



Swift Networks Group Limited

ACN 006 222 395

Prospectus

Offer

For an offer of 1 Share at an issue price of \$0.23 (**Offer**).

Cleansing

This Prospectus has been prepared primarily for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of certain Shares issued on or prior to the Closing Date.

Important notice

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act. This is an important document that should be read in its entirety. Please read the instructions in this document and on the accompanying Application Form regarding acceptance of the Offer. If you do not understand this document you should consult your professional adviser without delay. The securities offered by this Prospectus should be considered highly speculative.

TABLE OF CONTENTS

IMPORTANT INFORMATION	2
CORPORATE DIRECTORY	3
1. DETAILS OF THE OFFER	4
2. EFFECT OF THE OFFER	7
3. RISK FACTORS	8
4. ADDITIONAL INFORMATION	14
5. DIRECTORS' AUTHORISATION	20
6. DEFINITIONS	21

IMPORTANT INFORMATION

NOTICE

This Prospectus is issued by Swift Networks Group Limited ACN 006 222 395 (**Company**).

The Prospectus is dated 15 November 2016 and a copy of this Prospectus was lodged with ASIC on that date. Neither ASIC nor ASX take responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act.

No Shares will be issued pursuant to this Prospectus later than 13 months after the date of this Prospectus.

Persons wishing to apply for Shares pursuant to the Offer must do so using the Application Form attached to or accompanying this Prospectus. Before applying for Shares investors should carefully read this Prospectus so that they can make an informed assessment of the rights and liabilities attaching to the Shares, the assets and liabilities of the Company, its financial position and performance, profits and losses, and prospects.

Any investment in the Company should be considered highly speculative. Applicants should read this Prospectus in its entirety and persons considering applying for Shares pursuant to this Prospectus should obtain professional advice.

No person is authorised to give any information or to make any representation in relation to the Offer which is not contained in this Prospectus. Any such information or representations may not be relied upon as having been authorised by the Directors.

PROSPECTUS AVAILABILITY

ASIC has confirmed that the Corporations Act allows distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

A copy of this Prospectus can be downloaded from the Company's website at www.swiftnetworks.com.au. There is no facility for online applications. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the

complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company on +61 8 6103 7595.

RISK FACTORS

Before deciding to invest in the Company, investors should read the entire Prospectus and in particular, in considering the prospects of the Company, investors should consider the risk factors that could affect the financial performance and assets of the Company. Investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues). The Shares offered by this Prospectus should be considered highly speculative. Refer to Section 3 details relating to risk factors.

PUBLICLY AVAILABLE INFORMATION

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website at www.asx.com.au). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offer. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in Shares or the Company.

FINANCIAL AMOUNTS

All references in this Prospectus to "\$", "AUD", "dollars" or "cents" are references to Australian currency unless otherwise stated.

Any discrepancies between the totals and sums of components in tables contained in this Prospectus are due to rounding.

DEFINITIONS AND TIME

A number of terms and abbreviations used in this Prospectus have defined meanings which are set out in Section 6.

All references to time relate to the time in Perth, Western Australia unless otherwise stated or implied.

GOVERNING LAW

This Prospectus and the contracts that arise from the acceptance of the applications under this Prospectus are governed by the law applicable in Western Australia and each applicant submits to the exclusive jurisdiction of the courts of Western Australia.

CORPORATE DIRECTORY

DIRECTORS

Carl Clump
Non-Executive Chairman

Xavier Kris
Chief Executive Officer

Paul Doropoulos
Executive Director

Ryan Sofoulis
Executive Director

Robert Sofoulis
Non-Executive Director

COMPANY SECRETARY

Stephen Hewitt-Dutton

REGISTERED OFFICE

1 Watts Place
Bentley WA 6102

Tel: +61 8 6103 7595
Fax: +61 8 6103 7594

WEBSITE

www.swiftnetworks.com.au

ASX CODE

SW1

SHARE REGISTRY

Automic Registry Services
Level 1, 7 Ventnor Avenue
WEST PERTH WA 6005

Tel: +61 8 9324 2099
Fax: +61 8 9321 2337

AUDITOR

BDO Audit (WA) Pty Ltd
38 Station Street
SUBIACO WA 6008

LEGAL ADVISER

Price Sierakowski Corporate
Level 24, 44 St Georges Terrace
Perth WA 6000

1. DETAILS OF THE OFFER

1.1 OVERVIEW

The Company is making an offer of 1 Share at an issue price of \$0.23. The Offer is open to persons by invitation from the Company only.

1.2 PURPOSE OF THE OFFER

As the Company is only offering 1 Share at an issue price of \$0.23, the primary purpose of the Offer is not to raise capital.

On or about the date of this Prospectus, the Company intends to issue 8,695,653 Shares at an issue price of \$0.23 each to Exempt Investors to raise \$2,000,000 before costs (**Placement**). The Placement was announced to ASX on 8 November 2016.

Further, on or about 17 November 2016, the Company intends to issue \$100,000 worth of Shares (based on the 10 day VWAP immediately prior to issue) to the Vendor as partial consideration for the acquisition of the Living Networks business (**Living Networks Acquisition**). The proposed acquisitions of the Living Networks and Web2TV businesses (**Acquisitions**) were also announced to ASX on 8 November 2016.

