

To be renamed "Omni Market Tide Limited"
Proposed ASX Code: OMT

SWW ENERGY LIMITED

ACN 096 687 839

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY MEMORANDUM

TIME: 2pm EST

DATE: 29 May 2015

PLACE: Edwin Flack Room
Sofitel Sydney Wentworth
61-101 Philip Street
Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Mr Matthew Foy on (+61 8) 9486 4036.

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IMPORTANT INFORMATION

Time and Place of Meeting

Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2pm EST on 29 May 2015 at the:

Edwin Flack Room
Sofitel Sydney Wentworth
61-101 Philip Street
Sydney NSW 2000

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7pm EST on 27 May 2015.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- (a) each member has a right to appoint a proxy;
- (b) the proxy need not be a member of the Company; and
- (c) a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes. Neither proxy may vote on a show of hands.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at a meeting of the company's members; and
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting; or
 - (ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolutions at the meeting.

If the Chair of the meeting is appointed or taken to be appointed as a proxy, but the appointment does not direct the votes to be cast in a particular manner, then the Chair intends to exercise all available votes in favour of the Resolutions.

Defined terms

Capitalised terms in this Notice of Meeting and Explanatory Memorandum are defined either in the Glossary section or where the relevant term is first used.

ASX

A final copy of this Notice of Meeting and Explanatory Memorandum has been lodged with ASX. Neither ASX, nor any of their respective officers takes any responsibility for the contents of these Meeting Materials.

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of **SWW ENERGY LIMITED ACN 096 687 839** (the **Company** or **SWW**) will be held on 29 May 2015, commencing at 2pm at the Edwin Flack Room, Sofitel Sydney Wentworth, 61-101 Philip Street, Sydney NSW 2000.

This Notice of Meeting incorporates, and should be read together with the Explanatory Memorandum, Annexures, Schedules and Proxy Form.

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2014, together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, pass the following Resolution as an **advisory ordinary resolution** with or without modification:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2014."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion statement:

The Company will disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of:

- a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- a Closely Related Party of such a member.

However, the Company need not disregard a vote on Resolution 1 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 2: RE-ELECTION OF DIRECTOR – MR STUART FOSTER

To consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

"That, for the purposes of clause 13.2 of the Constitution and for all other purposes, Mr Stuart Foster, a Director, retires, and being eligible, is re-elected as a Director."

RESOLUTION 3: RE-ELECTION OF DIRECTOR – MR CHRIS FRANCIS

To consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

“That, for the purposes of clause 13.4 of the Constitution and for all other purposes, Mr Chris Francis, a Director, retires, and being eligible, is re-elected as a Director.”

RESOLUTION 4: RE-ELECTION OF DIRECTOR – MR MATTHEW FOY

To consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

“That, for the purposes of clause 13.4 of the Constitution and for all other purposes, Mr Matthew Foy, a Director, retires, and being eligible, is re-elected as a Director.”

RESOLUTION 5: RATIFICATION OF PRIOR ISSUE OF SECURITIES UNDER ASX LISTING RULE 7.1

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 67,205,848 Pre-Consolidation Shares on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement:

The Company will disregard any votes cast on Resolution 5 (in any capacity) by or on behalf of a person (and their associates) who participated in the prior issue.

However, the Company need not disregard a vote on Resolution 5 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 6: RATIFICATION OF PRIOR ISSUE OF SECURITIES UNDER ASX LISTING RULE 7.1A

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 16,127,479 Pre-Consolidation Shares on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement:

The Company will disregard any votes cast on Resolution 6 (in any capacity) by or on behalf of a person (and their associates) who participated in the prior issue.

However, the Company need not disregard a vote on Resolution 6 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 7: CHANGE TO NATURE AND SCALE OF ACTIVITIES

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

“That, subject to and conditional upon the passing of Resolutions 8 to 17 (inclusive), for the purposes of ASX Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to make a significant change to the nature and scale of its activities set out in the Explanatory Memorandum.”

Voting exclusion statement:

The Company will disregard any votes cast on Resolution 7 (in any capacity) by or on behalf of a person (and their associates) who might obtain a benefit, except a benefit solely in the capacity of a security holder, if Resolution 7 is passed.

However, the Company need not disregard a vote on Resolution 7 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 8: CONSOLIDATION OF CAPITAL

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

“That, subject to and conditional upon the passing of Resolution 7 and Resolutions 9 to 17 (inclusive) and the Company raising at least \$3,000,000 (in aggregate) under the Capital Raising or any Equity Raising, pursuant to section 254H of the Corporations Act, ASX Listing Rule 2.1 condition 2 and for all other purposes, the issued capital of the Company be consolidated on the basis that every twenty (20) Ordinary Shares be consolidated into one (1) Ordinary Share and, where this Consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction up to the nearest whole Share.”

RESOLUTION 9: ISSUE OF ORDINARY SHARES TO THE GRT APP VENDORS

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

“That, subject to and conditional upon the passing of Resolutions 7 and 8 and Resolutions 10 to 17 (inclusive), for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue one hundred and fifty million (150,000,000) Post-Consolidation Shares to the GRT App Vendors on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement:

The Company will disregard any votes cast on Resolution 9 (in any capacity) by or on behalf of a person (and their associates) who may participate in the proposed issue and a person (and their associates) who might obtain a benefit, except a benefit solely in the capacity of a security holder, if Resolution 9 is passed.

However, the Company need not disregard a vote on Resolution 9 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 10: APPROVAL OF NEW CLASS OF SECURITIES (CLASS A PERFORMANCE SHARES)

To consider and, if thought fit, pass the following Resolution as a **special resolution** with or without modification:

“That, subject to the passing of Resolutions 7 to 9 (inclusive) and Resolutions 11 to 17 (inclusive), for the purposes of sections 246B and 246C(5) of the Corporations Act, clause 2.4 of the Constitution and for all other purposes, approval is given for the Company to issue Class A Performance Shares on the terms and conditions set out in the Explanatory Memorandum.”

RESOLUTION 11: APPROVAL OF NEW CLASS OF SECURITIES (CLASS B PERFORMANCE SHARES)

To consider and, if thought fit, pass the following Resolution as a **special resolution** with or without modification:

“That, subject to the passing of Resolutions 7 to 10 (inclusive) and Resolutions 12 to 17 (inclusive), for the purposes of sections 246B and 246C(5) of the Corporations Act, clause 2.4 of the Constitution and for all other purposes, approval is given for the Company to issue Class B Performance Shares on the terms and conditions set out in the Explanatory Memorandum.”

RESOLUTION 12: ISSUE OF CLASS A PERFORMANCE SHARES TO GRT APP VENDORS

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

“That, subject to the passing of Resolutions 7 to 11 (inclusive) and Resolutions 13 to 17 (inclusive), for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 30,000,000 Class A Performance Shares to the GRT App Vendors on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement:

The Company will disregard any votes cast on Resolution 12 (in any capacity) by or on behalf of a person (and their associates) who may participate in the proposed issue and a person (and their associates) who might obtain a benefit, except a benefit solely in the capacity of a holder of securities, if Resolution 12 is passed.

However, the Company need not disregard a vote on Resolution 12 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 13: CAPITAL RAISING

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

“That, subject to the passing of Resolutions 7 to 12 (inclusive) and Resolutions 14 to 17 (inclusive), for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to issue up to 50,000,000 Post-Consolidation Shares at an issue price of \$0.10 per Share, with up to 25,000,000 Attaching Options, to raise up to \$5,000,000 on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement:

The Company will disregard any votes cast on Resolution 13 (in any capacity) by or on behalf of a person (and their associates) who may participate in the proposed issue and a person (and their associates) who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 13 is passed.

However, the Company need not disregard a vote on Resolution 13 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 14: ISSUE OF EQUITY SECURITIES TO MEGAN BOSTON

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

“That, subject to the passing of Resolutions 7 to 13 (inclusive) and Resolutions 15 to 17 (inclusive), for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is

given for the Company to issue up to 500,000 Post-Consolidation Shares and 10,000,000 Class B Performance Shares to Mrs Megan Boston in connection with her remuneration, on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement:

The Company will disregard any votes cast on Resolution 14 (in any capacity) by or on behalf of Mrs Megan Boston (and her associates).

