 3.

Resolution 4: Election of Mr. David Cronin

Mr. David Cronin was appointed as a Director of the Company on 14 January 2019 and retires in accordance with clause 6.2 of the Company's Constitution and Listing Rule 14.4 and stands for election.

David has over 20 years' professional experience and more than 15 years of international experience at the Director/Chairman Board level. David is presently the Managing Director of the investment and consulting group, Pierce Group Asia, where he is responsible for its technology focused corporate development and investment activities. Prior to this role, David was an investment manager for the London/ASX listed Guinness Peat Group and Director of M&A for its technology focused subsidiary.

Prior to GPG, David started his professional career with 5 years in banking at Westpac Banking Corporation. David has been involved in various advisory, executive-level and board positions with several technology companies at various stages of development. David has previously served as both a Director and Chairman of Urbanise prior to its 2014 IPO. David is a Director and Chairman of ASX listed Ava Risk Group Limited.

Directors' recommendation

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

Resolution 5: Election of Mr. Saurabh Jain

Mr. Saurabh Jain was appointed as a Director of the Company on 21 January 2019 and retires in accordance with clause 6.2 of the Company's Constitution and Listing Rule 14.4 and stands for election.

With 20 years of experience in technology related roles, including the last 10 years in property management and services sectors, Saurabh brings to Urbanise a large depth of knowledge and connections. After more than 5 years in Sydney and New York as a solutions Director for Converga, Saurabh joined Cushman and Wakefield (Cushman) in 2013. Cushman is the world's second largest property management organization, with 45,000 employees in 52 countries. At Cushman, Saurabh held the role of Chief Information Officer, Australia and New Zealand, and later the role of Global Technology Director, Customer Portals and Analytics. More recently Saurabh headed the Solutions Centre at Ventia, Australia's largest services company.

Saurabh holds a B.E. Software Engineering from UNSW, a MBA Executive from AGSM, and a MBT from AGSM.

Directors' recommendation

The Directors (with Mr Jain 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 Annual General Meeting (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).

Directors' recommendation

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 7.1

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 x 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 690,497,724 Shares. At present, the Company has a capacity to issue a remaining 101,228,107 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 VWAP 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 7.1.A.2 | | Dilution | | |
|------------------------------------|---------------------|-----------------------------|----------------|------------------------------|
| | | 50% decrease in Issue Price | Issue Price | 100% increase in Issue Price |
| Current Variable A* | 10% Voting Dilution | 69,049,772 | 69,049,772 | 69,049,772 |
| 690,497,724 Shares | Funds Raised | \$1,070,271.47 | \$2,140,542.93 | \$4,281,085.86 |

| | | | | |
|---|----------------------------|----------------|----------------|----------------|
| 50% increase in current Variable A* 1,035,746,586 Shares | 10% Voting Dilution | 103,574,658 | 103,574,658 | 103,574,658 |
| | Funds Raised | \$1,605,407.20 | \$3,210,814.40 | \$6,421,628.80 |
| 100% increase in current Variable A* 1,380,995,448 Shares | 10% Voting Dilution | 138,099,544 | 138,099,544 | 138,099,544 |
| | Funds Raised | \$2,140,542.93 | \$4,281,085.86 | \$8,562,171.73 |

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 1,346,552 unlisted Options and 29,482,797 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 \$0.031 being the closing price of the Shares on ASX on 23 September 2019.
- (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.

The Company sought and obtained approval from Shareholders under Listing Rule 7.1A at the Annual General Meeting held on 21 November 2018. In accordance with Listing Rules 7.3A.6(a) and 7.3A.6(b) the Company makes the following disclosure:

| | |
|--|--|
| Equity securities on issue at the commencement of the 12 month period | 714,210,527 equity securities (comprised of 682,497,724 fully paid ordinary shares, 23,646,250 performance share rights and 8,066,553 options) |
| Equity securities issued in the prior 12 month period | <ol style="list-style-type: none"> 1. 8,000,000 fully paid ordinary shares 2. 25,062,796 performance share rights |
| Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period | 4.6% |

The tables set out below set out specific details for each issue of equity securities that have taken place in the 12 month period preceding the date of the Annual General Meeting.