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to offer those securities for sale within 12 months of their issue.

Relevantly, section 708A(11)(b) provides that a sale offer does not need disclosure to investors if:

- the relevant securities are in a class of securities of the company that are already quoted on the ASX;
- a prospectus is lodged with ASIC either:
 - on or after the day on which the relevant securities were issued (section 708A(11)(b)(i)); or
 - before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued (section 708A(b)(ii)); and
- the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

Accordingly, the primary purpose of this Prospectus is to remove any trading restrictions that may attach to Shares issued by the Company on or before the Closing Date under the Placement and the Living Networks Acquisition.

Any issue of Shares under the Placement and Living Networks Acquisition is not being undertaken by the Company for the purpose of the recipients selling or transferring the Shares. However, the Directors consider that the persons who are issued Shares should be entitled, if they wish, to on-sell their shares prior to the expiry of 12 months after being issued (subject to any escrow arrangements).

1.3 TIMETABLE

The indicative timetable for the Offer is as follows:

Event	Date
Lodgement of this Prospectus with ASIC and ASX	15 November 2016
Opening Date	15 November 2016
Closing Date	22 November 2016

The above dates are indicative only and may be subject to change. The Directors reserve the right to vary these dates, including the Closing Date, without prior notice but subject to any applicable requirements of the Corporations Act or the Listing Rules. This may include extending the Offer or accepting late acceptances, either generally or in particular cases.

1.4 RIGHTS AND LIABILITIES ATTACHING TO SHARES

The Share to be issued pursuant to this Offer is of the same class and will rank equally in all respects with the existing Shares on issue. The rights and liabilities attaching to Shares are further described in Section 4.2.

1.5 MINIMUM SUBSCRIPTION

There is no minimum subscription for the Offer.

1.6 APPLICATIONS

An Application under the Offer may only be made by persons on invitation from the Company. The Application Form must be completed in accordance with the instructions set out on the back of the form.

Application Forms must be delivered or mailed together with a cheque on or before the Closing Date to Level 24, 44 St Georges Terrace, Perth WA 6000.

1.7 OVERSEAS INVESTORS

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or to extend such an invitation. No action has been taken to register this Prospectus or otherwise to permit an offering of Shares in any jurisdiction outside Australia. It is the responsibility of non-Australian resident investors to obtain all necessary approvals and comply with all relevant regulations for the issue to them of Shares offered pursuant to this Prospectus. Return of a duly completed Application Form will constitute a representation and warranty that there has been no breach of such regulations.

1.8 CHESS AND ISSUER SPONSORSHIP

The Company operates an electronic CHES sub-register and an electronic issue sponsored sub-register. These two sub-registers will make up the Company's register of shares.

The Company will not issue certificates to security holders. Rather, holding statements (similar to bank statements) will be dispatched to security holders as soon as practicable after allotment. Holding statements will be sent either by CHES (for security holders who elect to hold Shares on the CHES sub-register) or by the Company's Share Registry (for security holders who elect to hold their Shares on the issuer sponsored sub-register). The statements will set out the number of Shares allotted under this Prospectus and the Holder Identification Number (for security holders who elect to hold Shares on

the CHESS sub register) or Shareholder Reference Number (for security holders who elect to hold their shares on the issuer sponsored sub-register). Updated holding statements will also be sent to each security holder following the month in which the balance of their security holding changes, and also as required by the Listing Rules and the Corporations Act.

1.9 PRIVACY DISCLOSURE

Persons who apply for Shares pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for Shares, to provide facilities and services to Shareholders, and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications for Shares will not be processed. In accordance with privacy laws, information collected in relation to specific Shareholders can be obtained by that Shareholder through contacting the Company or the Share Registry

1.10 TAXATION

It is the responsibility of all investors to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offer, by consulting their own professional tax advisors. The Company and the Directors do not accept any liability or responsibility in respect of the taxation consequences of the matters referred to in this Prospectus.

1.11 ENQUIRIES

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional advisor without delay. Questions relating to the Offer can be directed to the Company on +61 8 6103 7595.

2. EFFECT OF THE OFFER

2.1 FINANCIAL POSITION

After paying the expenses of the Offer of approximately \$9,350 (exclusive of GST), there will be no net proceeds from the Offer. The expenses of the Offer will be met from the proceeds of the Placement.

The material effect of the Offer on the Company's financial position will be a net decrease in cash held of approximately \$9,350 (exclusive of GST).

2.2 CAPITAL STRUCTURE

The effect of the Offer on the Company's capital structure is set out below.

