



**SWW Energy Limited**



**ASX:**

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Market Announcements Platform  
Australian Securities Exchange  
Level 4 Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

## **ASX Announcement**

# **SWW ENTERS CONDITIONAL AGREEMENT TO ACQUIRE INVESTOR RELATIONS AND VOTING APP DEVELOPER AND PROVIDER GRT EXCHANGE**

### **HIGHLIGHTS**

- SWW Energy Ltd (**SWW**) to acquire investor relations, voting and shareholder engagement software application (**App**) developer, GRT App Pty Ltd (**GRT**), the developer of GRT eXchange, via a reverse takeover.
- GRT has developed the first shareholder App that makes investor relations content more readily accessible, significantly increases the level of engagement between shareholders and companies and enables shareholders to vote their shares real-time and direct from any location through the GRT App, while at the same time delivering significant cost savings to listed or unlisted companies.
- GRT was founded by the corporate law specialists of Brisbane based Law Firm GRT Lawyers, in conjunction with Payment Network International, a company controlled by Mr. Bruce Mathieson and Accounting Firm Moore Stephens Queensland Ltd.
- Product development is complete and the App is now ready for large scale commercialisation within Australian and global markets.
- SWW will issue 1.67 billion shares, on a pre-Consolidation basis, to the shareholders of GRT for the acquisition of 100% of GRT. Additional performance shares will be issued subject to satisfaction of various performance hurdles.
- The proposed ASX Listing will provide GRT with the appropriate platform for full scale commercialisation and global expansion.

SWW Energy Limited (A.C.N. 096 687 839)

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## **GRT EXCHANGE**

GRT has developed a revolutionary software App for iPhone, iPad and Android phones and tablets, to make investor relations content more readily accessible, with the aim of increasing shareholder engagement and voting participation for all shareholder meetings.

The App was designed in response to the declining level of engagement between companies and shareholders, in conjunction with the unprecedented technological revolution, which now sees smartphone and tablet penetration in Australia at 93% and 76% respectively.

The investor relations and voting App acts as a vital communication tool, keeping shareholders informed and up to date in real time through push notifications for content such as media releases, financial results, share price data and company updates, as well as virtual real time voting, live meeting streaming, and company/shareholder messaging.

The App has substantial benefits to both companies and shareholders with the end goal being increased engagement, a reduction in administration costs and a far more efficient shareholder meeting process.

GRT has been developed over the last 2 years by Brisbane Law Firm GRT Lawyers, in conjunction with Payment Network International, a company controlled by Mr. Bruce Mathieson and Accounting Firm Moore Stephens Queensland Ltd. The product is now developed and in its initial stages of commercialisation.

## **ACQUISITION CONSIDERATION**

In consideration for the acquisition of GRT, SWW will issue:

- 1.666 billion fully paid, ordinary shares in the capital of SWW ("**Shares**") on a pre-Consolidation basis, to the shareholders of GRT for the acquisition of 100% of their shares.
- All shares issued to the shareholders of GRT will be escrowed for a minimum of 24 months post re-listing and otherwise in accordance with ASX Listing Rules.
- Implied acquisition price to be set by a yet to be determined conversion ratio, but a minimum of \$15 million upon re-listing.
- In addition to the acquisition consideration, the shareholders of GRT will be issued with 20 million Performance Shares which, subject to the achievement of various milestones, will convert into ordinary shares and be issued in tranches upon achievement of those milestones.



**SWW Energy Limited**

## **CONDITIONS PRECEDENT**

The Acquisition Agreement is conditional upon:

- Completion of legal and financial due diligence to SWW's satisfaction within 3 weeks;
- SWW entering into binding full form sale and purchase documentation with the shareholders of GRT;
- SWW Shareholder approval;
- SWW completing a post-Consolidation capital raising of at least \$8.0 million and no more than \$10.0 million ("**post-Consolidation Capital Raising**"). Foster Stockbroking Pty Ltd will act as Lead Manager to the capital raising.
- ASX confirming re-compliance with Chapters 1 and 2 of the ASX Listing Rules (if required) and allowing recommencement of trade; and
- SWW Energy Limited changing its name (new name yet to be determined).

