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: Virtual meeting via the Lumi AGM Online Platform

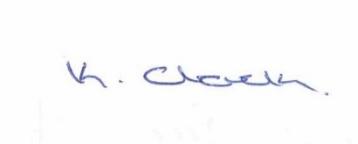
Date: Wednesday, 24 November 2021

Time: 3:00pm (AEDT)

Due to current circumstances relating to COVID-19 and associated government imposed restrictions and recommendations, the Meeting is being held by way of a virtual meeting (electronically) using the Lumi AGM Online Platform. Shareholders are urged to attend and vote at the meeting electronically using the Lumi AGM Online Platform or vote by lodging the proxy form attached to this Notice.

DATED this 20 October 2021

By order of the Board:



Kim Clark
Company Secretary

www.urbanise.com

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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 2021.

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 2021 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 Tod McGrouther

Mr Tod McGrouther 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 Tod McGrouther, 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. 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."

5. 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 109,281 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.

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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 of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

Resolution 4 - the Company will disregard any votes cast in favour of Resolution 4 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, this does not apply to a vote cast in favour of a resolution by:

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

Resolution 5 – in accordance with Listing Rule 14.11, the Company will also disregard any votes cast in favour of Resolution 5 by or on behalf of:

- a Director of the Company;
- an associate of a Director; or
- a person whose relationship with the Company or a person referred to above is such that, in ASX's opinion, the acquisition should be approved by security holders,

who is eligible to participate in the Company's Equity Incentive Plan.

However, for the purposes of Listing Rule 14.11, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

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- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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 in contravention of section 224 of the Corporations Act and any associate of such a related party.

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 22 November 2021. This means that any Shareholder registered at 7.00pm (AEDT) on 22 November 2021 is entitled to attend and vote at the Meeting.

4. Direct voting using the Lumi AGM Online Platform

In light of current public health restrictions relating to the spread of COVID-19 the Company has made the decision to hold its first virtual Annual General Meeting. All shareholders will have the opportunity to attend and participate in the 2021 Annual General Meeting online via an internet connection (using a computer, laptop, tablet or smartphone).

Shareholders are invited and encouraged to participate in the Meeting and vote electronically using the Lumi AGM Online Platform. The Online Platform will provide Shareholders with the ability to view and participate in the proceedings of the Meeting by webcast, and to cast their votes during the Meeting.

If Shareholders are unable to attend the Meeting using the Online Platform they are encouraged to alternatively, return the Proxy Form to the Company in accordance with the instructions thereon. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting utilising the Lumi Online Platform should they elect to do so.

5. Shareholder questions

Whilst shareholders will be provided with the opportunity to submit questions online at the meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its directors at the virtual Annual Shareholders' Meeting to the Company Secretary, Kim Clark, by emailing to kim.clark@boardroomlimited.com.au.

Please note that not all questions may be able to be answered during the meeting. In this case answers will be made available on the Company's website after the meeting.

6. 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 3:00 pm (AEDT) on 22 November 2021 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/ubnagm2021

7. 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.

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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 virtually at 3:00 pm (AEDT) on 24 November 2021.

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, 17 November 2021. 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 2021. 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.

Mr Goosen is the managing director of Argosy Capital, a European based private equity and venture capital business. He is based on the Isle of Man and serves as a director on several boards of private and listed companies in which Argosy is an investor.

Mr Goosen is an admitted attorney in South Africa and solicitor in England and Wales. Prior to joining Argosy, he gained professional experience as a commercial, private equity and funds lawyer.

Mr Goosen is Chair of the Remuneration and Nomination 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 Tod McGrouther

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

Mr McGrouther holds a Bachelor of Laws (First Class Honours) and was awarded the University Medal from the University of Sydney, a Bachelor of Commerce (First Class Honours) with majors in Accounting and Finance and was awarded the University Medal from the University of New South Wales, and a Diploma in Applied Finance from the Securities Institute of Australia.

He 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. Mr McGrouther was as Associate Director of Bankers Trust Australia between 1986 and 1994. Between 1994 until 1998 Tod was a Director of the Corporate Finance Department of Prudential Bache Securities Limited. From 1998 until the present, he is co-founder and Director of KTM Capital. KTM provides corporate advisory and equity capital markets services across mid-market resources, IT, financial and other services sector companies.

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Mr McGrouther is a Director of ASX listed NSX Limited and Love Group Global Ltd and is Chair of the Audit and Risk Committee and a member of the Remuneration and Nomination Committee.