Capital structure	Existing	Completion
Existing Shares	80,825,054	80,825,054
Shares under the Placement	-	8,695,653
Shares for Living Networks Acquisition ¹	-	434,783
Shares under the Offer	-	1
Total Shares	80,825,054	89,955,491
Options exercisable at \$0.25, expiring on 30 April 2018	9,440,000	9,440,000
Options exercisable at \$0.15, expiring on 19 May 2021	6,933,333	6,933,333
Class A Performance Shares ²	16,666,667	16,666,667
Class B Performance Shares ³	16,666,667	16,666,667
Fully diluted share capital⁴	130,531,721	139,662,158

Notes:

1. Under the terms of the Living Networks Acquisition, the Company will issue \$100,000 worth of Shares at completion based on the 10 day VWAP immediately prior to being issued. The number of Shares shown in the table above has assumed an issue price of \$0.23 each.
2. Each Performance Shares converts to 1 Share upon satisfaction of the following milestone on or before 15 November 2020: the earlier to occur of: (a) the Company reaching 44,000 rooms with a revenue generating service from Swift Networks Pty Ltd; and (b) the Company reaching consolidated revenue of \$24,000,000 in any rolling 12 month period commencing after completion of the acquisition of Swift Networks Pty Ltd. Full terms and conditions of the Performance Shares are set out in the Company's prospectus dated 18 April 2016.
3. Each Performance Shares converts to 1 Share upon satisfaction of the following milestone on or before 15 November 2020: the earlier to occur of: (a) the Company reaching 53,000 rooms with a revenue generating service from Swift Networks Pty Ltd; and (b) the Company reaching consolidated revenue of \$29,000,000 in any rolling 12 month period commencing after completion of the acquisition of Swift Networks Pty Ltd. Full terms and conditions of the Performance Shares are set out in the Company's prospectus dated 18 April 2016.
4. Under the terms of the Acquisitions, the Company may also issue up to \$1,000,000 worth of Shares in the event various milestones are reached. See the Company's announcement to ASX dated 8 November 2016 for further details.

2.3 CONTROL

The Offer will not have a material impact on control of the Company.

3. RISK FACTORS

The Shares offered under this Prospectus are considered speculative. An investment in the Company is not risk free and the Directors strongly recommend that investors consider the risk factors described below, together with information contained elsewhere in this Prospectus, and consult their professional advisers, before deciding whether to apply for Shares.

There are specific risks which relate directly to the Company and its business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this Section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares.

3.1 SPECIFIC RISKS

3.1.1 COMPLETION OF THE ACQUISITIONS

As announced to ASX on 8 November 2016, the Company has entered into agreements to acquire the Web2TV and Living Networks businesses. Completion of the Acquisitions is subject to certain conditions being satisfied or waived, including the following:

- assignment of contracts and intellectual property in favour of the Company;
- engaged of key employees by the Company; and
- completion of due diligence by the Company.

Accordingly, there can be no guarantee that the Acquisitions will complete, or that completion won't be delayed. A delay or inability to complete the Acquisitions may have a materially adverse impact on the Company or its Share price.

3.1.2 SLOWDOWN AND CHANGES IN THE ENERGY AND RESOURCES SECTOR

The energy and resources sector has slowed down in recent years, largely as a result of falling commodity prices. This in turn has reduced the number of energy and resources projects in Australia which has been the primary source of revenue for Swift since its inception. The growth of automation has also reduced the sector's reliance on human capital, which in turn has impacted on the number of 'fly-in fly-out' rooms at project sites.

However, the slowdown in energy and resources has also resulted in a significant reduction in competitors to Swift, thereby reducing competition risk in this sector. Swift has also begun focusing on new sectors, including hospitality and aged care / lifestyle village, to reduce its reliance on energy and resources and tap into new revenue sources.

3.1.3 FUTURE PROFITABILITY

Prior to being acquired by the Company on 19 May 2016, the Swift Networks Pty Ltd and Wizzie TV Pty Ltd subsidiaries, as a group, enjoyed profits of \$572,984 FY 2012, \$1,652,298 in FY 2013 and \$337,775 in FY 2014, but suffered a loss of \$3,351,969 in FY 2015, which is largely due to switching to a recurring based revenue model and significant one-off start-up costs for Wizzie TV. The FY 2016 consolidated results of Swift Networks Group Limited was a loss after tax of \$5,249,924 which included non-recurring and non-cash items totaling \$3,470,000 associated with the Company's restructure and the acquisitions of the Swift and Wizzie subsidiaries. Swift's profitability will be impacted by, among other things, its sales and marketing success (particularly in the new markets of hospitality and aged care / lifestyle villages, both domestically and internationally), its ability to successfully deliver a high level of service to customers, its ability to execute its development and growth strategies, economic conditions in the markets in which it operates, competition factors and regulatory developments. Accordingly, the extent of future profits, if any, and the time required to achieve sustained profitability are uncertain. Further, the level of such profitability cannot be predicted.

3.1.4 SALES AND MARKETING SUCCESS

The Company intends to continue to grow the business by focusing on brand development and sales and marketing. By its nature, there is no guarantee that the Company's brand development and sales and marketing campaign will be successful. In the event that it is not, the Company may encounter difficulty in creating market awareness of the Swift brands. This would likely have an adverse impact on the Company's sales and profitability.

Even if the Company does successfully market the Swift business, there is a risk that the Company will not achieve a commercial return. The Company may not be able to sell products or provide services to customers at a rate which covers its operating and capital costs, which will negatively impact the Company's performance.

3.1.5 COMPETITION AND NEW TECHNOLOGIES

The industry in which Swift is involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company's projects and business. For instance, new technologies could overtake the advancements made by Swift in its Digital Entertainment System (**DES**). In that case, the Company's revenues and profitability could be adversely affected.