However, the Company need not disregard a vote on Resolution 14 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 15: CHANGE OF NAME

To consider and, if thought fit, pass the following Resolution as a **special resolution** with or without modification:

“That, subject to and conditional upon the passing of Resolutions 7 to 14 (inclusive) and Resolution 16 and Resolution 17, for the purposes of sections 157(1) and 136(2) of the Corporations Act and for all other purposes, the name of the Company be changed to Omni Market Tide Limited and for all references to the Company’s name in the Constitution to be amended, on and from the Settlement Date.”

RESOLUTION 16: INCREASE TO AGGREGATE FEE POOL FOR NON-EXECUTIVE DIRECTORS

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

“That, subject to and conditional upon the passing of Resolutions 7 to 15 (inclusive) and Resolution 17, for the purposes of ASX Listing Rule 10.17, clause 13.7 of the Constitution and for all other purposes, the aggregate amount available for payment by way of remuneration to non-executive Directors be increased by \$100,000 from \$150,000 to \$250,000.”

Voting exclusion statement:

The Company will disregard any votes cast on Resolution 16 (in any capacity) by the Directors (and their associates).

However, the Company need not disregard a vote on Resolution 16 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 17: ISSUE OF SECURITIES TO DIRECTORS AND PROPOSED DIRECTORS

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

“That, subject to and conditional upon the passing of Resolution 7 to 16 (inclusive), for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 10,000,000 Post-Consolidation Shares at an issue price of \$0.10 per Share, with up to 5,000,000 Attaching Options (in aggregate), to raise up to \$1,000,000 on the terms and conditions set out in the Explanatory Memorandum, to any or all of:

- (a) Alan Stuart Foster;*
- (b) Christopher James Francis;*
- (c) Matthew Foy;*
- (d) Glenn Raymond Vassallo;*
- (e) Ross James Blair-Holt;*
- (f) Kenneth Ross Pickard; and*
- (g) Megan Joan Boston,*

or their respective nominee/s, on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement:

The Company will disregard any votes cast on Resolution 17 (in any capacity) by or on behalf of Alan Stuart Foster, Christopher James Francis, Matthew Foy, Glenn Raymond Vassallo, Ross James Blair-Holt, Kenneth Ross Pickard or Megan Joan Boston (and their respective associates).

However, the Company need not disregard a vote on Resolution 17 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 18: AMENDMENT OF CONSTITUTION – DIRECT VOTING

To consider and, if thought fit, pass the following Resolution as a **special resolution** with or without modification:

“That for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Constitution be amended to provide for direct voting by inserting a new clause 12.25 as set out in the Explanatory Memorandum.”

RESOLUTION 19: APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, pass the following Resolution as a **special resolution** with or without modification:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement:

The Company will disregard any votes cast on Resolution 19 (in any capacity) by or on behalf of a person (and their associates) who may participate in the issue of Equity Securities under this Resolution 19 and a person (and their associates) who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 19 is passed.

However, the Company need not disregard a vote on Resolution 19 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board

Matthew Foy
Director and Company Secretary

22 April 2015

LETTER FROM THE CHAIRMAN

Dear Shareholders,

As announced to the ASX on 14 August 2014, your Company is undertaking an exciting transition through the acquisition of all the shares in GRT App Pty Ltd who has developed the Omni Market Tide platform (**OMT**), a revolutionary software App for iPhone, iPad and Android phones that makes investor relations content more readily accessible to shareholders, and increases shareholder engagement, voting participation and attendance for all shareholder meetings.

OMT was established to address the declining levels of engagement, communication and connectivity between companies and their shareholders and to solve the complex problem of low levels of integrity in the proxy voting process. OMT's revolutionary investor relations and voting App will enable shareholders to reconnect with their companies. The App will act as a vital communication tool, keeping shareholders informed and up to date in real time.

OMT is set to be a major disruption to traditional shareholder communication tools, with its App expected to provide substantial benefits to both companies and shareholders by increasing shareholder engagement, reducing administration costs and improving the efficiency of shareholder meeting process.

The acquisition of OMT will result in a significant change to the nature and scale of the Company's activities which requires approval of its Shareholders under Chapter 11 of the ASX Listing Rules.

The Company has convened a general meeting of its Shareholders to be held on 29 May 2015 to seek Shareholder approval for, amongst other approvals, the issue of Shares and Performance Shares to effect the acquisition of OMT, the change in nature and scale of the Company's activities, and the change of Company name to Omni Market Tide Limited.

Subject to the satisfaction or waiver of the conditions precedent in the Share Sale Agreement, successful implementation of the Agreement, Shareholder approval and re-compliance with the ASX Listing Rules, the Company will own 100% of the shares in OMT.

It is envisaged that post readmission, the Company will focus on further market penetration of its lead product investor relations App, and on exploring complimentary product offerings and product modifications.

The Board believes the proposed acquisition and change of business post transaction are both very positive and in the interest of Shareholders.

Yours sincerely,

Stuart Foster
Chairman of the Board
SWW Energy Limited

1 INTRODUCTION

This Explanatory Memorandum forms part of the Notice of Meeting and has been prepared for Shareholders in connection with the Meeting to be held at 2pm on 29 May 2015.

This Explanatory Memorandum provides information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions contained in the Notice of Meeting.

The Meeting Materials are all important documents that should be read carefully and in their entirety before Shareholders make a decision on how to vote at the Meeting.

Capitalised terms used in this Explanatory Memorandum are defined either in the Glossary section or where the relevant term is first used.

2 GENERAL INFORMATION

2.1 Current Operations

The Company listed on the Australian Securities Exchange (**ASX**) on 14 December 2005 (ASX: SWW), with the purpose of raising funds to develop its biodiesel fuel production business.

Since that time, the prime focus of the Company has been on biofuel and resources, with its principal activities focusing on developing and acquiring new renewable energy technologies.

While the Company has continued to seek out potential commercialisation and development opportunities with biofuel and other renewable energy sources, the Company and its advisors have also been seeking out and evaluating potential advanced opportunities that may add significant shareholder value.

This evaluation has led the Board to consider the Omni Market Tide platform and, after extensive consideration, culminated in the announcement on 14 August 2014 for the proposed Acquisition.

2.2 Financial statements and reports

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2014 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on the Company's announcements platform on the ASX website at www.asx.com.au.

2.3 Remuneration Report and re-election of Directors

The Remuneration Report has been provided to Shareholders and will be put to vote as an advisory ordinary resolution.

Each of the Directors, Messrs Stuart Foster, Chris Francis and Matthew Foy are submitted for re-election, pursuant to the Constitution.

2.4 Ratification of prior issue of securities

On 26 August 2014, the Company announced that it had completed an issue of Shares by way of placement to institutional and sophisticated investors (**Placement**), comprising of two tranches:

- (a) Tranche 1: 67,205,848 Shares issued pursuant to listing rule 7.1; and
- (b) Tranche 2: 16,127,479 Shares issued pursuant to listing rule 7.1A.

The subscription price for both tranches was \$0.006 per Share.

Resolution 5 seeks to ratify the issue of securities under Tranche 1, and Resolution 6 seeks to ratify the issue of securities under Tranche 2.

2.5 Change to nature and scale of activities

As announced by the Company on 14 August 2014, the Company's acquisition of all the issued share capital in GRT App will involve a significant change to the nature of the Company's main business activity, from an energy company to a company focusing on the provision of stakeholder relations software and related services to listed companies. ASX has exercised its discretion to require the significant change to the nature and scale of the Company's main business activity to be approved by Shareholders under ASX Listing Rule 11.1.2. This approval is sought from Shareholders in Resolution 7.

2.6 Information on the GRT App business

GRT App was founded by corporate law specialists of Brisbane based law firm GRT Lawyers, in conjunction with Payment Network International and accounting firm Moore Stephens Queensland Ltd.

