



Swift Media Limited
ACN 006 222 395

Notice of General Meeting

**General Meeting to be held at
1 Watts Place, Bentley, WA 6102 on
2 December 2019 commencing at 9.30am (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

Notice is given that a general meeting of the shareholders of Swift Media Limited ACN 006 222 395 (**Company**) will be held at 1 Watts Place, Bentley, WA 6102 on 2 December 2019, commencing at 9.30am (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 Placement Shares

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 7,993,097 Shares issued under Listing Rule 7.1as described in the Explanatory Statement which accompanies and forms part of this Notice.”

Voting exclusion statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of any person who participated in the Placement or an associate of those persons.

However, the Company need not disregard a vote if:

- (a) 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
- (b) it is cast by the Chair 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.

Resolutions 2(a) and (b) – Right for Directors to participate in the Placement

To consider and, if thought fit, to pass each of the following Resolutions as **ordinary resolutions**:

“That for the purposes of Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue:

- (a) up to 2,241,379 Shares to Robert Sofoulis (and/or his nominees); and
- (b) up to 517,241 Shares to Darren Smorgon (and/or his nominees);

at an issue price of \$0.145 each, on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 2(a) by or on behalf of Darren Smorgon or any of his associates.

However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair 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.

The Company will disregard any votes cast in favour of Resolution 2(b) by or on behalf of Robert Sofoulis or any of her associates.

However, the Company need not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- it is cast by the Chair 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 Media Limited

25 October 2019

EXPLANATORY STATEMENT

Important information

This Explanatory Statement has been prepared for the information of the shareholders of Swift Media 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 2 December 2019, commencing at 9.30am (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 below.

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 return it so that it is received by no later than 9.30am (WST) on 30 November 2019. 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 4.00pm (WST) on 30 November 2019. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the General Meeting.

REGULATORY INFORMATION

1. Resolution 1 – Ratification of issue of Placement Shares

On 17 October 2018, the Company announced that it had undertaken a placement raising \$1,559,000 through the issue of 10,751,723 Shares ("**Placement Shares**") at \$0.145 per share to sophisticated and professional investors ("**Placement**").

Under the Placement, the Company issued a total of 7,993,097 Shares to non-related parties on 21 October 2019, utilising the Company' available capacity under Listing Rule 7.1.

Shareholder approval is sought to ratify the issue of the 7,993,097 Placement Shares.

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 7.4 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 issue of the Placement Shares, 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.

- A total of 7,993,097 Shares were issued;
- The Shares had an issue price of \$0.145 per Share;
- 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;
- The Shares under the Placement were issued to Exempt Investors under section 708A(5) of the Corporations Act who were not related parties of the Company;
- The funds raised from the issue of the Shares under the Placement are to be used to strengthen the Company's financial position as it transitions to the new growth strategy focused on building scale and profitability in its three target key verticals of Resources, Aged Care and Health and Wellness, further the Company's aged care strategy, and for working capital purposes.; and
- a voting exclusion statement is included in the Notice.

2. Resolution 2 – Approval of issue of Placement Shares to Directors

On 11 October 2018, the Company announced that it had completed a placement raising \$1,559,000 through the issue of 10,751,723 Shares at \$0.145 per share to sophisticated and professional investors. 7,993,097 Shares were issued to non-related parties on 21 October 2019. The balance of the Shares to be issued under the Placement relate to applications made by Mr Robert Sofoulis and Mr Darren Smorgon. Shares in relation to Mr Sofoulis' applications totalling \$325,000 (2,241,379 Shares) and Mr Smorgon's application totalling \$75,000 (517,241 Shares) are to be issued on or about 2 December 2019 and are the subject of this Resolution 2.

Section 208 of the Corporations Act

Section 208 of the Corporations Act states that a public company cannot give a “financial benefit” (including an issue of shares and options) to a “related party” of the Company unless one of the exceptions set out in section 210 to 216 of the Corporations Act apply, or the holders of ordinary securities have approved the giving of the financial benefit to the related party in a general meeting.

