



**Swift Networks Group Limited  
ACN 006 222 395**

**Notice of General Meeting**

**General Meeting to be held at  
1 Watts Place, Bentley, WA 6102 on  
11 August 2017 commencing at 11.30am (WST).**

**Important**

This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

## NOTICE OF GENERAL MEETING

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Notice is given that a general meeting of the shareholders of Swift Networks Group Limited ACN 006 222 395 (**Company**) will be held at 1 Watts Place, Bentley, WA 6102 on 11 August 2017, commencing at 11.30am (WST). The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered.

### Business

#### Resolution 1: Ratification of issue of Shares under November 2016 Placement

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

*“That for the purpose of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 8,695,653 Shares to Exempt Investors under the November 2016 Placement on the terms and conditions set out in the Explanatory Statement.”*

**Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by any person who participated in the issue the subject of this Resolution and any person associated with those persons. However, the Company need not disregard any 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 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 2: Ratification of issue of Shares under Tranche 1 of the July 2017 Placement

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

*“That for the purpose of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 8,818,000 Shares to Exempt Investors under Tranche 1 of the July 2017 Placement on the terms and conditions set out in the Explanatory Statement.”*

**Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by any person who participated in the issue the subject of this Resolution and any person associated with those persons. However, the Company need not disregard any 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 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 3: Approval of issue of Shares under Tranche 2 of the July 2017 Placement

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

*“That for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 9,182,000 Shares to Exempt Investors under the Tranche 2 of the July 2017 Placement on the terms and conditions set out in the Explanatory Statement.”*

**Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by any person who may participate in the issue the subject of this resolution, any person associated with those persons and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed. However, the Company need not disregard any 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 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 4: Approval of issue of Shares for Acquisition of Video on Demand**

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

*“That for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 3,600,000 Shares to Video on Demand Vendors on the terms and conditions set out in the Explanatory Statement.”*

### **Voting exclusion statement**

The Company will disregard any votes cast on this resolution by any person who may participate in the issue the subject of this Resolution, any person associated with those persons and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed. However, the Company need not disregard any 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 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 5: Ratification of issue of Shares for Acquisition of Living Networks**

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

*“That for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 407,997 Shares to Living Networks Vendors on the terms and conditions set out in the Explanatory Statement.”*

### **Voting exclusion statement**

The Company will disregard any votes cast on this resolution by any person who participated in the issue the subject of this resolution and any person associated with those persons. However, the Company need not disregard any 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 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 6: Ratification of issue of Shares to Baljuna Capital Pty Ltd**

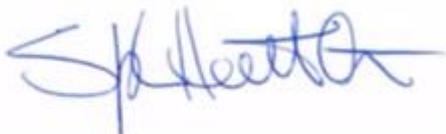
To consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

*“That for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 284,199 Shares to Baljuna Capital Pty Ltd on the terms and conditions set out in the Explanatory Statement.”*

### **Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by any person who participated in the issue the subject of this Resolution and any person associated with those persons. However, the Company need not disregard any 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 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.

**By order of the Board**



**Stephen Hewitt-Dutton**  
Company Secretary  
Swift Networks Group Limited

7 July 2017

# EXPLANATORY STATEMENT

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## Important information

This Explanatory Statement has been prepared for the information of the shareholders of Swift Networks Group Limited ACN 006 222 395 (**Company**) in connection with the Resolutions to be considered at the General Meeting to be held at 1 Watts Place, Bentley, WA 6102 on 11 August 2017, commencing at 11.30am (WST).

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

This Notice and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

## Interpretation

Capitalised terms which are not otherwise defined in this Notice and Explanatory Statement have the meanings given to those terms in the Definitions section.

References to “\$” and “A\$” in this Notice and Explanatory Statement are references to Australian currency unless otherwise stated.

References to time in this Notice and Explanatory Statement relate to the time in Perth, Western Australia.

## Voting exclusion statements

Certain voting restrictions apply to the Resolutions as detailed beneath the applicable Resolutions in the Notice.