GRT App has developed a smart device app designed to enhance engagement with shareholders for listed and unlisted companies called "Omni Market Tide" (**Omni Market Tide**). Omni Market Tide has been designed to improve the quality of shareholder communication while at the same time streamline shareholder general meeting processes, such as voting, which are becoming increasingly costly and cumbersome. As highlighted in a recent JP Morgan research, participation by shareholders in listed company general meetings has continued to decline. GRT App believes that the Omni Market Tide platform can re-invigorate the general meeting process and improve the connection between companies and its shareholders. GRT App also recognises that companies are looking to improve efficiency and cut costs whilst wanting to increase the quality of the content and delivery of communication to shareholders.

The revolutionary investor relations and voting App will enable shareholders to reconnect with companies as the 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.

More recently, GRT App secured an ASX20 listed company as its lead customer which not only shows demand for Omni Market Tide, but also provides strong recognition for the vision and execution of the management team.

Omni Market Tide focuses on the following functionality:

- (a) allowing companies to:
 - (i) access data analytic tools, such as voting trends, location, app usage trends etc.;
 - (ii) set up and manage their own content management system;
 - (iii) increase shareholder participation in voting by sending push notifications to remind shareholders that resolutions are open and available to vote on;
 - (iv) provide up-to-date information to shareholders firsthand alerting them to news via a "push notification" function, such as annual general meeting voting, media releases;
 - (v) increase interaction with shareholders; and
- (b) allowing shareholders to:

- (i) access and read investor and company information, meeting notices and resolutions;
- (ii) submit direct votes for meeting resolutions, including online voting during the annual general meeting; and
- (iii) view live streams of the annual general meeting.

In addition, the Omni Market Tide platform will continue to be developed over time to implement additional features which will add significant value to the platform. Currently, some of these intended additional features include (such functionality may change in the future):

- (a) annual general meeting polls in lieu of paper ballot (paper forms can still be given to those without a compatible device). This will improve the speed of the process and can allow results to be immediately announced or displayed on screen;
- (b) ability for shareholder to view shareholding data clearly on a smart device;
- (c) engage in virtual real time voting on meeting resolutions; and
- (d) population of annual general meeting notices for companies, allowing a seamless and cost-effective annual general meeting process.

2.7 Background of the current market

The Company believes that there are no directly comparable products in the current market. However, the primary functions provided by the Omni Market Tide platform, being shareholder communications and voting, are normally provided by share registries. Data released by JP Morgan indicates that currently the top two share registries in Australia, being Computershare Limited and Link Market Services Limited, service approximately 95% of the companies in the S&P/ASX 200 index. While traditionally there have been low turnover rates between share registries, the data from JP Morgan also shows the turnover rate has increased markedly over the past 2 years. The Company believes that this is a significant opportunity for an innovative technology like Omni Market Tide to disrupt the existing market.

On completion of the Acquisition, the Company will be competing with share registry providers to provide services to client companies. Clients wanting to use Omni Market Tide are still able to maintain their existing share registry provider for their share registry services, and simply use Omni Market Tide as an additional communication and voting channel. Omni Market Tide will work with the share registry to obtain the client company's shareholder base information to provide a seamless process.

While share registry providers are anticipated to be the primary competitors for the Company, the Omni Market Tide platform is different from existing online voting platforms currently offered by such share registry providers which operate within a browser based environment. These systems only provide a semi-automated voting process, usually through online proxies and do not allow any form of shareholder engagement or interaction. The Omni Market Tide platform will provide, amongst other things, direct voting (including the ability to vote during an AGM) and the ability to communicate and engage with its shareholders through an app. Importantly, such share registry providers' websites also do not have the ability to provide any of the additional functionality offered by Omni Market Tide, such as push notifications and content management system which are also key to the Company's goal of improving shareholder engagement for companies. In comparison with the competitors' products, the Omni Market Tide platform focuses on ease of use and accessibility. For example, Shareholders using Omni Market Tide will have user data automatically populated in the app, without needing to scan QR codes or entering individual information. The convenience of the app allows shareholders to access the information from a convenient location and at a time which suits them.

2.8 Growth strategies

There are significant growth and commercialisation opportunities for the Company following completion of the Acquisition.

The Company will in the first instance target public companies listed on ASX that have a large retail shareholder base. GRT App has recently successfully signed an ASX20 company as its lead customer in the Australian market. On completion of the Acquisition the Company intends to progress its plans to secure a number of other ASX100 companies as clients. The Company will also consider approaching companies of other Australian based stock exchanges, such as the National Stock Exchange of Australia (**NSX**).

With the close integration required between the Omni Market Tide platform and the client company's share registry, the Company may look to expand its service offerings to provide share registry services by building upon the Omni Market Tide platform, or acquiring the technology from another party.

The Company has plans to explore an expansion into the Asia Pacific region, targeting jurisdictions with comparable corporate landscapes to Australia such as Singapore and Hong Kong. To achieve this, the Company may look to partner with share registry providers in foreign jurisdictions.

The Company also intends to explore adapting the Omni Market Tide platform's voting and communication technology features to other sectors. For example, the Company may apply the technology to committee, club and other elections where currently there is no streamlined electronic voting system in place.

2.9 Key management personnel

Megan Boston – Managing Director, to be appointed on completion of the Acquisition

Megan Boston is a Chartered Accountant with nearly 10 years' experience as a non-executive director across a range of industries. Megan has chaired company boards as well as board sub-committees particularly in the area of finance and risk management. Megan has been the Chief Executive Officer of GRT App Pty Ltd since April 2014 and during this time has successfully made substantial changes to Omni Market Tide both operationally and strategically.

The remuneration package for the Managing Director will comprise of both fixed remuneration (cash salary, allowances and superannuation) as well as long term incentives in the form of Performance Shares (as detailed under Resolution 14).

2.10 Key terms of the Acquisition

On 30 November 2014, the Company entered into the Agreement to acquire all of the issued share capital of GRT App for the following consideration:

- (a) 150 million (150,000,000) Post-Consolidation Shares in SWW; and
- (b) 30 million (30,000,000) Class A Performance Shares (which convert into Post-Consolidation Shares subject to the terms and conditions set out in Schedule 2),

based on a minimum acquisition price of \$15,000,000.

The key conditions precedent to completion of the Acquisition include:

- (a) the Company obtaining all regulatory approvals required by ASIC and ASX;
- (b) the Company changing its name to Omni Market Tide Limited;

- (c) the Company completing the Consolidation;
- (d) the Company obtaining all necessary approvals from Shareholders;
- (e) the Company issuing 10,000,000 Class B Performance Shares to Mrs Megan Boston (which convert into Post-Consolidation Shares subject to the terms and conditions set out in Schedule 3);
- (f) the Company providing an offer to Mrs Megan Boston as Managing Director;
- (g) the appointment of three directors nominated by the GRT App Vendors to the Board;
- (h) the Company raising at least \$3,000,000 (in aggregate) under the Capital Raising or any Equity Raising; and
- (i) ASX confirming the re-compliance by the Company with the ASX Listing Rules, particularly Chapters 1 and 2, and allowing the Company to recommence trading.

The Company further agreed to provide GRT App with an interest free loan of A\$500,000 (**Loan**). The Loan was advanced to GRT App in September 2014 and will be convertible into ordinary shares of GRT App (based on a A\$15 million valuation of GRT App) if the Acquisition does not complete by 30 June 2015.

2.11 Board changes

On completion of the Acquisition, it is proposed that Mrs Megan Boston, Mr Ken Pickard, Mr Glenn Vassallo and Mr Ross Blair-Holt will be appointed to the Board. Mrs Megan Boston, current Chief Executive Officer of GRT App, will become Managing Director of the Company from Completion. Mr Stuart Foster will remain on the Board, while two of the existing Directors, Mr Matthew Foy and Mr Christopher Francis, will resign. The Board further intends to appoint an independent chairman to the Board and is currently seeking a suitable candidate.