The current components that make up Swift's DES (e.g. smart TVs, set top boxes, internet and pay TV) do not allow for a commercial roll out of 'one to many'. There is a risk that competitors produce an all-encompassing technology that achieves the same functionality that Swift Networks has achieved by smart integration. Products such as Chromecast (versions 2 and 3), Apple TV (version 2) and Intel Beeline are examples of technologies continually evolving and potentially becoming specific enough to be a competitive alternative.

The Internet of Everything (**IoE**) and specifically Content as a Service (**CaaS**) are the significant technology developments within the digital entertainment industry. Neither is a material factor within current sectors but is identified by Swift as a critical consideration within its business roadmap. A potential solution is the transition of Swift's service from a satellite service to CaaS in time. Swift's existing relationships with CaaS aggregators such as Amazon and direct studio agreements make this a feasible scenario.

3.1.6 CONTRACT RISK

Swift is party to a number of contracts with major customers and service providers, under which it either provides products and services, or receives products and services, for the purposes of generating revenue. If Swift were to lose one or more of these contracts as a result of, for example, termination following default, then Swift's operations, earnings and financial condition may be adversely impacted. In addition, if one or more of these contracts is not renewed upon expiry, and Swift was unable to add new clients or find a replacement service provider, then its business, financial condition and financial performance could be adversely impacted in the future.

3.1.7 RELIANCE ON SERVICE PROVIDERS

Swift's DES relies on third party service providers and the performance of those service providers, including Foxtel, Telstra, Optus, Movielink and Geniatech. If the service providers or their technology do not perform as expected then the services that Swift provides may be adversely affected.

3.1.8 RELIANCE ON KEY PERSONNEL

The emergence and development of Swift's business has been in large part due to the talent, effort, experience and leadership of its management team. There is no assurance that the Company will be able to retain the services of such persons.

3.1.9 RELIANCE ON THE INTERNET

Expanding sales of Swift's DES and any similar products is dependent on the continued acceptance of the internet as a communications and commerce platform for individuals and enterprises. The internet could become less viable as a business tool due to delays in the development or adoption of new standards and protocols to handle increased demands of internet activity, security, reliability, cost, ease-of-use, accessibility and quality-of-service.

The performance of the internet and its acceptance as a business tool have been harmed by "viruses", "worms" and similar malicious programs, and the internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure. If for any reason the internet does not remain a widespread communications medium and commercial platform, the demand for Swift's products and services would be significantly reduced, which would harm its business.

3.1.10 FAULTS WITH PRODUCTS AND SERVICES

Because Swift's products are technologically complex, they may have errors or defects that users identify which could harm the Company's reputation and business. Internet-based services frequently contain undetected errors when first introduced or when new versions or enhancements are released. Swift has on occasions found defects in its product and new errors in its existing or future developed products and services may be detected in the future. If that occurs, the Company could lose future sales or customers.

3.1.11 CUSTOMER SERVICE RISK

Customers may need to engage with Swift's customer service personnel in certain circumstances, such as if they have a question about its products or if there is a dispute. The Company will continuously need to recruit and retain staff with interpersonal skills sufficient to respond appropriately to customer services requests. Poor customer service experiences may result in the loss of customers. If the Company loses key customer service personnel, fails to provide adequate training and resources for customer service personnel, or if the computer systems relied on by customer service personnel are disrupted by technological failures, this could lead to adverse publicity, litigation, regulatory inquiries or a decrease in customers, all of which may negatively impact on the Company's profitability.

3.1.12 FOREIGN OPERATIONS AND COMPLIANCE WITH LAW

The Company intends to market Swift's business and provide services in foreign jurisdictions and therefore will be exposed to risks relating to operating in those countries. Many of these risks are inherent in doing business internationally and these will include, but are not limited to:

- changes in the regulatory environment;
- trade barriers or the imposition of taxes;
- difficulties with staffing and/or managing any foreign operations;
- issues or restriction on the free transfer of funds;
- technology export or import restrictions; and
- delays in dealing across borders caused by customers or regulatory authorities.

3.1.13 ACQUISITIONS

As part of its business strategy, the Company may make acquisitions of, or significant investments in, companies, products, technologies and/or products that are complementary to Swift's business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions

of companies, products and technologies, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving the sales and margins anticipated and retaining key staff and customer and supplier relationships.

3.1.14 FUTURE CAPITAL NEEDS

Future funding may be required by the Company in the event costs exceed the Company's estimates or revenues do not meet estimates, to support its ongoing activities and operations, including the need to develop new products, enhance its operating infrastructure and to acquire complementary businesses and technologies. Accordingly, the Company may need to engage in equity or debt financings to secure additional funds. There can be no assurance that such funding will be available on satisfactory terms or at all at the relevant time. Any inability to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of certain activities and potential development programs which would likely adversely affect the business and financial condition of the Company and consequently its performance.

3.1.15 MANAGEMENT OF GROWTH

There is a risk that management of the Company will not be able to implement the Company's growth strategy after completion of the Proposed Acquisition. The capacity of the new management to properly implement and manage the strategic direction of the Company may affect the Company's financial performance.

