



Swift Media Limited

ABN 54 006 222 395

SHARE PURCHASE PLAN OFFER

This Offer closes at 5:00 pm (WST) on 13 November 2019

This is an important document.

This Offer is made without taking into account the individual investment objectives, financial position, taxation situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision on whether or not to accept the Offer, you should consult with your financial or other professional advisor.

If you have any questions in relation to the Offer, please contact the Company on +61 8 6103 7594. If you have any questions in relation to your shareholding or how to complete the Application form, please contact Link Market Services on 1800 881 047.

This document is not a prospectus or other disclosure document under the *Corporations Act 2001* (Cth).

All \$ amounts are Australian dollars unless stated otherwise.

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ABN: 54 006 222 395

17 October 2019

Dear Shareholder

Invitation to Participate in Swift Media Limited's Share Purchase Plan

Swift Media Limited (Swift or the Company) invites eligible shareholders to participate in a share purchase plan (SPP), to subscribe for ordinary fully paid shares (Shares) in the Company on the Terms and Conditions enclosed with this document to acquire Shares at a price of \$0.145 per Share (Offer).

The SPP is being conducted as part of a wider fund raising exercise that includes funds raised by way of a placement to sophisticated and professional investors (Placement) of up to 10,751,724 fully paid ordinary shares at a placement price of \$0.145 to raise up to \$1,559 million before costs. The Company is seeking to raise up to \$1 million (before costs) through the SPP, making a total raising of \$2.6 million (before costs).

The proceeds of the Placement and SPP will be used to support Swift's new growth strategy, provide working capital and strengthen the Company's financial position.

With myself recently appointed as Chair and Pippa Leary joining the Company as CEO, the new leadership team is taking Swift into the next chapter of growth as a diversified digital media and technology business.

Swift is transitioning to a streamlined strategy focused on building scale in the most profitable verticals; Mining and Resources, Aged Care and Health and Wellness. Management is taking steps to simplify the business, make its products even more fit for purpose, and improve customer satisfaction. We are also upgrading Swift's product development skills and capabilities to bring profitable and scalable new products to market.

We have substantial growth opportunities across the key verticals. As Swift grows its core business of content and connectivity solutions, the goals are to drive operating leverage, earnings growth and free cash flow.

The Board commends the offer to you, and we thank you for your ongoing loyalty and support as a shareholder.

Should you wish to discuss any information contained in this letter further, do not hesitate to contact the Company on +61 8 6103 7595.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Darren Smorgon', written over a light blue horizontal line.

Darren Smorgon
Chairman
SWIFT MEDIA LIMITED

SHARE PURCHASE PLAN INFORMATION

As announced on 17 October 2019, Swift Media Limited (**Swift** or the **Company**) successfully completed a placement raising \$0.145 (the **Placement**). The issue price under the Placement was \$0.145 per Share, being a 14.2% discount to the volume weighted average price of Shares on the Australian Securities Exchange (**ASX**) over the 10 trading days immediately prior to the announcement date of the Placement (rounded down to the nearest cent).

An associated share purchase plan was also announced under which the Company will offer existing eligible shareholders the opportunity to increase their equity participation in the Company (the **SPP**).

The SPP provides each eligible shareholder with an opportunity to subscribe for up to \$30,000 worth of new Shares (subject to any scale back at the Board's absolute discretion), without paying any brokerage fees, commissions or other transaction costs. The SPP issue price is \$0.145 per Share (**Issue Price**), being the same price as the Shares issued under the Placement.

Details of the offer under the SPP (**Offer**) are set out in the Terms and Conditions **enclosed** with this document. An Application Form and reply paid envelope are also included in this package.

Eligible Shareholders

The right to participate in the SPP is optional and is only available to shareholders who are registered as holders of fully paid ordinary shares in the capital of Swift at 5:00pm (WST) on 16 October 2019 (**Record Date**) with a registered address in Australia or New Zealand (**Eligible Shareholders**).

Swift will not issue new Shares to an applicant if the issue of those Shares, either alone or in conjunction with the issue of Shares under other applications received by Swift, would contravene any applicable law or the ASX Listing Rules.

Investment Amount

Under the SPP, Eligible Shareholders may subscribe for new Shares in parcels starting at \$1,000 worth of Shares (being 6,896 Shares at the Offer price of \$0.145 per Share) up to a maximum of \$30,000 worth of Shares (being 206,896 Shares at the Offer price of \$0.145 per Share).

The Company is only offering Shares up to a maximum investment by any Eligible Shareholder of \$30,000 even if they receive more than one Offer (whether in respect of a joint holding or because they have more than one holding under a separate account).