## Proxies

Please note that:

- a Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- a proxy need not be a Shareholder;
- a Shareholder may appoint a body corporate or an individual as its proxy;
- a body corporate appointed as a Shareholder’s proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder’s proxy; and
- Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company’s representative. The authority may be sent to the Company or its share registry in advance of the General Meeting or handed in at the General Meeting when registering as a corporate representative.

To vote by proxy, please complete and sign the enclosed Proxy Form and send by:

- post to the Company at C/- Trident Capital, PO Box Z5183, Perth WA 6831; or
- facsimile to the Company on +61 9218 8875.

so that it is received by no later than 11.30am (WST) on 9 August 2017. Proxy Forms received later than this time will be invalid.

## **Voting entitlements**

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 11.30am (WST) on 9 August 2017. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the General Meeting.

### **1. Ratification of issue of Shares under Resolutions 1, 2, 5 and 6**

#### **Listing Rules**

Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of shareholders is required for an issue of securities by a company if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of the ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.1A provides that eligible entities may, subject to shareholder approval by special resolution, issue equity securities up to 10% of its issued capital over a period of 12 months after the annual general meeting. Shareholder approval was obtained pursuant to Listing Rule 7.1A on 8 November 2016.

Listing Rule 7.4 sets out the procedure and effect of Shareholder approval of a prior issue of securities and provides that where shareholders in general meeting ratify a previous issue of securities made without approval under Listing Rule 7.1, provided that the previous issue of securities did not breach ASX Listing Rule 7.1, those securities shall be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1.

By ratifying the Share issues, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. In addition, approval of Resolution 2 will refresh the additional 10% placement capacity provided under Listing Rule 7.1A which was utilised in undertaking the July 2017 Placement.

Listing Rule 7.4 sets out the procedure and effect of Shareholder approval of a prior issue of securities and provides that where shareholders in general meeting ratify a previous issue of securities made without approval under Listing Rule 7.1, provided that the previous issue of securities did not breach ASX Listing Rule 7.1, those securities shall be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Listing Rule 7.5 specifies the information to be provided to the Shareholders in relation to obtaining approval for the purposes of Listing Rule 7.4.

## 2. Approval of issue of Shares under Resolutions 3 and 4

### Listing Rules

Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of shareholders is required for an issue of securities by a company if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of the ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.3 specifies the information to be provided to the Shareholders in relation to obtaining approval for the purposes of Listing Rule 7.1.

## 3. Capital Structure

The table below provides a summary of the capital structure of the Company at the date of this Notice and upon completion of the issues proposed in the Notice of Meeting.

	Shares
Shares Currently on Issue	90,212,903
Tranche 1 Placement Shares	8,818,000
<b>Shares on Issue immediately prior to General Meeting</b>	<b>99,030,903</b>
Tranche 2 Placement Shares	9,182,000
Video on Demand acquisition consideration shares	3,600,000
<b>Total Shares</b>	<b>111,812,903</b>
Existing Options	18,373,333
Class A Performance Shares	16,666,667
Class B Performance Shares	16,666,667
<b>Fully Diluted share capital</b>	<b>163,519,570</b>

## 4. Resolution 1: Ratification of issue of Shares under November 2016 Placement

On 8 November 2016, the Company announced that it had completed a placement raising \$2.0 million. On 16 November 2016 the Company issued Shares under the November 2016 Placement to Exempt Investors under Section 708A(5) of the Corporations Act.

Shareholder approval is sought to ratify the 8,695,653 Shares previously issued under the November 2016 Placement and referred to in Resolution 1.

Listing Rule 7.5 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 1 for the purposes of Listing Rule 7.4:

**a) Number of securities issued**

A total of 8,695,653 Shares were issued.

**b) The price at which the securities were issued**

The Shares had an issue price of \$0.23 per Share.

**c) The terms of the securities**

The Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.

**d) Names of the persons to whom the entity issued the securities or the basis on which those persons were determined**

The Shares under the November 2016 Placement were issued to Exempt Investors under section 708A(5) of the Corporations Act who were clients of Hartleys Limited and were not related parties of the Company .