3.1.16 RESEARCH AND DEVELOPMENT RISK

In order to maintain Swift's competitive position in the market, the Company will undertake R&D from time to time. The Company considers R&D to be a key means by which it will sustain its market position and grow its business. There is a risk that despite significant time and expenditure being applied to R&D projects, certain projects may not result in an advancement of Swift's technology and products. There is no guarantee that the Company's R&D projects will be successful or prove to be commercially viable. The failure of an R&D project could have a materially adverse impact on the Company's operations.

3.1.17 UNFORESEEN EXPENDITURE RISK

Expenditure may need to be incurred that has not been taken into account in this Prospectus. Although the Company is not currently aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company and its proposed business plans.

3.1.18 LITIGATION

The Company may in the ordinary course of business become involved in litigation and disputes, for example with its contractors or clients. Any such litigation or dispute could involve significant economic costs and damage to relationships with contractors, clients or other stakeholders. Any such outcomes may have an adverse impact on the Company's business, market reputation and financial condition and financial performance.

3.1.19 HACKER ATTACKS

Swift relies upon the availability of its website to provide services to customers and attract new customers. Hackers could render the website unavailable through a disrupted denial of service or other disruptive attacks. Although Swift has strategies in place to minimise such attacks, these strategies may not be successful. Unavailability of the website could lead to a loss of revenues for the Company. Further, it could hinder the Company's abilities to retain existing customers or attract new customers, which would have a material adverse impact on the Company's growth.

3.1.20 DOMAIN NAME RISK

Swift's business will depend to some extent on customers being attracted to its websites. Swift Networks and Wizzie TV each have a registered domain name for the purposes of their websites. If Swift Networks or Wizzie TV could not renew or otherwise lost control of its domain name, they may lose all website traffic direct to that domain. This may in turn adversely affect the Company's financial performance.

3.1.21 LIQUIDITY RISK

A significant portion of the Shares on issue are subject to escrow restrictions imposed by the Listing Rules. Investors may consider that there is an increased liquidity risk as a large portion of the issued capital may not be able to be traded freely for a period of up to 24 months.

3.1.22 INSURANCE COVERAGE

Swift faces various risks in connection with its business and may lack adequate insurance coverage or may not currently have the necessary insurance coverage. The Company will need to review its insurance requirements and obtain relevant insurances covering each jurisdiction it operates in as required. If the Company incurs substantial losses or liabilities and its insurance coverage is unavailable or inadequate to cover such losses or liabilities, its profitability may be adversely affected.

3.2 GENERAL RISKS

3.2.1 INVESTMENT RISK

The Shares to be issued under the Offer should be considered highly speculative. There is no guarantee as to the payment of dividends, return of capital or the market value of the Shares from time to time. The price at which an investor is able to trade the Shares may be above or below the price paid for Shares under the Offer. Whilst the Directors commend the Offer, investors must make their own assessment of the risks and determine whether an investment in the Company is appropriate in their own circumstances.

3.2.2 SHARE MARKET

Share market conditions may affect the value of the Company's securities regardless of the Company's operating performance. Share market conditions may cause the Shares to trade at prices below the price at which the Shares are being offered under this Prospectus. There is no assurance that the price of the Shares will increase following quotation on the ASX, even if the Company's earnings increase. Some factors include, but are not limited to, the following:

- general economic outlook;
- interest rates and inflation rates;
- currency fluctuations;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital;
- terrorism or other hostilities; and
- other factors beyond the control of the Company.

3.2.3 ECONOMIC AND GOVERNMENT RISKS

The future viability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the technology industry including, but not limited to, the following:

- general economic conditions in jurisdictions in which the Company operates;
- changes in government policies, taxation and other laws in jurisdictions in which the Company operates;
- the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the technology sector;
- movement in, or outlook on, interest rates and inflation rates in jurisdictions in which the Company operates; and
- natural disasters, social upheaval or war in jurisdictions in which the Company operates.

3.2.4 TAXATION

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation point of view and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of applying for Shares under this Prospectus.

3.2.5 ACCOUNTING STANDARDS

Australian Accounting Standards are set by the Australian Accounting Standards Board (AASB) and are outside the control of the Directors and the Company. Changes to accounting standards issued by AASB could materially adversely affect the financial performance and/or financial position of the Company.

3.2.6 FORCE MAJEURE

Events may occur within or outside the markets in which the Company operates that could impact upon the global and Australian economies, the operations of the Company and the market price of its Shares. These events include acts of terrorism, outbreaks of international hostilities, fires, pandemics, floods, earthquakes, labor strikes, civil wars, natural disasters, outbreaks of disease, and other man-made or natural events or occurrences that can have an adverse effect on the demand for the Company's services and its ability to conduct business. Given the Company has only a limited ability to insure against some of these risks, its business, financial performance and operations may be materially adversely affected if any of the events described above occurs.

3.3 OTHER RISKS

This list of risk factors above is not an exhaustive list of the risks faced by the Company or by investors in the Company. The risk factors described in this Section 3 as well as risk factors not specifically referred to above may in the future materially affect the financial performance of the Company and the value of its Shares. Therefore, the Shares offered under the Offer carry no guarantee with respect to the payment of dividends, return of capital or their market value.

Investors should consider that an investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for Shares under the Offer.