Eligible Shareholders may participate by selecting one of the following offers to subscribe for Shares under the SPP:

Offer	Subscription Price	No. of Shares
Offer A:	\$1,000	6,896
Offer B:	\$2,000	13,793
Offer C:	\$5,000	34,482
Offer D:	\$10,000	68,965
Offer E:	\$15,000	103,448
Offer F:	\$20,000	137,931
Offer G:	\$30,000	206,896

How to apply?

If you would like to participate in the Offer, please follow the instructions set out below.

Option 1: Pay by BPAY®

You can pay the subscription monies for the Shares you wish to acquire by BPAY®. To do this, you must use the Reference Number shown on the Application Form. If you make your payment with BPAY® you do not need to return your Application Form. You will not be able to withdraw or revoke your application or BPAY® payment once you have submitted it or made it or change the amount of Shares you have applied for.

If you elect to pay by BPAY®, you do **not** need to return an Application Form but you will need to make the payment by **5:00 pm (WST) on 13 November 2019 (Closing Date)** in accordance with the instructions on the Application Form. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to BPAY®, and should therefore task this into consideration when making payment.

Option 2: Use the enclosed Application Form

You can complete the Application Form, attach a cheque, bank draft or money order for the subscription monies for the Shares you wish to acquire, and submit your application in accordance with the instructions on the Application Form. Cheques, bank drafts and money orders must be made payable to "**Swift Media Limited – SPP**" and crossed "Not Negotiable".

By Post
Swift Media Limited c/- Link Market Services Limited Reply Paid 3560 Sydney NSW 2001

Payments must be made in Australian dollars.

Applications (together with payment) must be received on or before the Closing Date of **5:00 pm (WST) on 13 November 2019**. No late applications will be accepted.

Please refer to the SPP Terms & Conditions for details of the certification you will be deemed to provide when you participate in the Offer by returning an Application Form or when paying by BPAY®.

Key Dates

Event	Date
Record Date (5:00pm WST)	16 October 2019
Announcement Date	17 October 2019
Dispatch SPP booklet to shareholders	23 October 2019
Opening Date	24 October 2019
Closing Date	13 November 2019
Issue of Shares under the SPP	20 November 2019
Lodge Appendix 3B	20 November 2019
Dispatch date for holding statements	21 November 2019
Quotation of Shares on ASX (anticipated)	21 November 2019

These dates are indicative only. The Company may vary the dates and times of the Offer without notice and in its absolute discretion, subject to the ASX Listing Rules and the *Corporations Act 2001* (Cth). Accordingly, Eligible Shareholders are encouraged to submit their Application Forms as early as possible.

Custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (refer below) or in any more specific ASIC relief granted to the Company in relation to the SPP), you may apply for up to the maximum number of new Shares for each beneficiary for whom you act as custodian, provided you annex to your Application Form a certificate to the Company.

Please refer to the SPP Terms and Conditions for information on the eligibility for custodian, trustee and nominee shareholders.

Issue Price

The Issue Price is \$0.145 per Share, being the same price as the Shares issued under the Placement.

The Issue Price represents a discount of 10.3% to the volume weighted average market price of the Shares during the 5 trading days immediately prior to the announcement date of the Offer. On the last trading day immediately prior to the announcement date of the Offer, the closing price of Shares traded on ASX was \$0.155.

Shareholders considering subscribing for Shares under the SPP should be aware of the risk that the market price may change between the date of this Offer and the date that the Shares under the SPP are issued.

Rights of Shares to be issued under the SPP

Shares issued as part of the SPP will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements from the date of issue.

Costs associated with the SPP

No brokerage, commissions or other transaction costs are payable by eligible shareholders in relation to the application for and the issue of, Shares under the SPP.

Participation in the SPP

Participation in the SPP is **optional**. If you do not wish to participate in the SPP, no action is required on your part. The offer under the SPP is non-renounceable. This means you cannot transfer your right to purchase Shares offered under the SPP to anyone else.

Other considerations

This document does not provide financial advice and has been prepared without taking into account the objectives, financial situation or the needs of individuals. Before making an investment decision, you should consider the appropriateness of the information having regard to your own objectives, financial situation and needs and seek such legal, financial and/or taxation advice as necessary or appropriate. A cooling-off regime does not apply in relation to the acquisition of Shares under the SPP.

By accepting the Offer and applying for subscription of Shares under the SPP, each Eligible Shareholder will be acknowledging that although the Issue Price is at a discount to the market price, Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make an Offer and the date of issue of Shares under that Offer and that the value of the Shares received under the SPP may rise or fall accordingly.

The Board recommends that you obtain your own financial advice in relation to the Offer and consider price movements of Shares in the Company prior to accepting this Offer.