The Board proposes to appoint the new directors by way of Board resolution in accordance with clause 13.4 of the Constitution. These directors will stand for re-election at the Company's next annual general meeting.

2.12 Re-compliance with Chapters 1 and 2 of ASX Listing Rules

The significant change to the nature and scale of the Company's main business activity arising from the Acquisition will require re-compliance with ASX's admission requirements in chapter 1 and 2 of the ASX Listing Rules.

In accordance with guidelines published by ASX, the Company intends to request a trading halt, under ASX Listing Rule 17.1, to apply from the start of trading on the day of the Meeting. If Shareholders approve the change to the nature and scale of activities of the Company and the related Resolutions, trading in the Company's securities will continue to be suspended until re-compliance with the admission requirements is achieved.

The Company has obtained a waiver from ASX to condition 2 of ASX Listing Rule 2.1, which would otherwise have required that the new Shares to be offered must have a minimum issue price of \$0.20 per Share.

2.13 Consolidation of capital

The Company will undertake a consolidation of its issued capital on the basis of one (1) Share for every twenty (20) Shares held, subject to the Company raising at least \$3,000,000 (in aggregate) under the Capital Raising or any Equity Raising. There will not be any outstanding options, or other convertible securities, issued as at the date of the Meeting that need to be consolidated.

2.14 Change of name

Following completion of the Acquisition, the Company proposes to change its name to Omni Market Tide Limited (proposed ASX code: OMT).

2.15 Indicative Timetable

An indicative timetable for re-compliance with the admission requirements is set out below:

Event	Date
Company announces execution of Agreement	3 December 2014
Despatch of meeting documents	22 April 2015
Lodge Prospectus with ASIC and ASX	20 May 2015
Offer under Prospectus opens	20 May 2015
Suspension of trading in the Company's securities	29 May 2015
Annual General Meeting	29 May 2015
Offer under Prospectus closes	5 June 2015
Entity Announces Completion of Capital Raising and Commencement of Consolidation	9 June 2015
Last day for trading in pre-organised securities	10 June 2015
Trading in the re-organised securities on a deferred settlement basis starts	11 June 2015
Completion of Acquisition	11 June 2015
Last day for entity to register transfers on a pre-reorganisation basis	15 June 2015
First day for entity to send notice to each security holder	16 June 2015
Issue Date - Deferred settlement market ends	22 June 2015
Expected date for re-quotation of the Company's shares on ASX	24 June 2015

This timetable is indicative only and subject to change. The Company reserves the right to vary the above dates, subject to the ASX Listing Rules and the Corporations Act.

2.16 Pro-forma capital structure

The capital structure of the Company following completion of the Acquisition, Consolidation, issue of securities and Capital Raising is set out in the table below:

	Pre-Consolidation Shares	Post-Consolidation Shares	Options	Performance Shares
Issued capital prior to Placement	448,038,992	22,401,950	Not applicable	Not applicable

Issue pursuant to the Placement (Resolutions 5 and 6)	83,333,327	4,166,667	Not applicable	Not applicable
Issue to GRT App Vendors (Resolutions 9 and 12)	Not applicable	150,000,000 ¹	Not applicable	30,000,000
Issue pursuant to Capital Raising (presume \$3 million raise) (Resolution 13)	Not applicable	30,000,000	15,000,000 ²	Not applicable
Issue pursuant to Capital Raising (presume \$5 million raise) (Resolution 13)	Not applicable	50,000,000	25,000,000 ²	Not applicable
Issue of Equity Securities to Megan Boston (Resolution 14)	Not applicable	500,000 ³	Not applicable	10,000,000
Capital structure on Completion (presume \$3 million raise)	Not applicable	207,068,617	15,000,000	40,000,000
Capital structure on Completion (presume \$5 million raise)	Not applicable	227,068,617	25,000,000	40,000,000

Notes:

1. 150,000,000 Post-Consolidation Shares issued on the basis that the Post-Consolidation Shares will be trading at a price of at least \$0.10 per Share or greater on completion of the Acquisition. Refer to section 2.10 for further information.
2. Attaching Options issued as part of the Capital Raising on a post-Consolidation basis.
3. Mrs Boston will be issued up to 500,000 Shares and 10,000,000 Class B Performance Shares in connection with her remuneration, but the actual number may vary.

On completion of the Acquisition, the indicative shareholdings of the Company will be as follows:

	Post-Consolidation Shares (presume \$3 million raise)	Percentage	Post-Consolidation Shares (presume \$5 million raise)	Percentage
Current Shareholders	26,568,616	12.83%	26,568,616	11.70%
GRT App Vendors and Proposed Managing Director	150,500,000	72.68%	150,500,000	66.28%

Investors ¹	30,000,000	14.49%	50,000,000	22.02%
Total	207,068,616	100%	227,068,616	100%

2.17 Pro-forma statement of financial position

Set out in Appendix A is an unaudited pro-forma consolidated statement of financial position of the Company taking into account the Acquisition. The pro-forma statement of financial position illustrates the effect of the Acquisition as if it had occurred on 31 December 2014.

2.18 Advantages of the Acquisition

(a) More certain return to Shareholder value creation

In the current market environment, the Directors believe there is greater likelihood of restoring Shareholder value by progressing the Acquisition than if the Company were simply to remain as is.

(b) Experienced board

The proposed new board of directors following completion of the Acquisition will provide an experienced set of skills to guide the growth of the Company.

(c) Significant growth prospects

Being first to market with no other comparable product on the market, there is significant opportunity for the Company to provide innovate and disruptive solutions to the sector.

The Omni Market Tide platform is highly scalable with potential global application. It also has the potential to be adapted for use in other sectors that require stakeholder engagement and voting, such as body corporate and governmental bodies.

GRT App currently has an executed services contract with a major telecommunications provider (an ASX20 company) and will target a number of ASX20 companies aggressively.

(d) Increased investor interest and market liquidity

Until recently, transactions in the Company's shares on ASX have been sparse. In more recent days this has changed and the Board believes this is mostly related to the 14 August 2014 announcement of the Acquisition. It is not unreasonable to anticipate improved liquidity going forward post-completion of the Acquisition.

(e) No cash payment for an existing growing business

The consideration for the Acquisition will be entirely in the form of Shares.

Subject to the re-quotations of the Shares on ASX, some or all of the Shares to be issued to the GRT App Vendors may be classified by ASX as restricted securities pursuant to the ASX Listing Rules and may be held in escrow for up to 24 months from the date of re-quotations. Accordingly, it is anticipated for all GRT App Vendors to retain an interest in the future of the Company.

2.19 Disadvantages of the Acquisition

(a) Changing the nature and scale of activities

The Company will be changing the nature and scale of activities by focusing on stakeholder relations software and related services, which may not be consistent with the objectives of some Shareholders.

(b) Dilution of existing Shareholders

The proposed issue of Shares to the GRT App Vendors and the Capital Raising will be dilutive on some or all Shareholders. Consequently, the current Shareholders' voting power and influence over the affairs of the Company will be reduced.

(c) Transaction costs

The proposed transaction for the Company to acquire all the existing Shares in GRT App Pty Ltd has required the Company to engage a number of advisors, lawyers and experts to facilitate and report on the transaction. This work includes preparation of these Meeting Materials, and a Prospectus to ensure compliance with ASX Listing Rules and other statutory requirements and approvals. These costs are unavoidable as part of the Transaction.

(d) No guarantee

There is no guarantee with regard to the future success, achievements and/or the financial performance of the Company and the value of the Shares following completion of the Acquisition.

(e) Additional risks

There are many risk factors associated with the proposed change to the nature and scale of the Company's activities following completion of the Acquisition and the ongoing operation of the Company. Based on information available to the Company as at the date of this Notice, the Board has compiled a non-exhaustive list of risk factors. These are set out in Schedule 1.

The Directors believe the advantages of the Acquisition substantially outweigh the disadvantages. Accordingly, the Directors recommend the Acquisition and that Shareholders vote in favour of proposed Resolutions 7 to 17 (inclusive).