| | |
|---|---|
| Date of issue | 2 September 2019 |
| Number of securities issued | 8,000,000 |
| Class of equity securities and summary of terms | Fully paid ordinary shares |
| Names of persons who received securities or basis on which those persons were determined | Shares were issued as a result of the vesting of performance rights to employees of the company eligible to participate in the Company's equity incentive plan. |
| Price | Nil |
| Discount to market price (if any) | N/A |
| <i>For cash issues</i> | |
| Total cash consideration received | Nil |
| Amount of cash consideration spent | N/A |
| Use of cash consideration | N/A |
| Intended use for remaining amount of cash (if any) | N/A |

| | |
|---|--|
| Date of issue | 07 December 2018 and 27 September 2019 |
| Number of securities issued | 25,062,796, being 12,000,000 on 07 December 2018 and 13,062,796 on 27 September 2019 |
| Class of equity securities and summary of terms | Performance Share Rights |
| Names of persons who received securities or basis on which those persons were determined | Issued to employees of the company eligible to participate in the Company's equity incentive plan. |
| Price | Nil |
| Discount to market price (if any) | N/A |
| <i>For cash issues</i> | |
| Total cash consideration received | Nil |
| Amount of cash consideration spent | N/A |
| Use of cash consideration | N/A |
| Intended use for remaining amount of cash (if any) | N/A |

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.

Resolution 7 - Issue of Performance Rights to Director

Performance Rights confer an entitlement to be issued one Share subject to the satisfaction of any performance criteria on the terms set out in the Equity Incentive Plan (**Plan**).

Subject to the approval of Shareholders, the Company proposes to grant a maximum amount of 4,117,647 Performance Rights to Mr. Saurabh Jain, Executive Director (or his nominee and related entity Rishi Jain Pty Ltd as trustee for the Rishi Jain Family Trust). Mr Jain is a director of Rishi Jain Pty Ltd and beneficiary of the Rishi Jain Family Trust.

The price for each Share that may be issued upon vesting of a Performance Right is nil.

The objective of the proposed grant of Performance Rights to Mr. Jain is primarily to link the reward of Performance Rights to Shareholder value creation, and align their interests with those of Shareholders and to encourage the long-term sustainable growth of the Company.

The Performance Rights shall be issued under and subject to the terms of the Equity Incentive Plan.

Listing Rule 10.14 provides that a company must not issue equity securities to a director of the company under an employee incentive scheme unless the issue has been approved by holders of ordinary securities. Once approval is obtained pursuant to Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12, Exception 4 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1.

The key terms of the Performance Rights are set out in the tables below:

| | |
|---------------------------|---|
| Resolution | 7 |
| Recipient | Mr. Saurabh Jain (or his nominee and related entity Rishi Jain Pty Ltd as trustee for the Rishi Jain Family Trust) |
| Number | 4,117,647 |
| Vesting Conditions | Subject to the Directors determining that the applicable vesting conditions have been met, the Performance Rights will vest in three equal tranches on each of 31 August 2021, 31 August 2022 and 31 August 2023. |
| Other Conditions | Other key terms of the Equity Incentive Plan are detailed in the Annexure of this Explanatory Memorandum. |

Other general terms of the Performance Rights

It is intended that the Performance Rights will be issued within 5 days after the Annual General Meeting, but in any event will be issued no later than 12 months after the Annual General Meeting.

For the purpose of Listing Rule 10.15.3, the Performance Rights will be issued to Mr Jain for nil consideration.

For the purpose of Listing Rule 10.15.4A, all Directors are entitled to participate in the Plan.

For the purpose of Listing Rule 10.15.4, Non-Executive Director, Mr Russell Bate has previously received 750,000 Performance Rights under the Plan, as approved by Shareholders at the Company's Annual General Meeting on 21 November 2017. The Performance Rights were issued for nil consideration.

There are no loan arrangements with Mr. Jain in relation to the acquisition of the Performance Rights.

The other general terms for the Performance Rights are outlined in the Annexure of this Explanatory Memorandum.