4. ADDITIONAL INFORMATION

4.1 CONTINUOUS DISCLOSURE OBLIGATIONS

As the Company is admitted to the official list of ASX, the Company is a “disclosing entity” for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

Price sensitive information is publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants is also managed through disclosure to ASX. In addition, the Company posts information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a “transaction-specific” prospectus in respect of the Offer.

In general terms, a “transaction-specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses or prospects of the issuing company.

As a disclosing entity under the Corporations Act, the Company states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report of the Company for the financial year ended 30 June 2016;
 - (ii) any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC; and
 - (iii) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC (see below).

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to the securities the subject of this Prospectus; and
- (b) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offer. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

The following announcements have been lodged with the ASX in respect of the Company since the lodgement of the annual financial report for the year ended 30 June 2016.

Date	Title
26/09/2016	Annual Report to shareholders
27/09/2016	Appendix 4G
4/10/2016	Notice of Annual General Meeting/Proxy Form
17/10/2016	Swift Extends Into Hospitality Vertical With New Hotel Wins
28/10/2016	Swift Strengthens Content Library With QYOU Partnership
31/10/2016	Appendix 4C – quarterly
04/11/2016	Trading Halt
08/11/2016	Swift to acquire Web2TV and Living Networks, Raises \$2M
08/11/2016	Investor Presentation-Acquisition of Web2TV, Living Networks
08/11/2016	Chairman's Address to Shareholders
08/11/2016	Results of Annual General Meeting
10/11/2016	Swift wins new 528 room contract with Rio Tintos Amrun site

4.2 RIGHTS AND LIABILITIES ATTACHING TO THE SHARES

The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, Listing Rules and the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) Ranking of Shares

At the date of this Prospectus, all shares are of the same class and rank equally in all respects. Specifically, the Shares issued pursuant to this Prospectus will rank equally with existing Shares.

(b) Voting rights

Subject to any rights or restrictions, at general meetings:

- every Shareholder present and entitled to vote may vote in person or by attorney, proxy or representative; and
- has one vote on a show of hands; or
- has one vote for every share held, upon a poll.

(c) **Dividend rights**

Shareholders will be entitled to dividends, distributed among members in proportion to the capital paid up, from the date of payment. No dividend carries interest against the company and the declaration of Directors as to the amount to be distributed is conclusive.

Shareholders may be paid interim dividends or bonuses at the discretion of the Directors. The Directors may set aside a sum out of the profits of the Company, as reserves, before recommending dividends of the profits.

(d) **Variation of rights**

The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.

(e) **Transfer of Shares**

Shares can be transferred upon delivery of a proper instrument of transfer to the Company. The instrument of transfer must be in writing, in the approved form, and signed by the transferor and the transferee. Until the transferee has been registered, the transferor is deemed to remain the holder, even after signing the instrument of transfer.

In some circumstances, the Directors may refuse to register a transfer if upon registration the transferee will hold less than 100 shares or a marketable parcel. The Board may refuse to register a transfer of shares upon which the Company has a lien.

(f) **General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

The Directors may convene a general meeting at their discretion. If there are not sufficient Directors capable of acting to form a quorum, the Directors who are capable of acting or any five members of the Company may convene a general meeting.

(g) **Unmarketable parcels**

The Company's Constitution provides for the sale of unmarketable parcels subject to any applicable laws and provided a notice is given to the minority shareholders stating that the Company intends to sell their relevant Shares unless an exemption notice is received by a specified date.

(h) **Rights on winding up**

If the Company is wound up, the liquidator may with the sanction of special resolution, divide the assets of the Company amongst members as the liquidator sees fit. If the assets are insufficient to repay the whole of the paid up capital of members, they will be distributed in such a way that the losses borne by members are in proportion to the capital paid up.

4.3 INTERESTS OF DIRECTORS, EXPERTS AND ADVISERS

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director, expert, promoter, underwriter or other person named in this Prospectus who has performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, holds at the date of this Prospectus, or has held in the 2 years prior to the date of this Prospectus, an interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or in connection with the Offer; or
- the Offer,

and no amount (whether in cash, Shares or otherwise) has been paid or agreed to be paid, nor has any benefit been given or agreed to be given, to any such persons for services in connection with the formation or promotion of the Company or the Offer.

Further, other than as disclosed in this Prospectus, no existing or proposed Director holds at the date of this Prospectus, or has held in the 2 years prior to the date of this Prospectus, an interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or in connection with the Offer; or
- the Offer,

and no amount (whether in cash, Shares or otherwise) has been paid or agreed to be paid, nor has any benefit been given or agreed to be given, to an existing or proposed Director for services in connection with the formation or promotion of the Company or the Offer, or to induce them to become, or qualify as, a Director.

4.3.1 DIRECTORS' SECURITY HOLDINGS

The Directors' relevant interests in Shares, Options and Performance Shares as at the date of this Prospectus are as follows:

Director	Shares	Options	Performance Shares
Carl Clump	1,259,879	480,000 ¹ 260,000 ²	-
Xavier Kris	3,580,833	1,160,000 ¹ 820,000 ²	-
Paul Doropoulos	2,456,437	80,000 ¹ 715,000 ²	-
Ryan Sofoulis	39,000	-	-
Robert Sofoulis	30,120,000	-	Class A: 16,666,667 ³ Class B: 16,666,667 ⁴

Notes:

1. Options exercisable at \$0.25 per share, expiring 30 April 2018.
2. Options exercisable at \$0.15 per share, expiring 19 May 2021.
3. See note 1 in Section 2.2.
4. See note 2 in Section 2.2.