Directors' recommendation

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

Resolution 4: 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).

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 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 (other than 9, 16 or 17);
- plus the number of fully paid Shares issued in the 12 months on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
    a. the convertible securities were issued or agreed to be issued before the commencement of the 12 months; or
    b. the issue of, or agreement or issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;
- plus the number of partly paid Shares issued in the 12 months under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
    a. the agreement was entered into before the commencement of the 12 months; or
    b. the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;
- 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.

As at the date of this Notice of Meeting the Company has on issue 56,365,076 Shares noting that the Company undertook a share consolidation in accordance with the approval by Shareholders at the Extraordinary General Meeting on 29 April 2021. At present, the Company has a capacity to issue a remaining 8,247,688 Equity Securities under Listing Rule 7.1. Subject to the approval of this Resolution this amount will increase to 13,215,908.

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;

(b) the time and date of the Company's next annual general meeting; or

(c) the time and 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 4 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 4 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 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If Resolution 4 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.

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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**		
		$0.7075 **50% decrease in Issue Price**	$1.415 **Issue Price**	$2.83 **100% increase in Issue Price**
Current Variable A*	**10% Voting Dilution**	5,636,507	5,636,507	5,636,507
56,365,076 Shares	**Funds Raised**	$3,987,829	$7,975,657	$15,951,315
50% increase in current Variable A*	**10% Voting Dilution**	8,454,761	8,454,761	8,454,761
84,547,614 Shares	**Funds Raised**	$5,981,743	$11,963,487	$23,926,974
100% increase in current Variable A*	**10% Voting Dilution**	11,273,015	11,273,015	11,273,015
112,730,152 Shares	**Funds Raised**	$7,975,658	$15,951,316	$31,902,632

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 1,624,222 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 $1.415 being the closing price of the Shares on ASX on 15 September 2021.

(c) The Company will only issue and allot the Equity Securities during the 10% Placement period. The approval under Resolution 4 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 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 Rule 7.1A.4 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.

The Company sought and obtained approval from Shareholders under Listing Rule 7.1A at the Annual General Meeting held on 29 October 2020. In accordance with Listing Rule 7.3.A.6, the Company confirms that no equity securities were issued under Listing Rule 7.1A.2 in the 12 month period preceding the date of the meeting.

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 4.

Resolution 5 - 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 109,281 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 payable 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 8 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:

Recipient	Mr. Saurabh Jain (or his nominee and related entity Rishi Jain Pty Ltd as trustee for the Rishi Jain Family Trust)
Number	109,281

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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 2023, 31 August 2024 and 31 August 2025.
Other Conditions	Other key terms of the Equity Incentive Plan are detailed in Annexure A 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 3 years after the Annual General Meeting.

The Performance Rights will be issued to Mr Jain for nil consideration.

For the purposes of Listing Rule 10.15.2, Mr Jain falls under category 10.14.1 of the Listing Rules, as he is a current Director of the Company.

For the purposes of Listing Rule 10.15.6, the Company proposes to issue Performance Rights to Mr Jain (as opposed to fully paid ordinary securities) for the following reasons:

(a) 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; and

(b) equity based incentives assist in the alignment of Shareholders and Directors' interests.

Mr Jain has previously received 547,009 performance rights (adjusted to reflect the Share Consolidation undertaken by the Company as approved by Shareholders at the Extraordinary General Meeting of the Company on 29 April 2021) under the Equity Incentive Plan. Those Performance Rights were also issued to Mr Jain 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 Annexure A of this Explanatory Memorandum.

Details of any securities issued under the Equity Incentive Plan will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Equity Incentive Plan after this resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

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 15 September 2021.

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Valuation for Performance Rights to be issued to Mr. Jain

Underlying price	$1.40
Volatility	N/a as no market based vesting conditions
Dividend Yield (estimate)	0%
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 2023, 31 August 2024 and 31 August 2025.
Risk free rate	0.65%
Value - per right	$1.42
Number of Performance Rights issued	109,281
Employee benefit expense	$155,179

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 15 September 2021.