**e) The use of (or intended use) of the funds raised**

The funds raised from the issue of the Shares under the November 2016 Placement were used to fund the acquisitions of Web2TV and Living Networks, provide additional working capital and further strengthen the Company's balance sheet.

**5. Resolution 2: Ratification of issue of Shares under Tranche 1 of the July 2017 Placement**

On 6 July 2017, the Company announced that it had completed a placement to raise \$4.50 million. The Company will issue 8,818,000 million Shares on or about 12 July 2017 in settlement of Tranche 1 of the placement.

The Company issued 735,909 of the Shares under Listing Rule 7.1 and 8,082,091 of the Shares under Listing Rule 7.1A. A further 9,182,000 Shares are to be issued on or about 12 August 2017 which are the subject of Resolution 3. The Company intends to issue the Shares under the Tranche 1 Placement to Exempt Investors under Section 708A(5) of the Corporations Act on or about 12 July 2017.

Shareholder approval is sought to ratify the 8,818,000 Shares previously issued under Tranche 1 of the July 2017 Placement and referred to in Resolution 2.

Listing Rule 7.5 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 2 for the purposes of Listing Rule 7.4:

**a) Number of securities issued**

A total of 8,818,000 Shares were issued.

**b) The price at which the securities were issued**

The Shares had an issue price of \$0.25 per Share.

**c) The terms of the securities**

The Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.

**d) Names of the persons to whom the entity issued the securities or the basis on which those persons were determined**

The Shares under Tranche 1 of the July 2017 Placement were issued to Exempt Investors under section 708A(5) of the Corporations Act who were not related parties of the Company.

**e) The use of (or intended use) of the funds raised**

The funds raised from the issue of the Shares under Tranche 1 of the July 2017 Placement are to be used to fund the acquisition of Video on Demand, provide additional working capital and further strengthen the Company's balance sheet.

**6. Resolution 3: Approval of issue of Shares under Tranche 2 of the July 2017 Placement**

On 6 July 2017, the Company announced that it had completed a placement to raise \$4.50 million. The Company will issue 8,818,000 million Shares on or about 12 July 2017 in settlement of Tranche 1 of the placement. A further 9,182,000 Shares are to be issued on or about 12 August 2017 and are the subject of this Resolution 3.

Shareholder approval is sought to approve the issue of 9,182,000 Shares under Tranche 2 of the July 2017 Placement and referred to in Resolution 3.

Listing Rule 7.3 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 3 for the purposes of Listing Rule 7.1:

**a) Maximum number of securities to be issued**

A total of 9,182,000 Shares are to be issued.

**b) Date by which the securities will be issued**

It is intended that the Shares will be issued on or about 12 August 2017, and in any case no later than 3 months from the date of the General Meeting. It is not anticipated that the Shares will be issued progressively.

**c) The price at which the securities will be issued**

The Shares have an issue price of \$0.25 per Share.

**d) The terms of the securities**

The Shares issued will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.

**e) Names of the persons to whom the entity will issue the securities or the basis on which those persons will be determined**

The Shares under Tranche 2 of the July 2017 Placement are to be issued to Exempt Investors under section 708A(5) of the Corporations Act who are not related parties of the Company.

**f) The use of (or intended use) of the funds raised**

The funds raised from the issue of the Shares under Tranche 2 of the July 2017 Placement will be used to fund the acquisition of Video on Demand, provide additional working capital and further strengthen the Company's balance sheet.

## **7. Resolution 4: Approval of issue of Shares for Acquisition of Video on Demand**

On 6 July 2017, the Company announced that it had entered into an agreement to acquire Video on Demand for consideration of \$6,000,000 to be paid as follows:

- a) the issue of 3,600,000 Shares; and
- b) \$5,100,000 cash.

The cash is proposed to be sourced from the funds raised under the July 2017 Placement, which is the subject of Resolutions 2 and 3.

The Company will acquire Movie Source Pty Ltd and its wholly-owned subsidiary VOD Pty Ltd from the shareholders of Movie Source Pty Ltd. Shareholder approval is sought for the issue of 3,600,000 Shares at settlement to the Vendors of Video on Demand and referred to in Resolution 4.