4.3.2 DIRECTORS' REMUNERATION

The remuneration paid or payable to Directors for the 2 financial years prior to the date of this Prospectus is as follows:

		Salary & Fees (Cash)	Salary & Fees ^A	Share Based Payments ^B	Non Cash	Superannuation	Total ^C
Carl Clump ¹	2016	\$65,893	-	\$123,587	\$6,807	-	\$196,287
	2015	\$15,673	\$14,813	-	\$2,632	-	\$33,118
Xavier Kris ²	2016	\$236,063	-	\$422,884	\$6,807	\$570	\$666,324
	2015	\$68,417	\$71,754	-	\$2,632	-	\$142,803
Paul Doropoulos ³	2016	\$185,197	-	\$372,974	\$6,807	\$855	\$565,833
	2015	\$50,643	\$62,495	-	\$2,632	-	\$115,770
Ryan Sofoulis ⁴ (appointed 19/5/16)	2016	\$15,700	-	-	\$6,807	-	\$22,507
	2015	-	-	-	-	-	-
Robert Sofoulis ⁴ (appointed 19/5/16)	2016	\$16,661	-	-	\$6,806	-	\$23,467
	2015	-	-	-	-	-	-

Notes:

- Remuneration paid to Directors for services provided to the Company during the year which was satisfied by the issue ordinary shares in the Company at \$0.25 pursuant to a deed of company arrangement. The shares issued were as a result of the conversion of creditor balances and included GST.
- Shares and Options granted to Directors in consideration of services provided to the Company in connection with the acquisitions of Swift Networks Pty Ltd and Wizzie TV Pty Ltd. For full details refer to page 21 of the Company's Annual Report for the year ended 30 June 2016.
- In addition to the remuneration above the following amounts were paid to related parties of the Directors:

Note	Description	2016	2015
1	Payments to BWD Advisory Pte Ltd, an entity in which Carl Clump is a Director, representing interest charges for funds advanced in relation to the DOCA.	-	\$6,140
2	Payments made to Tri-Nation Holdings Pty Ltd, a company of which Xavier Kris is a Director, representing interest charges for funds advanced in relation to the DOCA.	-	\$6,207
3	Payments to NVNG Investments Pty Ltd, an entity in which Paul Doropoulos is a Director, representing interest charges for hard costs charged to NVNG Investments Pty Ltd as part of the recapitalisation pursuant to the DOCA.	-	\$8,049
4	Payments made to Wenro Holdings Pty Ltd, a company of which Robert Sofoulis is a Director and Ryan Sofoulis is associated with, for provision of office premises, pursuant to operating lease.	\$44,202	-

4.3.3 EXPERTS AND ADVISERS

Price Sierakowski Corporate has acted as the legal adviser to the Company in relation to the Offer. Fees payable to Price Sierakowski Corporate for these services are approximately \$7,000 plus GST. Price Sierakowski Corporate may receive further fees for additional work done determined on the basis of hours spent at its ordinary hourly rates.

4.4 CONSENTS

Each of the parties referred to below:

- does not make the Offer;
- does not make, or purport to make, any statement that is included in this Prospectus, or a statement on which a statement made in this Prospectus is based, other than as specified below or elsewhere in this Prospectus;
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement contained in this Prospectus with the consent of that party as specified below; and
- has given and has not, prior to the lodgement of this Prospectus with ASIC, withdrawn its consent to the inclusion of the statement in this Prospectus that are specified below in the form and context in which the statements appear.

Price Sierakowski Corporate has given and has not before lodgement of this Prospectus withdrawn its written consent to be named in this Prospectus as legal adviser to the Offer in the form and context in which it is named. Price Sierakowski Corporate has not authorised or caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than references to its name.

Automic Registry Services has given and has not before lodgement of this Prospectus withdrawn its written consent to be named in this Prospectus as the Share Registry in the form and context in which it is named. Automic Registry Services has had no involvement in the preparation of any part of this Prospectus other than being named as the Share Registry. Automic Registry Services has not authorised or caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than references to its name.

4.5 EXPENSES OF THE OFFER

The expenses of the Offer are expected to comprise the following amounts, which are exclusive of any GST payable by the Company:

Expense	Amount
Legal fees	\$7,000
ASIC fees	\$2,350
Total	\$9,350

4.6 LITIGATION

As at the date of this Prospectus, neither the Company nor any of its subsidiaries is involved in any litigation that is material for the purposes of this Prospectus, and the Directors are not aware of any circumstances that might reasonably be expected to give rise to such litigation.

5. DIRECTORS' AUTHORISATION

15 November 2016

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of Swift Networks Group Limited.

A handwritten signature in blue ink, appearing to read 'C Clump', is written over a horizontal line.

Carl Clump
Chairman

6. DEFINITIONS

Acquisitions has the meaning given in Section 1.2.

Application Form means an application form attached to and forming part of this Prospectus.

