

1 February 2021

Dear Shareholder,

General Meeting - Notice and Proxy Form

Notice is hereby given that a General Meeting (Meeting) of Shareholders of Swift Media Limited (ACN 006 222 395) (the Company) will be held at 1 Watts Place, Bentley, Western Australia at 11.00am (WST) on Wednesday, 3 March 2021.

The Board has made the decision that it will hold a physical Meeting with the appropriate social gathering and physical distancing measures in place to comply with the Federal Government's and State Government's current restrictions for physical gatherings.

In accordance with subsection 5(1)(f) of the *Corporations (Coronavirus Economic Response) Determination (No.3)* 2020, the Company will not be dispatching physical copies of the Notice of Meeting (**NOM**). Instead, a copy of the NOM is available through the Company's website at <https://www.swiftmedia.com.au/asx-announcements/>.

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience.

Shareholders are encouraged to vote online at <http://www.linkmarketservices.com.au/> or by returning the attached proxy form by:

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

or

facsimile to: +61 2 9287 0309

To vote online, select 'Investor Login' and in the 'Single Holding' section enter Swift Media Limited or the ASX code SW1 in the Issuer name field, your Holder Identification Number (HIN) or Security Reference number (SRN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts.

Your proxy voting instruction must be received by 11.00 am (WST) on Monday, 1 March 2021, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

Circumstances relating to COVID-19 are changing. The Company will update shareholders if changing circumstances will impact planning or the arrangements for the Meeting by way of announcement on ASX.

The NOM is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Link Market Services on, 1300 554 474 (within Australia) or +61 1300 544 474 (overseas).

Yours faithfully
Stephen Hewitt-Dutton
Company Secretary



Swift Media Limited
ACN 006 222 395

Notice of General Meeting

Notice is given that a general meeting of the Company (**Meeting**) will be held at:

Time 11AM (AWST)
Date Wednesday, 3 March 2021
Place 1 Watts Place, Bentley, WA, 6102

Important: This Notice is an important document that should be read in its entirety. If you are in any doubt or have any questions about this document, you should promptly consult your stockbroker, accountant or other professional adviser.

Notice of General Meeting

Notice is given that a general meeting of Swift Media Limited ACN 006 222 395 (**Company**) will be held at 11AM (AWST) on Wednesday, 3 March 2021 at 1 Watts Place, Bentley, WA, 6102.

Agenda

1 Resolutions 1a and 1b – Ratification of prior issue of Placement Shares

To consider and, if thought fit, to pass, with or without amendment, the following resolutions, each as a separate **ordinary resolution**:

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the following issues of Placement Shares at \$0.0375 per Share:

(a) 62,270,546 Placement Shares under Listing Rule 7.1; and

(b) 44,050,271 Placement Shares under Listing Rule 7.1A,

as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue of the Placement Shares or a counterparty to the agreement being approved (including the persons named as "material investors" in Section 2.3(d)(i) of the Explanatory Statement), or any of their respective associates.

2 Resolution 2 – Approval to issue Additional Placement Shares

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 2,971,429 Shares at \$0.035 each as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

3 Resolution 3 – Approval to issue New Warrants

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, approval is given for the issue of New Warrants exercisable into up to 24,000,000 Shares as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Pure Asset Management Pty Ltd or any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

Voting exclusions and exceptions

Where a voting exclusion and/or voting prohibition applies to a Resolution, it is set out below the relevant Resolution. The voting exclusions and/or voting prohibitions (as applicable) for the following Resolutions are subject to the exceptions stated in the table below (as applicable).

Resolution	Exceptions
1, 2, 3	<p>The voting exclusion does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none"> (a) 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; (a) the Chair 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 (b) a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Voting entitlements

The Company has determined that, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered holders at 5:00pm (AWST) on Monday, 1 March 2021. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting instructions

- (a) Votes at the Meeting may be given personally or by proxy, attorney or representative.
- (a) A proxy need not be a Shareholder of the Company.
- (b) The Proxy Form sent with this Notice should be used for the Meeting.
- (c) Each Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's votes. An additional Proxy Form will be supplied by the Company on request. No Shareholder may appoint more than 2 proxies.
- (d) In the case of a Shareholder who is an individual, a Proxy Form must be executed under the hand of

the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a Proxy Form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.