General Information

Consistent with the accounting standards, the Company discloses the following information concerning the value of the Performance Rights to be issued. A fair value for the Performance Rights to be issued has been calculated using the Binomial methodology and based on a number of assumptions, set out below, with an adjustment to the expected life of the Performance Rights to take account of limitations on transferability. This methodology is commonly used for valuing Performance Rights and is one of the permitted methodologies under ASIC Regulatory Guide 76. The Board believes this valuation model to be appropriate to the circumstances and has not used any other valuation or other models in proposing the terms of the Performance Rights.

The Board draws shareholders' attention to the fact the stated valuation does not constitute and should not be taken as audited financial information. The reportable value of the employee benefit expense in subsequent financial periods may vary due to a range of timing and other factors. In particular, the figures were calculated effective as at 23 September 2019.

Valuation for Performance Rights to be issued to Mr. Jain

| | |
|-------------------------------------|---|
| Underlying price | \$0.034 |
| Volatility | 0.84 |
| Dividend Yield (estimate) | Nil |
| Vesting Date | Subject to the Directors determining that the applicable vesting conditions have been met, the Performance Rights will vest in three equal tranches of each of 31 August 2021, 31 August 2022 and 31 August 2023. |
| Risk free rate | 0.81% |
| Value - per right | \$0.0185 |
| Number of Performance Rights issued | 4,117,647 |
| Employee benefit expense | \$76,176 |

A significant factor in the determination of the final value of performance rights will be the ultimate share price at the date of final Performance Rights grant (this will be the date of approval by the Shareholders if such approval is obtained). The following table details total employee benefit expense based on the highest and lowest closing prices of the Shares traded on the ASX over the 12 months ending on 23 September 2019.

| | Highest | Lowest Price |
|--|------------------|-----------------|
| Closing Price (\$) | 0.046 | 0.023 |
| Date | 28 November 2018 | 23 October 2019 |
| Total employee benefits expense | | |
| Saurabh Jain | \$133,000 | \$30,059 |

As such if it is assumed all other factors are equal, where the share price increases above the \$0.034 disclosed above the final value of performance rights granted will increase, and conversely where the share price reduces the final value of Performance Rights granted will also reduce.

Remuneration

Excluding the value of the proposed Performance Rights:

- (a) Mr. Jain currently receives \$686,209 per annum for his position as Executive Director and Chief Executive Officer. The amount stated is per annum comprising salary, superannuation contributions and known short and long-term incentive payments.

Financial Benefit – Details and reasons

Approval has been sought for the giving of a financial benefit to Mr. Jain, as a related party, under section 208 of the Corporations Act.

The amount, terms and value (subject to the stated assumptions) of the Performance Rights are set out above.

The reasons for giving this financial benefit are:

- (a) the Company wishes to maximise the use of its cash resources towards other strategic initiatives and equity based incentives;
- (b) the total quantum of Performance Rights to be issued is reasonable in number, and will act as an incentive for future growth of the business;
- (c) Performance Rights are designed to incentivise employees, and in this case, to incentivise Mr Jain as Executive Directors of the Company. Performance Rights also act to provide a retention incentive for key employees, such as Mr Jain, to facilitate long-term growth;
- (d) equity based incentives assist in the alignment of Shareholders and Directors’ interests; and
- (e) the Company believes the associated expense is limited and the nature of the Performance Rights package proposed is commensurate with market practice.

On this basis the Company believes the giving of the financial benefit, as constituted by the issue of the Performance Rights to the applicable Director is in the best interests of the Company and its Shareholders.

Existing interests and the dilutionary effect on other Shareholders’ interests

The effect that the vesting of the Performance Rights will have on the interests of the applicable Directors relative to other Shareholders’ interests is set out in the following table. The table assumes no further issues of Shares in, or reconstruction of the capital of the Company during the time between issue and vesting of the Performance Rights.

| Mr. Saurabh Jain | |
|---|-------------|
| The total number of shares on issue in the capital of the Company | 690,497,724 |
| Shares currently held by the Director (including indirect interests) | 2,634,974 |
| % of shares currently held by the Director | 0.381% |
| Performance Rights held by the Director prior to Annual General Meeting | 3,000,000 |

| | |
|---|--|
| (including indirect interests) | |
| Options held by the Director prior to (including indirect interests) | Nil |
| Performance Rights to be issued under this resolution to the Director following Annual General Meeting | 4,117,647 |
| Shares that will be held following the vesting of all Performance Rights and exercise of Options held by the Director | 9,752,621 Subject to approval by Shareholders of Resolution 8, a total of 11,752,621 shares will be held. |
| % of Shares that would be held by the Director assuming no other Performance Rights held by other parties vested | 1.41% Subject to approval by Shareholders of Resolution 8 this percentage will increase to 1.7%. |

Directors' recommendation

The Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to resolution 7.