Application Monies means the amount of money in dollars and cents payable for Shares at \$0.23 per Share pursuant to the Offer.

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 of the Company from time to time.

Business Day means a day on which banks are open for business in Perth, Western Australia excluding a Saturday, Sunday or public holiday.

CHES means ASX Clearing House Electronic Sub-register System.

Closing Date means the date that the Offer closes which is 5.00pm (WST) on 22 November 2016 or such other time and date as the Directors determine.

Company or **Swift** 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.

Exempt Investor means a person who is a sophisticated investor or a professional investor for the purposes of section 708 of the Corporations Act.

Living Networks Acquisition has the meaning given in Section 1.2.

Listing Rules means the official listing rules of ASX.

Offer means the offer of 1 Share at an issue price of \$0.23 pursuant to this Prospectus.

Opening Date means the first date for receipt of completed Application Forms which is 9:00am (EST) on 15 November 2016 or such other time and date as the Directors determine.

Placement has the meaning given in Section 1.2.

Prospectus means this prospectus dated 15 November 2016.

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

Shareholder means a holder of one or more Shares.

Share Registry means Automic Pty Ltd ACN 152 260 814, trading as Automic Registry Services.

Vendor means Living Networks Enterprises Pty Ltd.

VWAP means volume weighted average price of Shares.

WST means Western Standard Time in Australia.

Guide to the Application Form

This Application Form relates to the offer of Shares in Swift Networks Group Limited pursuant to the Prospectus dated 15 November 2016. The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the Shares of R Swift Networks Group Limited and it is advisable to read this document before applying for Shares. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus, and any supplementary prospectus (if applicable), and an Application Form on request and without charge.

Please complete all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross referenced to each section of the Application Form. Further particulars in the correct forms of registrable titles to use on the Application Form are contained in the table below.

- A Insert the number of Shares you wish to apply for. The application must be for a minimum of 1 Share.
- B Insert the relevant account Application Monies. To calculate your Application Monies, add the number of Shares applied for multiplied by \$0.025.
- C Write the full name you wish to appear on the statement of shareholdings. This must be either your own name or the name of a company. Up to three joint applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHES) participants should complete their name and address in the same format as that presently registered in the CHES system.
- D Enter your Tax File Number (TFN) or exemption category. Where applicable please enter the TFN for each joint applicant. Collection of TFNs is authorised by taxation laws. Quotation for your TFN is not compulsory and will not affect your application.
- E Please enter your postal address for all correspondence. All communications to you from the Shares Registry will be mailed to the person(s) and address as shown. For Joint applicants, only one address can be entered.
- F Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your application.
- G Swift Networks Group Limited will apply to the ASX to participate in CHES, operated by ASX Settlement Pty Ltd, a wholly owned subsidiary of ASX Limited. In CHES, the Company will operate an electronic CHES subregister of securities holdings and an electronic issuer sponsored subregister of securities holdings. Together the two subregisters will make up the Company's principal register of securities. The Company will not be issuing certificates to applicants in respect of securities issued.

If you are CHES participant (or are sponsored by a CHES participant) and you wish to hold securities issued to you under this Application Form in uncertified form on the CHES subregister, complete section G or forward your Application Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave section G blank and on issue, you will be sponsored by the Company and an SRN will be allocated to you. For Further information refer to the relevant section of the Prospectus.

- H Please complete cheque details as requested.

Make your cheque payable to "Swift Networks Group Limited" in Australian currency and cross it "Not Negotiable". Your cheque must be drawn on an Australian Bank, and the amount should agree with the amount shown in section B.

Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application Form being rejected.

- I Before completing the Application Form the applicant(s) should read the Prospectus to which the Application Form relates. By lodging the Application Form, the applicant(s) agrees that this Application Form is for shares in Swift Networks Group Limited upon and subject to the terms of this Prospectus, and agrees to take any number of Shares equal to or less than the number of Shares indicated in section A that may be issued to the applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application Forms: Return your completed Application Form with cheque(s) attached to:

Delivered to: Swift Networks Group Limited c/- Trident Capital Level 24, St Martin's Tower 44 St Georges Terrace PERTH WA 6000	Posted to: Swift Networks Group Limited c/- Trident Capital PO Box Z5183 St Georges Terrace PERTH WA 6831
--	---

Application Forms must be received no later than 5.00pm (WST) on 22 November 2016 which may be changed immediately after the Opening Date at any time at the discretion of the Company.

Correct form of Registrable Title

Note that only legal entities are allowed to hold Shares. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to Swift Networks Group Limited. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of Investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual - Use Names in full, no initials	Mr John Alfred Smith	JA Smith
Minor (a person under the age of 18) Use the name of a responsible adult, do not use the name of a minor.	John Alfred Smith <Peter Smith>	Peter Smith
Company - Use Company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts - Use trustee(s) personal name(s), do not use the name of the trust	Mrs Sue Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates - Use executor(s) person name(s), do not use the name of the deceased	Ms Jane Smith <Est John Smith A/C>	Estate of Late John Smith
Partnerships - Use partners personal names, do not use the name of the partnership	Mr John Smith & Mr Michael Smith <John Smith and Son A/C>	John Smith and Son