Listing Rule 7.3 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 4 for the purposes of Listing Rule 7.1:

### **a) Maximum number of securities to be issued**

A total of 3,600,000 Shares are to be issued.

### **b) Date by which the securities will be issued**

It is intended that the Shares will be issued on or about 12 August 2017, and in any case no later than 3 months from the date of the General Meeting. It is not anticipated that the Shares will be issued progressively.

### **c) The price at which the securities will be issued**

The Shares are to be issued at a deemed price of \$0.25 per Share as part of the purchase price for the acquisition of Video on Demand.

### **d) The terms of the securities**

The Shares issued will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.

### **e) Names of the persons to whom the entity will issue the securities or the basis on which those persons were determined**

The shareholders of Movie Source Pty Ltd.

### **a) The use of (or intended use) of the funds raised**

The Company will not raise any funds from the issue of the Shares as they form part of the purchase price for the acquisition of Video on Demand.

## **8. Resolution 5: Ratification of issue of Shares for Acquisition of Living Networks**

On 8 November 2016, the Company announced that it had entered into an agreement to acquire Living Networks for consideration at settlement of \$300,000 comprised of the following:

- a) \$200,000 cash; and
- b) 407,997 Shares.

In addition, the Company may be required to pay up to \$500,000 in cash and shares in the Company (calculated at the VWAP of Shares for the 10 days preceding issue) in equal proportions, as follows:

- i. \$300,000 upon Living Networks achieving \$800,000 gross revenue by 22 November 2019; and
- ii. \$200,000 upon Living Networks achieving \$1,100,000 gross revenue by 22 November 2019.

The acquisition of Living Networks completed on 22 November 2016, at which the Company issued 407,997 Shares in satisfaction of the consideration noted in item b) above. Shareholder approval is sought to ratify this previous issue at settlement to the Vendors of Living Networks and referred to in Resolution 5.

Listing Rule 7.5 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 5 for the purposes of Listing Rule 7.4:

### **a) Number of securities issued**

A total of 407,997 Shares were issued.

### **b) The price at which the securities were issued**

The Shares had a deemed price of \$0.2451 per Share and were part of the purchase price for the acquisition of Living Networks.

### **c) The terms of the securities**

The Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.

### **d) Names of the persons to whom the entity issued the securities or the basis on which those persons were determined**

The Vendors of Living Networks.

### **e) The use of (or intended use) of the funds raised**

The Company did not raise any funds from the issue of the Shares as they formed part of the purchase price for the acquisition of Living Networks.

## **9. Resolution 6: Ratification of issue of Shares to Baljuna Capital Pty Ltd**

On 24 May 2017 the Company announced that it had issued 284,199 Shares to Baljuna Capital Pty Ltd as part payment of invoices for consulting services. Shareholder approval is sought to ratify the 284,199 Shares previously issued to Baljuna Capital Pty Ltd and referred to in Resolution 6.

Listing Rule 7.5 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 6 for the purposes of Listing Rule 7.4:

### **a) Number of securities issued**

A total of 284,199 Shares were issued.

### **b) The price at which the securities were issued**

The Shares had a deemed price of \$0.2639 per Share and were part payment of invoices for consulting services.

### **c) The terms of the securities**

The Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.

### **d) Names of the persons to whom the entity issued the securities or the basis on which those persons were determined**

Baljuna Capital Pty Ltd.

### **e) The use of (or intended use) of the funds raised**

The Company did not raise any funds from the issue of the Shares as they formed part payment of invoices for consulting services.

## DEFINITIONS

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In this Notice of Meeting and Explanatory Statement, the following terms have the following meanings:

**Annexure** means an annexure to this Explanatory Statement.

**ASX** means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

**Board** means the board of Directors.

**Company** means Swift Networks Group Limited ACN 006 222 395.

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Explanatory Statement** means this explanatory statement incorporated in this Notice.