- (e) Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it must be received by the Company in accordance with this Notice.
- (f) Any corporation that is a Shareholder may appoint a representative to attend and vote for that corporation at the Meeting. Appointments of corporate representatives must be received by the Company in accordance with this Notice or handed in at the Meeting when registering as a corporate representative.
- (g) Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chair, who is required to vote proxies as directed on a poll.
- (h) Proxy Forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be lodged with the Company's share registry, Link Market Services:

- (i) online at <http://www.linkmarketservices.com.au/>

To vote online, select 'Investor Login' and in the 'Single Holding' section enter Swift Media Limited or the ASX code SW1 in the Issuer name field, your Holder Identification Number (HIN) or Security Reference number (SRN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts.

- (ii) by post to

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

- (iii) by facsimile to: +61 2 9287 0309,

so that they are received no later than 48 hours before the commencement of the Meeting.

- (i) The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

Document components

This document includes this Notice and the accompanying Explanatory Statement and Proxy Form.

Authorisation

By order of the Board.

Stephen Hewitt-Dutton
Company Secretary

27 January 2021

Explanatory Statement

This Explanatory Statement sets out the information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions.

The Explanatory Statement forms part of the Notice which should be read in its entirety. The Explanatory Statement contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Statement includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 1	COVID-19 impacts
Section 2	Resolutions 1a and 1b – Ratification of prior issue of Placement Shares
Section 3	Resolution 2 – Approval to issue Additional Placement Shares
Section 4	Resolution 3 – Approval to issue New Warrants
Definitions	

A Proxy Form is located at the end of the Explanatory Statement.

1 COVID-19 impacts

1.1 Access to Notice

In accordance with subsection 5(f) of the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020*, the Company will not be dispatching physical copies of this Notice unless specifically requested to do so. Accordingly, Shareholders will not receive a hard copy of this Notice of General Meeting.

Instead, this Notice will be available for download from the Company's website at www.swiftmedia.com.au.

1.2 Attending the Meeting

The Board has made the decision that it will hold a physical Meeting with the appropriate social gathering and physical distancing measures in place to comply with the Federal Government's and State Government's current restrictions for physical gatherings.

Shareholders are encouraged to vote online or by returning their proxy form in accordance with the Voting Instructions contained in this Notice.

2 Resolutions 1a and 1b – Ratification of prior issue of Placement Shares

2.1 General

On 23 November 2020, the Company announced that it had received binding commitments for a placement to raise approximately \$4 million before costs (**Placement**) by the issue of Shares at \$0.0375 each (**Placement Shares**) to sophisticated and professional investors (**Placement Participants**). The Placement was in addition to a share purchase plan offered to eligible shareholders, which closed on Friday, 11 December 2020, to raise an additional \$1 million (**Share Purchase Plan**).

The Company issued a total of 106,320,817 Placement Shares (101,787,484 Placement Shares on 27 November 2020 and 4,533,333 Placement Shares on 2 December 2020) to Placement Participants using the Company's placement capacity under Listing Rules 7.1 and 7.1A to raise \$3,987,030.64 (before costs). The lead manager to the Placement was Aitken Murray Capital Partners who received a management fee of 2% and distribution fee of 3% of all funds raised, together with an additional distribution fee of 1% for funds raised in excess of \$3 million (being \$211,472 excl GST fees total).

Each of the resolutions which form Resolution 1 is an ordinary resolution, which seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue the Placement Shares.

The Board recommends that Shareholders vote in favour of each of the resolutions which form part of Resolution 1.

2.2 Listing Rules 7.1, 7.1A and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Under Listing Rule 7.1A an eligible entity can seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 19 November 2020.

Listing Rule 7.4 sets out an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rule 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 and 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rules 7.1 and 7.1A. To this end, each of the resolutions forming Resolution 1 seeks shareholder approval for the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

If each of the resolutions forming Resolution 1 is passed, the Placement Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1 and 10% limit under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the date of issue of the Placement Shares (being each of 27 November 2020 and 3 December 2020).