2.20 Plans for the Company if the Acquisition is not completed

If, for whatever reason, Resolutions 7 to 17 (inclusive) are not all passed, the Acquisition will not proceed. In this circumstance, the Company will continue with its present activities and the evaluation of potential advanced opportunities that might meet criteria capable of adding significant Shareholder value.

2.21 Forward looking statements

The forward looking statements in this Notice of Meeting and Explanatory Memorandum are based on the Company's current expectations about future events. They are, however, subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and its Directors, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward looking statements in the Notice of Meeting and Explanatory Memorandum. Forward looking statements include those containing words such as: anticipate, estimates, should, will, expects, plans, or similar expressions.

2.22 No other material information

There is no other material information known to the Company's Directors which may reasonably be expected to affect Shareholders' decision making as to whether or not to vote in favour of the Resolutions other than what is set out in these Meeting Materials and has been previously disclosed to Shareholders.

2.23 Directors' recommendation

The Directors consider that the proposed change to the nature and scale of activities of the Company arising from the Acquisition has the potential to add significant Shareholder value for the Company's Shareholders. Accordingly,

the Directors recommend the Acquisition and that Shareholders vote in favour of proposed Resolutions 7 to 17 (inclusive).

All of the Directors, to the extent that they are entitled to vote, intend to vote in favour of all Resolutions.

Resolutions 7 to 17 inclusive are interdependent, meaning that Shareholders must pass all of Resolutions 7 to 17 inclusive for the Acquisition to proceed.

3 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

3.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the director's report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

3.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (Spill Meeting) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting, those persons whose election or re-election as directors of the company is approved will be the directors of the company.

3.3 Previous voting results

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, a Spill Resolution is not relevant for this Annual General Meeting.

3.4 Proxy voting restrictions

Shareholder appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy you must direct your proxy how to vote on this Resolution.

Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

*If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member) you **do not** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you **must mark the acknowledgement on the Proxy Form** to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.*

If you appoint any other person as your proxy, you do not need to direct your proxy and you do not need to mark any acknowledgement on the Proxy Form.

4 RESOLUTIONS 2 TO 4 – RE-ELECTION OF DIRECTORS

Clause 13.2 of the Constitution requires one third of the Directors to retire from office and provided that no Director (except a managing director) shall hold office for a period in excess of 3 years or until the third annual general meeting following appointment, whichever is the longer. Directors retiring are those who have been longest in office. Any such retiring Directors are eligible for re-election.

Mr Stuart Foster will retire in accordance with clause 13.2 of the Constitution and being eligible seeks re-election.

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotate (if any) at that meeting.

Messrs Chris Francis and Matthew Foy will retire in accordance with clause 13.4 of the Constitution and being eligible seek re-election.

5 RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SECURITIES UNDER LISTING RULE 7.1

5.1 General

On 26 August 2014, the Company announced that it had completed the Placement. As part of the Placement, the Company issued 67,205,848 Shares under the Company's 15% placement capacity under ASX Listing Rule 7.1 and 16,127,479 Shares under the Company's 10% additional placement capacity under ASX Listing Rule 7.1A.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 67,205,848 Shares under the Placement.

ASX 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.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the

previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

5.2 Technical information required by ASX Listing Rule 7.5

The following information is provided pursuant to ASX Listing Rule 7.5:

Number of Shares issued	67,205,848 Shares were issued pursuant to Listing Rule 7.1.
Price at which the Shares were issued	The issue price per Share was \$0.006 to raise \$403,235.09.
Terms of the Shares	The Shares issued were all fully paid Ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Names of the persons to whom the Company issued the Shares	The Shares were issued to selected institutional and sophisticated investors. No related party participated in the allotment of Shares.
Intended use of funds raised	The funds raised from the issue have been and will continue to be used to meet the costs associated with the Acquisition and towards general working capital requirements.
Voting exclusion statement	A voting exclusion statement is included in the Notice of Meeting.

5.3 No other material information

There is no other material information known to the Company's Directors which may reasonably be expected to affect Shareholders' decision making as to whether or not to vote in favour of Resolution 5 other than what is set out in these Meeting Materials and has been previously disclosed to Shareholders.

5.4 Directors' recommendation

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 5.

The Directors recommend you vote in favour of Resolution 5.

6 RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SECURITIES UNDER LISTING RULE 7.1A

6.1 General

On 26 August 2014, the Company announced that it had completed the Placement. As part of the Placement, the Company issued 67,205,848 Shares under the Company's 15% placement capacity under ASX Listing Rule 7.1 and 16,127,479 Shares under the Company's 10% additional placement capacity under ASX Listing Rule 7.1A.

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 16,127,479 Shares under the Placement without Shareholder approval under the Company's addition placement capacity under ASX Listing Rule 7.1A, which was approved at the Company's previous annual general meeting held on 30 May 2014.

An eligible entity that has obtained Shareholder approval at its annual general meeting under ASX Listing Rule 7.1A may issue an additional 10% of the number of Shares on issue at the commencement of that 12 month period.

Where an eligible entity has issued securities under ASX Listing Rule 7.1A, those securities issued will not count towards the base number of Shares on which the 15% and 10% placement capacity is based until that issue has been ratified under ASX Listing Rule 7.4 (or 12 months has passed since their issue).

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

By ratifying Resolution 6, the Company will increase the variable upon which the relevant placement capacity is based in relation to Listing Rule 7.1 and therefore increase the number of securities that may be issued without the requirement to obtain Shareholder approval.

6.2 Technical information required by ASX Listing Rule 7.5

The following information is provided pursuant to ASX Listing Rule 7.5:

Number of Shares issued	16,127,479 Shares were issued pursuant to Listing Rule 7.1A.
Price at which the Shares were issued	The issue price per Share was \$0.006 to raise \$96,764.87.
Terms of the Shares	The Shares issued were all fully paid Ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Names of the persons to whom the Company issued the Shares	The Shares were issued to selected institutional and sophisticated investors. No related party participated in the allotment of Shares.
Intended use of funds raised	The funds raised from the issue have been and will continue to be used to meet the costs associated with the Acquisition and towards general working capital requirements.
Voting exclusion statement	A voting exclusion statement is included in the Notice of Meeting.

6.3 No other material information

There is no other material information known to the Company's Directors which may reasonably be expected to affect Shareholders' decision making as to whether or not to vote in favour of Resolution 6 other than what is set out in these Meeting Materials and has been previously disclosed to Shareholders.

6.4 Directors' recommendation

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 6.

The Directors recommend you vote in favour of Resolution 6.

7 RESOLUTION 7 – CHANGE TO NATURE AND SCALE OF ACTIVITIES

7.1 General

Resolution 7 seeks approval from Shareholders for a change to the nature and scale of the activities of the Company as a result of the Acquisition of GRT App.

As outlined in section 2.10 of this Explanatory Memorandum, the Company has entered into the Agreement under which the Company has agreed to acquire all the issued share capital in GRT App.

The Agreement is subject to the conditions set out in section 2.10, including the requirement to obtain Shareholder approval.

A description of the Acquisition is outlined in section 2.10.

7.2 Legal requirements

ASX Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature and scale of its activities, it must provide full details to ASX as soon as practicable. Further, the following rules apply to the entity in relation to the proposed change:

- (a) the entity must provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- (b) if ASX asks, the entity must obtain the approval of holders of its shares and comply with any requirements of ASX in relation to that notice of meeting; and
- (c) if ASX requires, the entity must meet the requirements of Chapters 1 and 2 of the ASX Listing Rules as if the entity were applying for admission to the official list of ASX.

ASX has indicated to the Company that given the significant change in the nature and scale of the Company's activities upon completion of the Acquisition, it requires the Company to:

- (a) obtain Shareholder approval for the Acquisition; and
- (b) re-comply with the admission requirements set out in Chapters 1 and 2 of the ASX Listing Rules.