Resolution 8 - Issue of 2,000,000 Shares to Director

Subject to the approval of Shareholders, the Company proposes to issue 2,000,000 Shares to Mr. Saurabh Jain, Executive Director (or his nominee and related entity Rishi Jain Pty Ltd as trustee for the Rishi Jain Family Trust). Mr Jain is a director of Rishi Jain Pty Ltd and beneficiary of the Rishi Jain Family Trust.

The price for each Share that may be issued is nil.

The Shares will rank equally in all respects with all existing Shares from the date of issue.

The proposed grant is in accordance with the terms of Mr. Jain's remuneration and as announced to the ASX on 30 April 2019. Subject to the achievement of performance hurdle's Mr. Jain is entitled to receive a one-off performance bonus payment of \$120,000, which, subject to the mutual agreement of Mr. Jain and the Board of Directors and Shareholder approval in respect of the issue of Shares, may be paid as a cash payment of \$60,000 plus 2,000,000 Shares.

The Company is seeking Shareholder approval for the purposes of Listing Rule 10.11 and section 208(1)(a) of the Corporations Act.

It is intended that the Shares will be issued within 5 days after the Annual General Meeting, but in any event will be issued no later than one month after the Annual General Meeting.

The value of the Shares on the close of trading on 23 September 2019 was \$0.031.

Remuneration

Mr. Jain currently receives \$686,209 per annum for his position as Executive Director and Chief Executive Officer. The amount stated is per annum comprising salary, superannuation contributions and known short and long-term incentive payments.

Financial Benefit – Details and reasons

Approval has been sought for the giving of a financial benefit to Mr. Jain (or his nominee entity Rishi Jain Pty Ltd as trustee for the Rishi Jain Family Trust), as a related party, under section 208 of the Corporations Act.

The amount, terms and value of the Shares are set out above.

The reasons for giving this financial benefit are:

- (a) the Company wishes to maximise the use of its cash resources towards other strategic initiatives and equity based incentives;
- (b) the total quantum of Shares to be issued is reasonable in number;
- (c) the Shares are being issued in satisfaction of performance hurdles which are designed to incentivise employees, and in this case, to incentivise Mr. Jain as Executive Directors of the Company. Performance based remuneration also acts to provide a retention incentive for key employees, such as Mr. Jain, to facilitate long-term growth;
- (d) equity based incentives assist in the alignment of Shareholders and Directors' interests; and
- (e) the Company believes the associated expense is limited and the nature of the Performance Rights package proposed is commensurate with market practice.

On this basis the Company believes the giving of the financial benefit, as constituted by the issue of the Shares to Mr. Jain is in the best interests of the Company and its Shareholders.

Existing interests and the dilutionary effect on other Shareholders' interests

The effect that the issue of the Shares will have on the interests of the applicable Directors relative to other Shareholders' interests is set out in the following table. The table assumes no further issues of Shares in, or reconstruction of the capital of the Company during the time between issue and vesting of the Performance Rights.

| Mr Saurabh Jain | |
|--|-------------|
| The total number of shares on issue in the capital of the Company | 690,497,724 |
| Shares currently held by the Director (including indirect interests) | 2,634,974 |
| % of shares currently held by the Director | 0.381% |
| Performance Rights held by the Director prior to Annual General Meeting (including indirect interests) | 3,000,000 |
| Options held by the Director prior to (including indirect interests) | Nil |
| Performance Rights to be issued under Resolution 7 to the Director following Annual General Meeting | 4,117,647 |

| | |
|--|--|
| Shares to be issued under this Resolution | 2,000,000 |
| Shares that will be held following the vesting of all Performance Rights and exercise of Options held by the Director | 11,752,621 Subject to the approval by shareholders of Resolution 7. |
| % of Shares that would be held by the Director assuming no other Performance Rights held by other parties vested | 1.7% Subject to the approval by shareholders of Resolution 7. |

Directors' recommendation

The Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to resolution 8.