If each of the resolutions forming Resolution 1 are not passed, the Placement Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1 and 10% limit under Listing Rule 7.1A, effectively decreasing the number of Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares (being each of 27 November 2020 and 3 December 2020).

2.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (a) a total of 106,320,817 Placement Shares were issued between 27 November 2020 and 3 December 2020 (inclusive) as follows:
 - (i) 62,270,546 Placement Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and
 - (ii) 44,050,271 Placement Shares were issued within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval;

- (b) the Placement Shares were issued at \$0.0375 per Share;
- (c) the Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Placement Shares were issued to the Placement Participants, being investors selected by the Company in consultation with the Company's lead manager, Aitken Murray Capital Partners. Of the Placement Participants, the following parties are "material investors" as per ASX Guidance Note 21, paragraph 7.2:
 - (i) Regal Funds Management Pty Ltd, a substantial shareholder of the Company, who was issued 48,000,000 Shares.

No other Placement Participants are considered to be "material investors" for the purposes of ASX Guidance Note 21, paragraph 7.2;

- (e) the proceeds from the issue of the Placement Shares are intended to be used towards
 - (i) growth capital in relation to new and recently announced site installations;
 - (ii) new product and feature development including mobile applications and Swift's on-demand suite;
 - (iii) investing further into the sales organization and capability to support the Mining & Resources and Aged Care market opportunities;
 - (iv) customer installation incentives;
 - (v) costs of the Placement; and
 - (vi) general working capital purposes;
- (f) a voting exclusion statement is included in the Notice.

3 Resolution 2 – Approval to issue Additional Placement Shares

3.1 General

The Company is seeking to issue 2,971,429 Shares at an issue price of \$0.035 per Share, being additional shares placed on the same terms as the Company's recent Share Purchase Plan (**Additional Placement Shares**). The Additional Placement Shares represent the shortfall of the recent Share Purchase Plan (2,114,286 Shares), together with 857,143 Shares which the Company resolved to issue to a Shareholder who, due to extraordinary circumstances, was unable to return their application form in relation to the Share Purchase Plan prior to the offer closing. No fees were payable by the Company to any advisor in relation to the issue of Additional Placement Shares.

The Company does not currently have sufficient placement capacity under Listing Rules 7.1 or 7.1A to issue the Additional Placement Shares.

Resolution 2 is an ordinary resolution which seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of up to 2,971,429 Additional Placement Shares to sophisticated and professional, or otherwise exempt, investors to raise approximately \$104,000.

The Board recommends that Shareholders vote in favour of Resolution 2.

3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in section 2.2.

Listing Rule 7.2 sets out various types of equity issues that are excluded from the operation of Listing Rule 7.1 and 7.1A. The issue of the Additional Placement Shares does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires Shareholder approval under Listing Rule 7.1.

The effect of Resolution 2 will be to allow the Company to issue the Additional Placement Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed to issue the Additional Placement Shares.

3.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Placement Shares:

- (a) a maximum of 2,971,429 Shares are to be issued as Additional Placement Shares;
- (b) the Additional Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Additional Placement Shares will be issued at \$0.035 per Share;
- (d) the Additional Placement Shares will be issued to sophisticated and professional, or otherwise exempt, investors, none of whom will be a related party of the Company and none of whom are "material investors" as per ASX Guidance Note 21, paragraph 7.2;
- (e) the Additional Placement Shares will be issued as fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (f) the Company intends to use the proceeds from the issue of the Additional Placement Shares in accordance with Section 2.3(e);
- (g) it is intended that the Additional Placement Shares will be issued on or about the date of the Meeting; and
- (h) a voting exclusion statement is included in the Notice.

4 Resolution 3 – Approval to Issue Warrants

4.1 Background

As announced on 22 January 2021, the Company has entered into an amendment deed (**Amendment Deed**) with PURE Asset Management Pty Ltd (**PAM**) to amend the terms of the four year debt facility with PAM, pursuant to which the Company received a debt facility of up to \$8 million (**Debt Facility**) to fund the Company's growth strategy and strengthen its balance sheet in December 2019. Material details of the Amendment Deed set out below.