You are encouraged to read this document carefully and in its entirety before making a decision on whether to participate in the SPP.

Multiple Application Forms

Eligible Shareholders who receive more than one Application Form under the SPP, for example, because they hold Shares in more than one capacity, may apply on different Application Forms for Shares but may not apply for Shares with an aggregate dollar amount exceeding \$30,000.

Refunds

Refunds pursuant to the SPP may be paid under various circumstances. For example, if applications are made incorrectly the entire payment may be refunded, or if allocations are scaled back a partial refund may be made. If a refund is made, payment will be made either by direct deposit to a bank account or by cheque, according to your instructions held by Swift registry, Link Market Services Limited, at the time the payment is made. You can change your payment instructions by Logging onto www.linkmarketservices.com.au.

Refunds will be made as soon as practical after the SPP closes.

Additional information

The Board reserves the right to reject any application in its absolute discretion.

Shares allotted under the SPP will be issued as soon as practicable after the Closing Date of the Offer. Application for quotation on ASX of the new Shares will be made by the Company promptly following the issue of those Shares.

A maximum of 6,896,551 Shares will be issued pursuant to the Offer (being a total of \$1,000,000 worth of Shares at the Issue Price)

Swift has the absolute discretion to scale back applications (including in the event of an oversubscription by the Closing Date). The Directors may also elect to accept less than the maximum number of Shares that may be issued to an Eligible Shareholder under the Offer.

If the Company rejects or scales-back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest.

Overseas jurisdictions

The SPP does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would not be lawful to make the Offer. No action has been taken to register or qualify the SPP or the issue of Shares or otherwise to permit an offering of the Shares in any jurisdiction outside Australia and New Zealand.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

The Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand and to whom the Offer is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

It is the responsibility of any shareholder who submits an Application Form to obtain all necessary approvals for the allotment and issue of the Shares under this Offer. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the applicant to the Company that there has been no breach of such laws and that all relevant approvals have been obtained.

SHARE PURCHASE PLAN – TERMS AND CONDITIONS

Purpose

The purpose of the SPP is to offer existing shareholders of Swift the opportunity to acquire additional Shares at \$0.145 per Share up to a maximum of \$30,000 (when combined with any Shares issued under any share purchase plan in the 12 months preceding the date of the SPP) without the need to pay brokerage fees, commissions or other transactions costs and without the need for the Company to issue a prospectus. The SPP Terms and Conditions have been determined by the Board of Directors of the Company.

Shareholders eligible to participate

The right to participate in the SPP is only available to Eligible Shareholders, being shareholders who are registered as holders of Shares at 5:00pm (WST) on the Record Date of **16 October 2019** with a registered address in Australia or New Zealand.

The restrictions on eligibility under the SPP are in place because of the legal limitations on making or extending an offer of securities in some countries, the relatively small number of shareholders in those countries, the number and value of shares for which those shareholders would otherwise be entitled to subscribe and the cost of complying with regulatory requirements in those countries.

Participation in the SPP is **optional** and is subject to these Terms and Conditions. Offers made under the SPP are non-renounceable (that is, Eligible Shareholders may not transfer their rights to purchase any Shares offered under the SPP).

The maximum amount which any Eligible Shareholder may apply for under the SPP is \$30,000 even if they receive more than one Offer (whether in respect of a joint holding or because they have more than one holding under a separate account). The Board may also determine at its discretion, the minimum amount for participation, the multiple of Shares to be offered under the SPP and the period the Offer is available to Eligible Shareholder.

Custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the SPP), you may apply for up to the maximum number of new Shares for each beneficiary for whom you act as Custodian, provided you annex to your Application Form a certificate and schedule to the Company (**Custodian Certificate and Schedule**) confirming the following:

- that you held Shares on behalf of one or more other persons (each a **Participating Beneficiary**) at 5:00pm (WST) on the Record Date and have subsequently been instructed by those Participating Beneficiaries to apply for Shares under the SPP on their behalf;
- the number of Participating Beneficiaries and their names and addresses;
- the number of Shares that you hold on behalf of each Participating Beneficiary;
- the dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through another custodian, to apply for on their behalf;
- that the application price for Shares applied for under the Offer for each Participating Beneficiary for whom you act in the prior 12 months does not exceed \$30,000;
- that a copy of this document was given to each Participating Beneficiary; and
- where you hold Shares on behalf of a Participating Beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.