Resolution 9 – Appointment of auditor

Ernst & Young have, by notice to the Company in accordance with s329(5) of the Corporations Act, resigned as auditor of the Company, subject to ASIC's consent to their request and effective from the close of this Annual General Meeting.

It is proposed that the Company appoint A D Danieli Audit Pty Ltd as auditor of the Company, with effect from the resignation of Ernst & Young.

In accordance with the Corporations Act:

- (a) Ernst & Young holds office as auditor until close of this Annual General Meeting of the Company; and
- (b) the Company has sought and obtained a nomination from a Shareholder for A D Danieli Audit Pty Ltd to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Statement as Annexure B.

A D Danieli Audit Pty Ltd have given their written consent to act as the Company's auditor subject to ASIC's consent to the resignation of Ernst & Young and Shareholder approval of this Resolution 9.

Directors' Recommendation

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 9.

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 20 November 2019 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 2019;

"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.

Annexure A

Summary of the key terms of the Company's equity incentive plan

| | |
|-----------------------------|--|
| Purpose | <p>The purpose of the Plan is to:</p> <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of eligible employees; (b) link the reward of eligible employees to Shareholder value creation; and (c) align the interests of eligible employees with Shareholders by providing an opportunity for eligible employees to earn rewards via an equity interest in the Company based on creating Shareholder value. |
| Eligibility | <p>Eligible employee means Directors and employees that are declared by the Board in its sole and absolute discretion to be eligible to receive grants of options and performance rights under the Plan, or any other person that is declared by the Board in its sole and absolute discretion to be eligible to receive grants of options and performance rights under the Plan.</p> |
| Form of equity | <p>Awards of options and performance rights can be made under the plan.</p> <p>A performance right confers an entitlement to be issued one Share subject to the satisfaction of any performance criteria on the terms set out in the Plan.</p> <p>An option confers a right to acquire a Share subject to the satisfaction of any vesting conditions and the payment of the exercise price for the option on the terms set out in the Plan.</p> |
| Terms of award | <p>A grant of options and/or performance rights under the Plan is subject to both the rules of the Plan and the terms of the specific grant.</p> |
| Vesting and exercise | <p>Options may only be exercised if they vest in accordance with the applicable performance criteria and exercise conditions (if any).</p> <p>Performance Rights will be governed by the Plan until they lapse or the performance criteria to which the performance rights relate have been fully satisfied in accordance with the Plan and consequently Shares have been issued in respect of those performance rights.</p> <p>Where an eligible employee ceases to be employed by a group Company, the Board may, in its absolute discretion, determine that the rights and/or options which are held by the eligible employee at that time will be forfeited.</p> |
| Exercise conditions | <p>Exercise condition means any criteria, requirements or conditions determined by the Board, which must be met (notwithstanding the satisfaction of any performance criteria and/or vesting conditions) in order for any performance rights and/or options to vest or be exercisable.</p> |
| Exercise price | <p>Exercise price means:</p> <ul style="list-style-type: none"> (a) in relation to a performance right, a nil amount, unless otherwise determined by the Board and specified in the invitation, or (b) in relation to an option, the amount payable on exercise of that option, as specified in the invitation. |
| Exercise | <p>The exercise of an option may only be effected by lodging a duly completed notice of exercise. An option may only be exercised if at the time of exercise:</p> <ul style="list-style-type: none"> (c) the applicable performance criteria and/or vesting conditions for the options have been satisfied; (d) the option has not lapsed under any provision of the Plan; and (e) the exercise price of the option has been paid to the Company in such manner approved by the Board. <p>Any Shares issued, transferred or allocated on the exercise or vesting of performance rights and/or options will rank equally in all respects with all existing Shares from the date of issue. The Company will apply to the ASX for the quotation of any Shares issued under the Plan.</p> |
| Change of control | <p>If a specified event (e.g. a takeover, a scheme of arrangement, winding up or any similar transaction or event that may result in a person becoming entitled to exercise control over the Company) occurs prior to a performance right or option</p> |