Pursuant to the Amendment Deed, the Company has agreed to issue new warrants (**New Warrants**) to PAM in its capacity as trustee for The Income and Growth Fund and its nominees, being parties that assisted PAM in relation to the provision of the Debt Facility to the Company (together, the **Warrant Holders**). The terms of the New Warrants grant the Warrant Holders to irrevocable option to acquire (in aggregate) 24,000,000 Shares (**Warrant Shares**), subject to the terms and conditions of the New Warrants. The terms of the New Warrants require the Company to seek shareholder approval for the issue of the Warrant Shares by 5 March 2021.

Each New Warrant has an exercise price of \$0.08 per Warrant Share and an expiry date of 22 January 2024.

Resolution 3 is an ordinary resolution which seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the New Warrants to the Warrant Holders, which are exercisable into up to 24,000,000 Warrant Shares.

The Board recommends that Shareholders vote in favour of Resolution 3. In addition, each Director intends to vote all the Shares controlled by them in favour of Resolution 3.

4.2 New Warrant Terms

The table below contains a summary of the material terms of the New Warrants.

Term	Details
Warrant Holders	Pure Asset Management Pty Ltd in its capacity as trustee for The Income and Growth Fund and its nominees, being parties that assisted Pure to provide the Debt Facility.
Issuer	The Company.
Exercise Price	Each New Warrant will have an exercise price (Exercise Price) of \$0.08 per Warrant Share.
Exercise Period	<p>The period commencing from the date of the New Warrant and expiring at 5pm on 22 January 2024.</p> <p>New Warrants must be exercised in tranches of 6,250,000 Warrant Shares or greater.</p>
Shares issued on exercised of each New Warrant	Upon exercise of all New Warrants, the Warrant Holders shall receive (in aggregate) up to 24,000,000 Warrant Shares.
Participation Rights	<p>Holder cannot participate in a new issue of capital offered to Shareholders during the Exercise Period without first exercising the New Warrant.</p> <p>Notwithstanding the above, the Company must give written notice to each Warrant Holder at least 10 Business Days before the Record Date applicable to any new issue of capital offered to all Shareholders under an entitlement offer.</p> <p>If a Warrant Holder exercises a New Warrant by no later than 2 Business Days prior to the Record Date, the Company must procure that the Warrant Shares are issued on or prior to the Record Date for determining entitlements to participate in the new issue.</p>
Bonus issues	If the Company makes (during the Exercise Period) a Bonus Issues (as defined in the Listing Rules) to existing Shareholders, then the number of Warrant Shares over which the New Warrant is exercisable is increased by the number of Shares which the Warrant Holder would have received under the bonus issue if the Warrant Holder had exercise the New Warrant prior to the relevant record date for the bonus issue.

Term	Details
Pro-rata issues	If the Company makes (during the Exercise Period) an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which the above paragraph will apply), the Exercise Price of each New Warrant is adjusted in accordance with the formula set out in Listing Rule 6.22.2.
Reorganisation of capital	If there is a reorganisation of capital of the Company (during the Exercise Period), then the rights of the Warrant Holder are changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
Assignment	Holder may nominate a substitute entity to receive the issue of Warrant Shares on exercise of the New Warrants. The Holder may assign its rights under the New Warrants without the Company's consent.
Representations	Each party will make the following representations on the date of the issue of the New Warrant and on the date of issue of the Warrant Shares: <ul style="list-style-type: none"> (a) status; (b) power; (c) authorisations; (d) binding obligations; (e) no contravention; (f) no trust; and (g) solvency.

The New Warrants contain other terms and conditions customary for warrants of this nature.

4.3 Deed of Amendment

The material terms of the Deed of Amendment to the Debt Facility are as follows:

1. Reduction of the facility interest rate from 10% to 9.5%;
2. Financial covenants waived until March 2022 and tested quarterly thereafter;
3. Pure shall waive any rights or entitlements arising from a Review Event or Event of Default occurring on or before the effective date of the Amendment; and
4. Cash covenant of minimum cash balance of \$1m in any given month and \$1.75m persisting for 3 consecutive months.