Mr Sofoulis and Mr Smorgon are related parties of the Company within the meaning specified under section 228 of the Corporations Act. Section 210 of the Corporations Act states that Shareholder approval is not needed to give a financial benefit that is on arm's length terms.

It is the view of the Directors that the exception set out in section 210 of the Corporations Act applies in the current circumstances, as the Directors' participation in the Placement is on the same terms as other applicants. Accordingly, the Directors have determined not to seek Shareholder approval under section 208 of the Corporations Act for the issue of securities to Mr Sofoulis and Mr Smorgon (and/or their nominees).

ASX Listing Rule 10.11

Listing Rule 10.11 provides that a company must not issue equity securities to a “Related Party” without the approval of holders of ordinary securities, or to a person whose relationship with the company or a Related Party of the company is, in ASX's opinion, such that approval should be obtained. Further, Listing Rule 7.2 (Exception 14) states that approval pursuant to Listing Rule 7.1 is not required if shareholder approval is obtained under Listing Rule 10.11.

Mr Sofoulis and Mr Smorgon, as Directors of the Company are Related Parties of the Company. The Directors have determined to seek Shareholder approval under Listing Rule 10.11 to permit the issue of the Shares to Mr Sofoulis and Mr Smorgon as Related Parties of the Company on the terms in Resolutions 2.

The issue of the Shares under Resolution 2 will not affect the capacity of the Company to issue securities in the next 12 months under Listing Rule 7.1, as those Shares (once issued) will be excluded from the calculations under Listing Rule 7.1.

ASX Listing Rule 10.13

Listing Rule 10.13 requires the following information to be provided to the Shareholders in relation to Resolution 2 to satisfy Listing Rule 10.11:

- (a) **The name of the allottee of the securities**
 - a) Mr Robert Sofoulis and/or his nominees.
 - b) Mr Darren Smorgon and/or her nominees
- (a) **The maximum number of securities to be allotted and issued**
 - a) 2,241,379 Ordinary Shares.
 - b) 517,241 Ordinary Shares.
- (b) **The date of allotment and issue of the securities**

The Ordinary Shares will be issued as soon as possible after the General Meeting and in any event, no later than 1 month after the General Meeting (or such later date to the extent permitted by any ASX waiver of the ASX Listing Rules).

(c) **The relationship that requires Shareholder approval**

- a) Mr Sofoulis is a related party to the Company by virtue of being a Director.
- b) Mr Smorgon is a related party to the Company by virtue of being a Director.

(d) **The issue price of the securities**

The Ordinary Shares are issued for \$0.145 per share.

(e) **The terms of the securities**

The Shares to be issued under Resolution 2 are ordinary fully paid shares which rank equally with the Company's existing ordinary Shares on issue.

DEFINITIONS

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

ASIC means the Australian Securities and Investments Commission.

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

Board means the board of Directors.

Chair means the chairperson of the Meeting.

Company means Swift Media 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.

Equity Securities has the meaning given in the Listing Rules.

Explanatory Statement means this explanatory statement incorporated in this Notice.

Financial Report means the financial report contained in the Annual Report.

Listing Rules means the official listing rules of ASX.

Meeting or **General Meeting** means the General Meeting of Shareholders to be held on 2 December 2019 11.00am (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.

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

LODGE YOUR VOTE

-  **ONLINE**
www.linkmarketservices.com.au
-  **BY MAIL**
Swift Media Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FAX**
+61 2 9287 0309
-  **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138
-  **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Swift Media Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **9:30am (WST) on Monday, 2 December 2019 at 1 Watts Place, Bentley, WA 6102 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.


STEP 1

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*
1 Ratification of issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2a Right for Directors to participate in the Placement - Robert Sofoulis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2b Right for Directors to participate in the Placement - Darren Smorgon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * 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 votes will not be counted in computing the required majority on a poll.

STEP 2

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)	Joint Securityholder 2 (Individual)	Joint Securityholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3



HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a securityholder of the Company.

DEFAULT TO 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 those 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 Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 voting rights are to be voted on any item by inserting the percentage or number of securities 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or 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; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:30am (WST) on Saturday, 30 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Swift Media Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**