For this reason, the Company is seeking Shareholder approval under Resolution 7 for the Company to change the nature and scale of its activities under ASX Listing Rule 11.1.2 and pursuant to ASX Listing Rule 11.1.3 in order to re-comply with Chapters 1 and 2 of the ASX Listing Rules.

If Resolution 7 is not passed the Company will not be allowed to change the nature and scale of its activities as proposed in this Explanatory Memorandum and the Acquisition will not proceed.

In accordance with the requirements of ASX, the Company's securities may be suspended from trading on ASX from the date of the Annual General Meeting until such time that the Company re-complies with Chapters 1 and 2 of the ASX Listing Rules. If Shareholders do not approve the Acquisition, the suspension will be lifted after the Company has made an announcement to the market confirming the results of the meeting and that it will not be proceeding with the transaction.

7.3 No other material information

There is no other material information known to the Company's Directors which may reasonably be expected to affect Shareholders' decision making as to whether or not to vote in favour of Resolution 7 other than what is set out in these Meeting Materials and has been previously disclosed to Shareholders.

7.4 Directors' recommendation

Resolution 7 is an ordinary resolution and the passing of it is conditional upon and subject to Resolutions 8 to 17 (inclusive) being approved by Shareholders. Accordingly, if you intend to vote in favour of Resolution 7, you should also vote in favour of Resolutions 8 to 17 (inclusive).

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 7.

The Directors recommend Shareholders vote in favour of Resolution 7.

8 RESOLUTION 8 – CONSOLIDATION OF CAPITAL

8.1 General

Resolution 8 seeks approval from Shareholders to consolidate the number of Shares on issue on a 1 for 20 basis (1 Share for every 20 Shares held), subject to the Company raising at least \$3,000,000 (in aggregate) under the Capital Raising or any Equity Raising. The Consolidation is required to ensure that the Company's capital structure is appropriate for it to be able to re-comply with the admission requirements of ASX.

The Company has set the consolidation ratio so that the Capital Raising may be conducted at an issue price of A\$0.10 per Share. The Company has obtained a waiver from ASX to condition 2 of ASX Listing Rule 2.1, which would otherwise have required that the new Shares to be offered must have a minimum issue price of \$0.20 per Share.

If Resolution 8 is passed and the Consolidation is implemented and excluding any Shares issued pursuant to Resolutions 9, 13 and 14, the number of Shares on issue will be reduced from 531,372,319 to 26,568,616, subject to rounding. However, if the Company is unable to raise at least \$3,000,000 (in aggregate) under the Capital Raising or any Equity Raising, the Consolidation will not take place and the Acquisition will not proceed.

8.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

8.3 Treatment of fractions

The Consolidation may result in a Shareholder receiving a fraction of a Share. Where the Consolidation results in a Shareholder being entitled to a fraction of a Share, the fraction will be rounded up to the nearest whole number of Shares.

If the Company reasonably believes a Shareholder has attempted to obtain an advantage from this treatment of fractions, the Company will take appropriate action, having regard to the Constitution. In particular, the Company reserves the right to disregard the rounding up of any fraction of Shares to the nearest whole number of Shares.

8.4 Tax implications for Shareholders

Subject only to rounding, there will be no change to the proportionate interests held by each Shareholder as a result of the Consolidation, which will convert twenty (20) Shares into one (1) Share in the Company. No capital gains tax event will occur as a result of the Consolidation and thus it is not likely that any taxation implications will arise for Shareholders.

The summary in this section is general in nature. In addition, particular taxation implications will depend upon the circumstances of each Shareholder. Accordingly, Shareholders are encouraged to seek and rely only on their own professional advice in relation to their tax position. Neither the Company nor any of its officers, employees or advisors assumes any liability or responsibility for advising Shareholders about the tax consequences for them from the proposed Consolidation.

8.5 Holding statements

From the date of the Consolidation, all holding statements for Shares will cease to have any effect except as evidence of entitlement to a certain number of Post-Consolidation Shares.

After the Consolidation is effected, the Company will arrange for new holding statements for Shares to be issued to holders of those Shares. It is the responsibility of each Shareholder to check that the number of Shares is correct.

8.6 Effect on capital structure

If the proposed Consolidation is approved by Shareholders and the Company is able to raise \$3,000,000 (in aggregate) under the Capital Raising or any Equity Raising, the number of Shares on issue will be reduced from 531,372,319 Shares to approximately 26,568,616 Shares. Shareholders should note that the Consolidation, if implemented, will also have an effect on the price per Share.

The Consolidation will have no material effect on the percentage interest of each individual Shareholder in the Company as the Consolidation applies equally to all of the Company's Shareholders. This means that individual Shareholdings will be reduced in the same ratio as the total number of the Company's Shares (subject only to the rounding of fractions). For example, if the Share consolidation is approved and implemented, a Shareholder currently holding 5,313,724 Shares, representing approximately 1.0% of the Company's issued Share capital, will have approximately 265,687 Shares following the consolidation, still representing the same approximately 1.0% of the Company's issued capital.

Correspondingly, if the Consolidation is approved and implemented, the collective value of each Shareholder's holding should not materially change (other than minor rounding changes) as a result of the Consolidation, assuming no other market impacts occur. However, the price per Share can be expected to increase to reflect the reduced number of Shares on issue.

The effect that the Consolidation will have on the Company's capital structure is as follows:

	Pre-Consolidation Shares	Post-Consolidation Shares	Options	Performance Shares
Issued capital as at date of Meeting	531,372,319	26,568,616	Not applicable	Not applicable
Issue to GRT App Vendors (Resolutions 9 and 12)	Not applicable	150,000,000 ¹	Not applicable	30,000,000
Issue pursuant to Capital Raising (presume \$3 million raise) (Resolution 13)	Not applicable	30,000,000	15,000,000 ²	Not applicable
Issue pursuant to Capital Raising (presume \$5 million raise) (Resolution 13)	Not applicable	50,000,000	25,000,000 ²	Not applicable
Issue of Equity Securities to Megan Boston (Resolution 14)	Not applicable	500,000 ³	Not applicable	10,000,000
Capital structure on Completion (presume \$3 million raise)	Not applicable	207,068,617	15,000,000	40,000,000

Capital structure on Completion (presume \$5 million raise)	Not applicable	227,068,617	25,000,000	40,000,000
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Notes:

1. 150,000,000 Post-Consolidation Shares issued on the basis that the Post-Consolidation Shares will be at a share price of at least \$0.10 per Share or greater on completion of the Acquisition. Refer to section 2.10 for further information.
2. Attaching Options issued as part of the Capital Raising on a post-Consolidation basis.
3. Mrs Boston will be issued up to 500,000 Shares and 10,000,000 Class B Performance Shares in connection with her remuneration, but the actual number may vary.

8.7 Indicative timetable

If Resolution 8 is passed, the Consolidation will take effect only if the Company raises at least \$3,000,000 (in aggregate) under the Capital Raising or any Equity Raising. The Company will comply with the timeframes required under the ASX Listing Rules and the Corporations Act in relation to the Consolidation. Below is an indicative timetable for the Consolidation to occur:

Event	Date
Company announces execution of Agreement	3 December 2014
Despatch of meeting documents	22 April 2015
Lodge Prospectus with ASIC and ASX	20 May 2015
Offer under Prospectus opens	20 May 2015
Suspension of trading in the Company's securities	29 May 2015
Annual General Meeting	29 May 2015
Offer under Prospectus closes	5 June 2015
Entity Announces Completion of Capital Raising and Commencement of Consolidation	9 June 2015
Last day for trading in pre-organised securities	10 June 2015
Trading in the re-organised securities on a deferred settlement basis starts	11 June 2015
Completion of Acquisition	11 June 2015
Last day for entity to register transfers on a pre-reorganisation basis	15 June 2015
First day for entity to send notice to each security holder	16 June 2015
Issue Date - Deferred settlement market ends	22 June 2015
Expected date for re-quotations of the Company's shares on ASX	24 June 2015

This timetable is indicative only and subject to change. The Company reserves the right to vary the above dates, subject to the ASX Listing Rules and the Corporations Act.