| | |
|----------------------------|---|
| | <p>vesting, then the Board may determine in its absolute discretion whether some or all of the participant's performance rights or options:</p> <ul style="list-style-type: none"> (f) become vested (whether subject to further vesting conditions and/or performance criteria or not); (g) lapse or are forfeited; (h) remain subject to the applicable periods for measurement, vesting dates, vesting conditions and/or performance criteria; or (i) become subject to substituted or varied periods for measurement, vesting dates, vesting conditions and/or performance criteria. <p>If there is a change of control prior to a performance right or option becoming vested, and the Board does not exercise a discretion as to how to deal with the performance rights and options, all of the participant's unvested performance rights and/or options will lapse.</p> |
| <p>Lapse</p> | <p>A participant's options and performance rights will lapse, subject to the Board deciding otherwise, on the earliest of:</p> <ul style="list-style-type: none"> (j) (in the case of options) the applicable expiry date for those options; (k) (in the case of performance rights) a determination by the Board that the participant has not satisfied the applicable performance criteria specified by the Board in respect of those performance rights; (l) a determination of the Board that the participant has, in the Board's opinion: <ul style="list-style-type: none"> (i) 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); or (ii) done any act which brings the group into disrepute; (m) the date on which the participant ceases to be employed by any member of the group (other than due to death, permanent disability or bona fide redundancy); (n) the receipt by the Company of notice from the participant (after death, permanent disability or bona fide redundancy has arisen with respect to the participant) that the participant has elected to surrender the option or performance right; and (o) any other circumstances specified in any invitation pursuant to which the options or performance rights were issued. <p>Upon the lapse of a performance right or option, all of the participant's rights in respect of that performance right or option will cease.</p> |
| <p>Share issues</p> | <p>Participation in new issues</p> <p>A participant may participate in new issues of securities to holders of Shares only if:</p> <ul style="list-style-type: none"> (p) the option has been exercised or performance right has vested; and (q) a Share has been issued in respect of the option or performance right before the record date for determining entitlements to the new issue. <p>Adjustment for bonus issue of Shares</p> <p>If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):</p> <ul style="list-style-type: none"> (r) the number of Shares which will be issued on the exercise of the option or vesting of the performance right will be increased by the number of Shares which the participant would have received if the participant had exercised the option or the performance right had vested before the record date for the bonus issue; and (s) no change will be made to the exercise price. <p>Adjustment for rights issue</p> <p>If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in satisfaction of dividends or by way of dividend reinvestment) the exercise price of the option will be reduced according to the following formula:</p> <p>New exercise price = $O - \frac{E[P-(S+D)]}{S}$</p> |