	Highest	**Lowest Price**
Closing Price ($)	$1.675	$1.065
Date	2 July 2021	22 December 2020
Saurabh Jain	$183,046	$116,384

As such if it is assumed all other factors are equal, where the share price increases above the $1.42 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 proposed to be issued under this resolution:

(a) Mr Jain currently receives $592,434 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:

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(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	56,365,076
Shares currently held by the Director (including indirect interests)	535,501
% of shares currently held by the Director	0.95%
Performance Rights held by the Director prior to Annual General Meeting (including indirect interests)	355,506
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	109,281
Shares that will be held following the vesting of all Performance Rights and exercise of Options held by the Director	1,000,288
% of Shares that would be held by the Director assuming no other Performance Rights held by other parties vested	1.77%

Directors' recommendation

The Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to resolution 5.

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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 Incentive Plan**" means the Company's Equity Incentive Plan as approved by Shareholders on 29 October 2020 and as summarised in Annexure A;
"**Equity Securities**" means has the meaning given to that term in the Listing Rules;
"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;
"**Key Management Personnel**" has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;
"**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 24 November 2021 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 2021;
"**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	The purpose of the Plan is to: (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	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.
Form of equity	Awards of options and performance rights can be made under the plan. 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. 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.
Terms of award	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.
Vesting and exercise	Options may only be exercised if they vest in accordance with the applicable performance criteria and exercise conditions (if any). 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. 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.
Exercise conditions	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.
Exercise price	Exercise price means: (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	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: (a) the applicable performance criteria and/or vesting conditions for the options have been satisfied; (b) the option has not lapsed under any provision of the Plan; and (c) the exercise price of the option has been paid to the Company in such manner approved by the Board. 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.
Change of control	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

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	exercise control over the Company) occurs prior to a performance right or option vesting, then the Board may determine in its absolute discretion whether some or all of the participant's performance rights or options: (a) become vested (whether subject to further vesting conditions and/or performance criteria or not); (b) lapse or are forfeited; (c) remain subject to the applicable periods for measurement, vesting dates, vesting conditions and/or performance criteria; or (d) become subject to substituted or varied periods for measurement, vesting dates, vesting conditions and/or performance criteria. 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.
Lapse	A participant's options and performance rights will lapse, subject to the Board deciding otherwise, on the earliest of: (a) (in the case of options) the applicable expiry date for those options; (b) (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; (c) a determination of the Board that the participant has, in the Board's opinion: (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; (d) 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); (e) 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 (f) any other circumstances specified in any invitation pursuant to which the options or performance rights were issued. 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.
Share issues	**Participation in new issues** A participant may participate in new issues of securities to holders of Shares only if: (a) the option has been exercised or performance right has vested; and (b) a Share has been issued in respect of the option or performance right before the record date for determining entitlements to the new issue. **Adjustment for bonus issue of Shares** 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): (a) 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 (b) no change will be made to the exercise price. **Adjustment for rights issue**

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	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: New exercise price = $O - \frac{E[P-(S+D)]}{N+1}$ 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. **Reconstructions** If there is any reconstruction of the issued share capital of the Company, then (a) the number of performance rights which each participant has been granted; and/or (b) the number of options to which each participant is entitled and/or the exercise price, 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.
Non-transferable rights and options	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. 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.
Dividends	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.
Voting rights	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.
Administration of the Plan	The Plan will be managed in accordance with the Plan rules, by the Board. 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. 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.
Amendment	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. 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:

	(a) an amendment introduced primarily: (i) for the purposes of complying with or conforming to present or future legislation governing or regulating the Plan or like plans; (ii) to correct any manifest error or mistake; (iii) to allow the implementation of a trust arrangement in relation to the holding of Shares for the purpose of the Plan; (iv) for the purpose of complying with the applicable laws; and/or (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 (b) an amendment agreed to in writing by the participant(s).
Termination	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.

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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

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YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 3:00pm (AEDT) on Monday, 22 November 2021.**

TO VOTE ONLINE

BY SMARTPHONE

STEP 1: VISIT https://www.votingonline.com.au/ubnagm2021

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:

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

(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **3:00pm (AEDT) on Monday, 22 November 2021.** 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/ubnagm2021
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

URBANISE.COM LIMITED
(ACN 095 768 086)

☐ **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 the Company to be **held virtually at https://web.lumiagm.com/348-820-040 on Wednesday, 24 November 2021 at 3:00pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 and 5; I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 and 5 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1 and 5). 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	Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director – Mr Pierre Goosen	☐	☐	☐
Resolution 3	Re-election of Director – Mr Tod McGrouther	☐	☐	☐
Resolution 4	Approval of 10% Placement Facility	☐	☐	☐
Resolution 5	Issue of Performance Rights to Director	☐	☐	☐

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

Contact Name…….. Contact Daytime Telephone……..... Date / / 2021

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