8.8 No other material information

There is no other material information known to the Company's Directors which may reasonably be expected to affect Shareholders' decision making as to whether or not to vote in favour of Resolution 8 other than what is set out in these Meeting Materials and has been previously disclosed to Shareholders.

8.9 Directors' recommendation

Resolution 8 is an ordinary resolution and the passing of it is conditional upon and subject to Resolution 7 and Resolutions 9 to 17 (inclusive) being approved by Shareholders. Accordingly, if you intend to vote in favour of Resolution 8, you should also vote in favour of Resolution 3 and Resolutions 5 to 12 (inclusive).

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 8.

The Directors recommend Shareholders vote in favour of Resolution 8.

9 RESOLUTION 9 – ISSUE OF ORDINARY SHARES TO THE GRT APP VENDORS

9.1 General

As outlined in section 2.10 of this Explanatory Memorandum, the Company has agreed to acquire GRT App from the GRT App Vendors.

None of the GRT App Vendors are related parties of the Company other than by reason of the Acquisition. Accordingly, whilst certain of the GRT App Vendors are related parties by virtue of the fact that they or their controller may be appointed as a Director of the Company upon completion of the Acquisition, Shareholder approval is not required under the Corporations Act or the ASX Listing Rules for the issue of Shares to those persons as they are only related parties by virtue of the Acquisition and dealings with those parties by the Company have been on arm's length terms.

The total consideration to be paid to the GRT App Vendors for 100% of the issued share capital of GRT App will include:

- (a) 150 million (150,000,000) Post-Consolidation Shares in SWW; and
- (b) 30 million (30,000,000) Class A Performance Shares (which convert into Post-Consolidation Shares subject to the terms and conditions set out in Schedule 2),

based on a minimum acquisition price of \$15,000,000.

ASX Listing Rule 7.1 provides that a company must not without the approval of Shareholders, subject to specified exceptions, issue or agree to issue during any 12 month period, any equity securities or other securities with rights to conversion to equity, such as an option, if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The effect of Resolution 9 will be to allow the Directors to issue the Post-Consolidation Shares during the period of 3 months after the Annual General Meeting (or a longer period, if allowed by ASX) without using the Company's annual 15% placement capacity.

9.2 Technical information required by ASX Listing Rule 7.3

The following information is provided in relation to the Shares pursuant to and in accordance with ASX Listing Rule 7.3:

Maximum number of securities to be issued by the Company	150,000,000 Post-Consolidation Shares.
Date by which the Company will issue the securities	<p>ASX Listing Rule 7.3.2 requires the Shares to be issued no later than three (3) months after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of ASX Listing Rules). It is intended that the issue will occur on completion of the Acquisition, which currently is the date immediately prior to the date that the Company's Shares resume trading on ASX.</p> <p>The Company may apply to ASX for a waiver of ASX Listing Rule 7.3.2 to permit it to issue the Shares on completion of the Acquisition. There is no guarantee that ASX will grant the waiver. However, if ASX grants the waiver, the Company will advise the market accordingly.</p>
Issue price of the securities	<p>The Shares will be issued for nil cash consideration but rather as consideration for the acquisition of 100% of the issued capital of GRT App.</p> <p>Accordingly, no funds will be raised from the issue of the Shares.</p>
Names of the persons to whom the Company will issue the securities	The Shares will be issued to the GRT App Vendors in accordance with their respective interests.
Terms of the securities	The Shares issued will be fully paid Ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Voting exclusion statement	A voting exclusion statement is included in the Notice of Meeting.

9.3 Restricted securities

Subject to the re-quotations of the Shares on ASX, some or all of the Shares to be issued to the GRT App Vendors may be classified by ASX as restricted securities pursuant to the ASX Listing Rules and may be held in escrow for up to 24 months from the date of re-quotations. During the period in which these Shares are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of their Shares in a timely manner.

9.4 Substantial Shareholders

Following completion of the Acquisition, it is anticipated that the following parties will become substantial Shareholders of the Company with the following approximate holdings:

Name	Number of Shares at the date of this Notice of Meeting	Number of Shares if all Resolutions are approved (post-Consolidation)	% holding if all Resolutions are approved (presume \$3M Capital Raising)	% holding if all Resolutions are approved (presume \$5M Capital Raising)
IP Payovation Pty Ltd	0	39,238,050	18.9%	17.28%
MSQ Nominees Pty Ltd (as trustee)	0	39,190,500	18.93%	17.26%
Glize Investments Pty Ltd (as trustee)	0	25,238,100	12.19%	11.11%
SJM Pty Ltd (as trustee)	0	25,238,100	12.19%	11.11%
Bolt Investments Pty Ltd (as trustee)	0	11,238,150	5.43%	4.95%
Bicarb Pty Ltd (as trustee)	0	9,857,100	4.76%	4.34%

9.5 No other material information

There is no other material information known to the Company's Directors which may reasonably be expected to affect Shareholders' decision making as to whether or not to vote in favour of Resolution 9 other than what is set out in these Meeting Materials and has been previously disclosed to Shareholders.

9.6 Directors' recommendation

Resolution 9 is an ordinary resolution and the passing of it is conditional upon and subject to Resolutions 7 and 8 and Resolutions 10 to 17 (inclusive) being approved by Shareholders. Accordingly, if you intend to vote in favour of Resolution 9, you should also vote in favour of Resolutions 7 and 8 and Resolutions 10 to 17 (inclusive).

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 9.

The Directors recommend Shareholders vote in favour of Resolution 9.

10 RESOLUTION 10 – APPROVAL OF NEW CLASS OF SECURITIES (CLASS A PERFORMANCE SHARES)

10.1 General

As described in section 2.10 of this Explanatory Memorandum, the Acquisition consideration includes the issue of 30,000,000 Class A Performance Shares to the GRT App Vendors which is considered under Resolution 12.

The purpose of Resolution 10 is to seek approval from Shareholders to create a new class of securities, being the Class A Performance Shares, having different rights to the existing fully paid Ordinary Shares. The Class A Performance Shares will have the rights set out in Schedule 2 and convert into Ordinary Shares upon achievement of the specified performance hurdles identified in Schedule 2.

10.2 Section 246C(5) of the Corporations Act

Section 246C(5) of the Corporations Act provides that if a company with one class of shares issues new shares, the issue is taken to vary the rights attached to the shares already on issue if the rights attaching to the new shares are not the same as the rights attached to shares already issued and those rights are not provided for in the company's constitution or a notice, document or resolution that is lodged with ASIC.

Further, section 246B of the Corporations Act and clause 2.4 of the Constitution provide that the rights attached to shares in a class of shares may be varied only by special resolution of the Company and either:

- (a) by special resolution passed at a meeting of the members holding shares in the class; or
- (b) with the written consent of members with at least 75% of the votes in the class.

Full terms of the Class A Performance Shares are set out in Schedule 2 to this Notice.

10.3 No other material information

There is no other material information known to the Company's Directors which may reasonably be expected to affect Shareholders' decision making as to whether or not to vote in favour of Resolution 10 other than what is set out in these Meeting Materials and has been previously disclosed to Shareholders.

10.4 Directors' recommendation

Resolution 10 is a special resolution and requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The passing of Resolution 10 is conditional upon and subject to Resolutions 7 to 9 (inclusive) and Resolutions 11 to 17 (inclusive) being approved by Shareholders. Accordingly, if you intend to vote in favour of Resolution 10, you should also vote in favour of Resolutions 8 to 10 (inclusive) and Resolutions 11 to 17 (inclusive).

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 10.

The Directors recommend Shareholders vote in favour of Resolution 10.

11 RESOLUTION 11 – APPROVAL OF NEW CLASS OF SECURITIES (CLASS B PERFORMANCE SHARES)

11.1 General

As described in section 2.10 of this Explanatory Memorandum, the Company intends to issue 10,000,000 Class B Performance Shares to Megan Boston which is considered under Resolution 14.