For the purposes of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you are a '**custodian**' if you are a registered holder that:

- holds an Australian financial services licence that allows you to perform custodian or depository services or operate IDPS accounts;
- is exempt from holding an Australian financial services licence by virtue of Class Order CO 03/184 or by relying on the Australian financial services licence of your master custodian under regulation 7.1.06(k) of the *Corporations Regulations 2001* (Cth);

- is a trustee of a self-managed superannuation fund;
- is a trustee of superannuation master trusts;
- is a responsible entity of IDPS-like schemes; or
- is noted on the Company's register of members as holding the shares on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians should complete and submit a Custodian Certificate and Schedule when making an application on behalf of Participating Beneficiaries. To receive a Custodian Certificate and Schedule you should contact the Company's Share Registry, Link Market Services Limited by emailing capitalmarkets@linkmarketservices.com.au during the Offer period. If you would like further information on how to apply

The Company reserves the right to reject any application for Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with these Terms and Conditions.

Price of Shares

The Issue Price is \$0.145 per Share, being the same price as the Shares issued under the Placement.

Shareholders considering subscribing for Shares under the SPP should be aware of the risk that the market price may change between the date of this Offer and the date that the Shares under the SPP are issued.

By accepting the Offer and applying for subscription of Shares under the SPP, each Eligible Shareholder will be acknowledging that Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make an Offer and the date of issue of Shares under that Offer and that the value of the Shares received under the SPP may rise or fall accordingly.

Applications, notices and certification

At the Board's discretion, the Company will send Eligible Shareholders a letter of offer and acceptance procedures, inviting them to subscribe for Shares under the SPP, and accompanied by the Terms and Conditions of the SPP and an Application Form. Applications will not be accepted after the Closing Date of the Offer.

Notices and statements made by the Company to participants may be given in any manner prescribed by its Constitution.

By returning Application Form or by paying by BPAY®, an applicant:

- confirms that it has read, understood and agreed to the Terms and Conditions of the SPP;
- warrants that all details and statements in their application are true and complete and not misleading;
- acknowledges that their application is irrevocable and unconditional;
- acknowledges and warrants they are an Eligible Shareholder;
- acknowledges that no interest will be paid on any application monies held pending the issue of Shares or subsequently refunded to the applicant for any reason;
- acknowledges that the Company and its officers and agents are not liable for any consequence of the exercise or non-exercise of its discretions referred to in these Terms and Conditions;
- authorises the Company, its officers and agents, to do anything on the applicant's behalf necessary for Shares to be issued to the applicant in accordance with these Terms and Conditions; and
- certifies that the aggregate of the application price for the following does not exceed \$30,000:
 - the Shares that are the subject of the application; and
 - any other Shares applied for by the applicant under the SPP (or any similar arrangement in the 12 months prior to the application), whether:

- (A) in the applicant's own right; or
- (B) jointly with one or more persons; or
- (C) in the applicant's capacity as a beneficiary (as defined below),

but not including in the applicant's capacity as a trustee or nominee where it is expressly noted on the Swift register of members that the shareholding is held on account of another person.

If 2 or more persons are recorded in the register of members as jointly holding the Shares to which an applicant's application relates, they are taken to be a single registered holder and these statements are taken to be given by all of them.

If a trustee or nominee is expressly noted on the Swift register of members as holding the shares to which an application relates on account of another person (the "**beneficiary**"), these statements and confirmations are taken to be given by the beneficiary in respect of him/her/itself (and not the trustee or nominee).

Placement of Shortfall

Any shortfall from the Offer may be placed at the Board's absolute discretion.

Issue of Shares

Shares to be issued under the SPP will be issued as soon as reasonably practicable and no later than 10 business days after the Closing Date.

Shares issued under the SPP will rank equally in all respects with all other Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements from the date of issue.

Holding statements or CHESS notices will be issued in respect of all Shares issued under the SPP. Application for quotation on ASX of the new Shares will be made by the Company promptly following the issue of those Shares.

Modification and termination of the SPP

The Company may modify or terminate the SPP at any time. The Company will notify ASX of any modification to, or termination of, the SPP. The omission to give notice of any modification to, or termination of, the SPP or the failure of ASX to receive such notice will not invalidate the modification or termination.

Without limiting the above, the Company may issue to any Eligible Shareholder fewer Shares than the Eligible Shareholder applied for under the SPP if the issue of the Shares applied for would contravene any applicable law or any ASX Listing Rules.

Dispute resolution

The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant, application or Shares. The Company's decision in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

The Company reserves the right to waive strict compliance with any provision of these Terms and Conditions. The Company's powers under these Terms and Conditions may be exercised by the directors of the Company or any delegate of the directors of the Company.

Questions and contact details

If you have any questions regarding the SPP or how to deal with this Offer, please contact your stockbroker or professional adviser or the Company on +61 8 6103 7595.

If you have any questions in relation to your shareholding or how to complete the Application Form, please contact Link Market Services Limited on 1800 881 047.