**Listing Rules** means the official listing rules of ASX.

**Meeting** or **General Meeting** means the General Meeting of Shareholders to be held on 11 August 2017 11.30am (WST).

**Notice** or **Notice of Meeting** means the notice of general meeting incorporating this Explanatory Statement.

**Proxy Form** means the proxy form attached to this Notice.

**Resolution** means a resolution contained in the Notice.

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

**Shareholder** means a holder of one or more Shares.

**VWAP** means volume weighted average price.

**WST** means Western Standard Time, being the time in Perth, Western Australia.

Holder Number:

## Vote by Proxy

<b>STEP 1:</b>	Please appoint a Proxy	<p><b>Appoint a proxy, by paper:</b></p> <p>I/We being a Shareholder entitled to attend and vote at the General Meeting of the Company, to be held at <b>11.30am (WST) on Friday, 11 August 2017</b> at <b>1 Watts Place, Bentley WA 6012</b> hereby:</p> <p><b>Appoint the Chairman of the Meeting (Chair)</b> OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body <input style="width: 150px; height: 20px;" type="text"/> corporate you are appointing as your proxy</p> <p>or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.</p> <p><b>The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.</b> Unless indicated otherwise by ticking the "for," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.</p>																												
<b>STEP 2:</b>	Voting Direction	<table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Resolutions</th> <th style="text-align: center;">For</th> <th style="text-align: center;">Against</th> <th style="text-align: center;">Abstain</th> </tr> </thead> <tbody> <tr> <td>1 Ratification of issue of Shares under November 2016 Placement</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>2 Ratification of issue of Shares under Tranche 1 of the July 2017 Placement</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>3 Approval of issue of Shares under Tranche 2 of the July 2017 Placement</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>4 Approval of issue of Shares for Acquisition of Video on Demand</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>5 Ratification of issue of Shares for Acquisition of Living Networks</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>6 Ratification of issue of Shares to Baljuna Capital Pty Ltd</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </tbody> </table> <p><i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i></p>	Resolutions	For	Against	Abstain	1 Ratification of issue of Shares under November 2016 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	2 Ratification of issue of Shares under Tranche 1 of the July 2017 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3 Approval of issue of Shares under Tranche 2 of the July 2017 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4 Approval of issue of Shares for Acquisition of Video on Demand	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Ratification of issue of Shares for Acquisition of Living Networks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Ratification of issue of Shares to Baljuna Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Ratification of issue of Shares for Acquisition of Living Networks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																											
6 Ratification of issue of Shares to Baljuna Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																											
<b>STEP 3</b>		<p><b>SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED</b></p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center; vertical-align: top;">                 Individual or Securityholder 1  <input style="width: 100%; height: 25px;" type="text"/>                  Sole Director and Sole Company Secretary             </td> <td style="width: 33%; text-align: center; vertical-align: top;">                 Securityholder 2  <input style="width: 100%; height: 25px;" type="text"/>                  Director             </td> <td style="width: 33%; text-align: center; vertical-align: top;">                 Securityholder 3  <input style="width: 100%; height: 25px;" type="text"/>                  Director / Company Secretary             </td> </tr> </table> <p>Contact Name..... Contact Daytime Telephone..... Date / / 2017</p> <p>Email Address _____</p>	Individual or Securityholder 1 <input style="width: 100%; height: 25px;" type="text"/> Sole Director and Sole Company Secretary	Securityholder 2 <input style="width: 100%; height: 25px;" type="text"/> Director	Securityholder 3 <input style="width: 100%; height: 25px;" type="text"/> Director / Company Secretary																									
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## HOW TO COMPLETE THIS PROXY VOTING FORM

### LOGGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by 11.30am (WST) on Wednesday, 9 August 2017, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Proxy Voting Forms can be lodged:

 **BY MAIL**  
Swift Networks Group Limited  
C/- Trident Capital  
PO Box Z5183, Perth WA 6831

 **BY FACSIMILE**  
+61 9218 8875.

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services on 1300 288 664 or you may copy this form.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting and Proxy Voting Form via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

### OTHER RESOLUTIONS

Should any resolution, other than those specified in this Proxy Voting Form, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.