| | |
|--|--|
| | <p style="text-align: center;">N + 1</p> <p>O = the old exercise price of the option. E = the number of underlying Shares into which one option is exercisable. P = the average market price per Share (weighted by reference to volume) of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date. S = the subscription price of a Share under the pro rata issue. D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue). N = the number of Shares with rights or entitlements that must be held to receive a right to one new Share.</p> <p>Reconstructions</p> <p>If there is any reconstruction of the issued share capital of the Company, then</p> <p>(t) the number of performance rights which each participant has been granted; and/or</p> <p>(u) the number of options to which each participant is entitled and/or the exercise price,</p> <p>must be reconstructed in a manner which will not result in any benefits being conferred on participants which are not conferred on Shareholders (subject to the provisions with respect to rounding of entitlements as sanctioned by the meeting of Shareholders approving the reconstruction of capital), but in all other respects, the terms of all options and performance rights will remain unchanged.</p> |
| Non-transferable rights and options | <p>A participant must not assign, transfer, encumber or otherwise dispose of a performance right or option unless prior written consent is obtained by the Board (which consent may impose such terms and conditions on such assignment, transfer, encumbrance or disposal as the Board sees fit), or in accordance with law in the event of the death of a participant.</p> <p>The Board may, at its discretion, impose a restriction on disposing of, or granting any security interest over, Shares held by a participant on vesting of a performance right or exercise of an option.</p> |
| Dividends | <p>The performance rights and/or options held by a participant will not give the participant any right to participate in dividends until the issue, transfer or allocation of Shares pursuant to the vesting or exercise of the performance rights and/or options (as the case may be), before the record date for determining entitlements to a dividend.</p> |
| Voting rights | <p>The performance rights and/or options do not entitle a participant to receive notice of, attend or vote at a meeting of Shareholders. A participant may exercise any voting rights attaching to Shares acquired following the exercise of the participant's performance rights and/or options and registered in the participant's name.</p> |
| Administration of the Plan | <p>The Plan will be managed in accordance with the Plan rules, by the Board.</p> <p>Every exercise of a discretion by the Board (or its delegates) and any decision by the Board (or its delegates) regarding the interpretation, effect or application of the Plan will be final, conclusive and binding.</p> <p>The Board may delegate any of its powers or discretions conferred on it by the Plan to a committee of the Board or to any one or more persons selected by it, including but not limited to the company secretary.</p> |
| Amendment | <p>Subject to the Plan Rules, Constitution and the Listing Rules, the Board may at any time amend the Plan rules or the terms and conditions upon which any option or performance rights have been issued under the Plan.</p> <p>No amendment to these Rules or to options or performance rights granted under the Plan may be made if the amendment materially reduces the rights of any participant in respect of options or performance rights granted to them prior to the date of the amendment, other than:</p> <p>(v) an amendment introduced primarily:</p> <p>(i) for the purposes of complying with or conforming to present or future legislation governing or regulating the Plan or like plans;</p> <p>(ii) to correct any manifest error or mistake;</p> <p>(iii) to allow the implementation of a trust arrangement in relation to the holding of Shares for the purpose of the Plan;</p> |

| | |
|--------------------|---|
| | <p>(iv) for the purpose of complying with the applicable laws; and/or</p> <p>(v) to take into consideration possible adverse taxation implications in respect of the Plan including changes to applicable taxation legislation or the interpretation of that legislation by a court of competent jurisdiction or any rulings from taxation authorities administering such legislation; or</p> <p>(w) an amendment agreed to in writing by the participant(s).</p> |
| Termination | <p>The Board may at any time terminate the Plan or suspend the operation of the Plan for such period or periods as it thinks fit, considering and endeavouring to ensure that there is fair and equitable treatment of all participants in passing a resolution to terminate or suspend the operation of the Plan.</p> |

Annexure B

11 October 2019

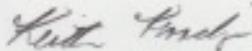
The Chairman
Urbanise.com Limited
Suite 3, Level 1, 201 Miller St
North Sydney NSW 2060

Dear Mr Strauss,

AUDITOR NOMINATION – A D DANIELI AUDIT PTY LTD

Bannaby Investments Pty Ltd (as trustee for the Bannaby Superannuation Fund), a shareholder of Urbanise.com Limited hereby nominates A D Danieli Audit Pty Ltd of 1/261 George St, Sydney NSW 2000, to be appointed the Auditor of Urbanise.com Limited.

Yours sincerely



Keith Kerridge
Director
Bannaby Investments Pty Ltd



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 18 November 2019.**

🖥 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/urbaniseagm2019>

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, 18 November 2019.** 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/urbaniseagm2019>

📠 **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 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 the **Level 12, 225 George St, Sydney NSW 2000 on Wednesday, 20 November 2019 at 11:00 (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 Resolutions 1 & 7 & 8, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 & 7 & 8 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 Resolutions 1 & 7 & 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 | Adoption of the Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Director – Mr Pierre Goosen | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Re-election of Director – Mr Russell Bate | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Election of Director – Mr David Cronin | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Election of Director – Mr Saurabh Jain | <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"/> |
| Resolution 7 | Issue of Performance Rights to Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 8 | Issue of 2,000,000 Shares to Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 9 | Appointment of Auditor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

| | | |
|--|------------------|------------------------------|
| Individual or Securityholder 1 | Securityholder 2 | Securityholder 3 |
| | | |
| Sole Director and Sole Company Secretary | Director | Director / Company Secretary |