All other material terms remain the same as per the initial Debt Facility.

4.4 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in section 2.2.

Listing Rule 7.2 sets out various types of equity issues that are excluded from the operation of Listing Rule 7.1 and 7.1A. The issue of the New Warrants does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires Shareholder approval under Listing Rule 7.1.

The effect of Resolution 3 will be to allow the Company to issue the New Warrants during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under Listing Rule 7.1. In addition, pursuant to Listing Rule 7.2, Exception 9, the Company will be permitted to issue up to 24,000,000 Warrant Shares upon exercise of the New Warrants without utilising its placement capacity under Listing Rule 7.1 at the time of issue of the Warrant Shares.

If Resolution 3 is not passed, the Company will not be able to proceed to issue the New Warrants. If the Company does not issue the New Warrants to the Warrant Holders on or before 5 March 2021, the interest rate under the Debt Facility will be deemed to be 17.00% per annum (currently 9.5% per annum pursuant to the Amendment Deed), applicable and calculated from 18 November 2020 and continuing to apply until such subsequent date (if any) on which the issue of the New Warrants are approved by Shareholders.

4.5 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the New Warrants:

- (a) the issue of New Warrants will entitle the Warrant Holders to be issued a maximum of 24,000,000 Warrant Shares (in aggregate) upon exercise of the New Warrants;
- (b) the New Warrants will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the New Warrants will be issued for nil cash consideration, as part consideration for PAM entering into the Amendment Deed with the Company;
- (d) the New Warrants will be issued to PAM in its capacity as trustee for the Income and Growth Fund and its nominees, being parties that assisted PAM in relation to the provision of the Debt Facility to the Company, none of whom are related parties of the Company;
- (e) the material terms and conditions of the New Warrants are set out in section 4.2;
- (f) no funds will be raised from the issue of the New Warrants;
- (g) it is intended that the New Warrants will be issued on or about the date of the Meeting; and
- (h) a voting exclusion statement is included in the Notice.

Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$ means Australian Dollars.

Additional Placement Shares means up to 2,114,287 Shares to be issued at \$0.035 each, which are the subject of Resolution 2.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the person appointed to chair the Meeting.

Company means Swift Media Limited ACN 006 222 395.

Constitution means the constitution of the Company as at the date of the Meeting.

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

Director means a director of the Company.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement which forms part of the Notice.

Listing Rules means the listing rules of ASX.

Meeting means the meeting convened by this Notice.

New Warrant means a Warrant on the terms and conditions set out in section 4.2.

Notice means this notice of general meeting.

PAM means Pure Asset Management Pty Ltd ACN 616 178 771.

Placement has the meaning given in section 2.1.

Placement Participants has the meaning given in section 2.1.

Placement Shares means the 106,320,817 Shares issued between 27 November 2020 and 3 December 2020 (inclusive) to the Placement Participants under the Placement, which are the subject of Resolution 1.

Proxy Form means the proxy form attached to or accompanying the Notice.

Resolution means a resolution referred to in the Notice.

Section means a section of the Explanatory Statement.

Securities means any Equity Securities of the Company (including Shares, options and performance rights).

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

Shareholder means the holder of a Share.

Share Purchase Plan has the meaning in Section 2.1.

Warrant means an option to acquire a Share.

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



Swift Media Limited
ACN 006 222 395

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 **11:00am (WST) on Wednesday, 3 March 2021 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.

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*

1a Ratification of prior issue of Placement Shares – Listing Rule 7.1

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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1b Ratification of prior issue of Placement Shares – Listing Rule 7.1A

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Approval to issue Additional Placement Shares

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Approval to issue New Warrants

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder'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).

SW1 PRX2101A

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares 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 shareholder 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 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 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 share 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 shares 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 shareholder 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 share 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 **11:00am (WST) on Monday, 1 March 2021**, 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:



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, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



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.**