## **INTERIM CAPITAL RAISING**

SWW has today undertaken a pre-Consolidation capital raising using its placement capacity under ASX Listing Rule 7.1 & 7.1A to issue 83.33 million shares at a price of \$0.006 per share to raise \$500,000. The funds will be used to meet the costs associated with the GRT acquisition, and towards general working capital requirements.

## **SHARE CONSOLIDATION & PUBLIC OFFER**

As part of SWW's re-admission to the ASX, SWW may be required to undertake a consolidation of its share capital to enable the share-price to reach the minimum value per share required under the ASX Listing Rules for re-admission (\$0.20 per share). Such ratio will be determined as part of the re-admission process. For the purposes of the pro-forma capital structure the Company has assumed a consolidation ratio of 22 to 1; however, this is indicative only.

Subject to the receipt of shareholder approval, SWW will also undertake a post-Consolidation capital raising of at least \$8.0 million at \$0.20 per share, to be completed under a prospectus. All funds raised will be employed towards the pursuit of several business development opportunities and to pursue global expansion, particularly in the Asian market.

## **BOARD & MANAGEMENT CHANGES**

At Completion of the transaction GRT shall have the right to appoint three new Directors to the Board of SWW. Ms Megan Boston, current CEO of GRT, will become CEO of SWW from Completion. Additional information regarding Ms Boston is set out in the GRT presentation provided within this release.

SWW will be granted the right to retain one existing board seat to represent the interests of existing SWW shareholders.

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## INDICATIVE TIMETABLE

The indicative timetable for completion of the transaction and SWW's re-compliance with the ASX Listing Rules is outlined below:

ACTIVITY	DATE
Announcement of Transaction & Completion of interim Placement	14 August 2014
Due Diligence Completion	25 August 2014
Lodge Notice of Meeting seeking approval for acquisition of GRT & issue of new shares	14 September 2014
Investor Roadshow	23 September – 3 October 2014
Lodgement of Prospectus with ASIC	6 October 2014
Shareholder Meeting	13 October 2014
Closing date of offer under the prospectus	31 October 2014
Re-quotations of shares on ASX	10 November 2014

## INDICATIVE CAPITAL STRUCTURE

The following table illustrates the change in SWW's capital structure following the GRT acquisition, pre-Consolidation fund raising placement and post-Consolidation prospectus offering:

CAPITAL STRUCTURE	PRE CONSOLIDATION	POST CONSOLIDATION (Min \$8.0m Raise)	POST CONSOLIDATION Max \$10.0m Raise)
Current Capital Structure	448,038,992	20,163,771	20,163,771
Placement @ \$0.006	83,333,333	3,750,375	3,750,375
Acquisition of GRT Exchange	1,666,666,666	75,007,501	75,007,501
Offering (\$8.0m - \$10.0m)		40,000,000	50,000,000
<b>Basic Issued Capital</b>		<b>138,921,647</b>	<b>148,921,647</b>
<b>Market Cap @ \$0.20 Issue Price</b>		<b>\$27,784,329</b>	<b>\$29,784,329</b>
<b>Indicative Net Cash Balance</b>		<b>\$8,500,000</b>	<b>\$10,500,000</b>



**SWW Energy Limited**

SWW Chairman, Mr. Stuart Foster said he believes the Acquisition Agreement will materially transform the company for the benefit of all shareholders.

“The Board of SWW is excited by the acquisition of GRT. We are thrilled to be able to be a part of a revolutionary new technology platform like GRT, and are confident that the business can execute on its plan to become the leading investor relations platform for companies and shareholders” Mr. Foster said.

**For further information regarding this report or other company enquiries please contact:**

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