The purpose of Resolution 11 is to seek approval from Shareholders to create a new class of securities, being the Class B Performance Shares, having different rights to the existing fully paid Ordinary Shares. The Class B Performance Shares will have the rights set out in Schedule 3 and convert into Ordinary Shares upon achievement of the specified performance hurdles identified in Schedule 3.

11.2 Section 246C(5) of the Corporations Act

Section 246C(5) of the Corporations Act provides that if a company with one class of shares issues new shares, the issue is taken to vary the rights attached to the shares already on issue if the rights attaching to the new shares are

not the same as the rights attached to shares already issued and those rights are not provided for in the company's constitution or a notice, document or resolution that is lodged with ASIC.

Further, section 246B of the Corporations Act and clause 2.4 of the Constitution provide that the rights attached to shares in a class of shares may be varied only by special resolution of the Company and either:

- (c) by special resolution passed at a meeting of the members holding shares in the class; or
- (d) with the written consent of members with at least 75% of the votes in the class.

Full terms of the Class B Performance Shares are set out in Schedule 3 to this Notice.

11.3 No other material information

There is no other material information known to the Company's Directors which may reasonably be expected to affect Shareholders' decision making as to whether or not to vote in favour of Resolution 12 other than what is set out in these Meeting Materials and has been previously disclosed to Shareholders.

11.4 Directors' recommendation

Resolution 11 is a special resolution and requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The passing of Resolution 11 is conditional upon and subject to Resolutions 7 to 10 (inclusive) and Resolutions 12 to 17 (inclusive) being approved by Shareholders. Accordingly, if you intend to vote in favour of Resolution 11, you should also vote in favour of Resolutions 7 to 10 (inclusive) and Resolutions 12 to 17 (inclusive).

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 11.

The Directors recommend Shareholders vote in favour of Resolution 11.

12 RESOLUTION 12 – ISSUE OF CLASS A PERFORMANCE SHARES TO GRT APP VENDORS

12.1 General

Resolution 12 seeks approval by Shareholders under ASX Listing Rule 7.1 for the issue of 30,000,000 Class A Performance Shares to the GRT App Vendors as part of the consideration for the Acquisition as outlined elsewhere in these Meeting Materials.

12.2 Legal requirements

ASX Listing Rule 7.1 sets out the basic prohibition on an entity issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of its ordinary securities. An issue in excess of the 15% limit can be made with the approval of holders of ordinary securities. For the purposes of Listing Rule 7.1, the Class A Performance Shares are considered as equity securities.

ASX Listing Rule 7.2 exception 4 provides that the issue of equity securities upon the conversion of convertible securities will be treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1 so long as the entity complied with the ASX Listing Rules when issuing the convertible securities. As the Class A Performance Shares are convertible into Shares, they are convertible securities for the purposes of the ASX Listing Rules. Accordingly, if Resolution 12 is approved by Shareholders and any of the Class A Performance Shares issued

to the GRT App Vendors are subsequently converted into Shares upon the achievement of a relevant conversion event, the Shares issued will not be counted in the Company's 15% limit under ASX Listing Rule 7.1.

If Resolution 12 is passed it will permit the Directors to issue the Class A Performance Shares no later than 3 months after the date of the Annual General Meeting (or such longer period as allowed by ASX) without impacting on the Company's 15% placement limit under ASX Listing Rule 7.1.

12.3 Technical information required by ASX Listing Rule 7.3

The following additional information is provided pursuant to the requirements of ASX Listing Rule 7.3:

Maximum number of securities to be issued by the Company	30,000,000 Class A Performance Shares
Date by which the Company will issue the securities	<p>ASX Listing Rule 7.3.2 requires the Class A Performance Shares to be issued no later than three (3) months after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules). It is intended that the issue will occur on completion of the Acquisition, which currently is the date immediately prior to the date that the Company's Shares resume trading on ASX.</p> <p>The Company will apply to ASX for a waiver of ASX Listing Rule 7.3.2 to permit it to issue the Class A Performance Shares on completion of the Acquisition. There is no guarantee that ASX will grant the waiver. However, if ASX grants the waiver, the Company will advise the market accordingly.</p>
Issue price of the securities	<p>The Class A Performance Shares will be issued for nil cash consideration but rather as part consideration for the acquisition of 100% of the issued capital of GRT App.</p> <p>Accordingly, no funds will be raised from the issue of the Class A Performance Shares.</p>
Names of the persons to whom the Company will issue the securities	The Class A Performance Shares will be issued to the GRT App Vendors in accordance with their respective interests.
Terms of the securities	The terms and conditions of the Class A Performance Shares are set out in Schedule 2.
Voting exclusion statement	A voting exclusion statement is included in the Notice of Meeting.

12.4 Restricted securities

Subject to the re-quotations of the Shares on ASX, some or all of the Class A Performance Shares to be issued to the GRT App Vendors may be classified by ASX as restricted securities pursuant to the ASX Listing Rules and may be held in escrow for up to 24 months from the date of re-quotations. During the period in which these Class A Performance Shares are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of their Shares in a timely manner.

12.5 No other material information

There is no other material information known to the Company's Directors which may reasonably be expected to affect Shareholders' decision making as to whether or not to vote in favour of Resolution 12 other than what is set out in these Meeting Materials and has been previously disclosed to Shareholders.

12.6 Directors' recommendation

Resolution 12 is an ordinary resolution and the passing of it is conditional upon and subject to Resolutions 7 to 11 (inclusive) and Resolutions 13 to 17 (inclusive) being approved by Shareholders. Accordingly, if you intend to vote in favour of Resolution 12, you should also vote in favour of Resolutions 7 to 11 (inclusive) and Resolutions 13 to 17 (inclusive).

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 12.

The Directors recommend Shareholders vote in favour of Resolution 12.

13 RESOLUTION 13 – CAPITAL RAISING

13.1 General

The Company proposes to undertake a capital raising by way of issue of Post-Consolidation Shares at \$0.10 per Share, with 1 Attaching Option for every 2 Shares subscribed (**Capital Raising**). The Attaching Options will be listed on the ASX and be tradable. The Company intends to raise between \$3,000,000 and up to \$5,000,000 through the Capital Raising.

Resolution 13 seeks approval by Shareholders under ASX Listing Rule 7.1 for the issue of up to 50,000,000 Post-Consolidation Shares at an issue price of \$0.10 per Share to raise up to \$5,000,000, along with the issue of up to 25,000,000 Attaching Options.

The Company is undertaking the Capital Raising in conjunction with the Acquisition using a prospectus (**Prospectus**) to satisfy ASX Listing Rule 1.1 condition 3 and re-comply with ASX's admission requirements.

The Company may at its discretion undertake any Equity Raising (in accordance with the ASX Listing Rules and Corporations Act) in conjunction with the Capital Raising. It is a condition precedent under the Acquisition that the Company must raise at least \$3,000,000 (in aggregate) under the Capital Raising or any Equity Raising. If the Company is unable to raise this amount then the Acquisition will not complete.

The Company intends to use the funds raised to:

- (a) underpin the Company's existing growth rates over the next 1-2 years; and
- (b) accelerate the growth of the Company by funding additional sales and marketing activities.

13.2 Legal requirements

ASX Listing Rule 7.1 provides that a company must not without the approval of shareholders, subject to specified exceptions, issue or agree to issue during any 12 month period, any equity securities or other securities with rights to conversion to equity, such as an option, if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The Company intends to issue the Prospectus in May 2015.

If Resolution 13 is passed it will permit the Directors to complete the Capital Raising no later than 3 months after the date of the Annual General Meeting (or such longer period as allowed by ASX) without impacting on the Company's 15% placement limit under ASX Listing Rule 7.1.

ASX Listing Rule 7.2 exception 4 provides that the issue of equity securities upon the conversion of convertible securities will be treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1 so long as the entity complied with the ASX Listing Rules when issuing the convertible securities. Accordingly, if Resolution 13 is approved by Shareholders and any of the Attaching Options are subsequently exercised, the Shares issued will not be counted in the Company's 15% limit under ASX Listing Rule 7.1.

13.3 Technical information required by ASX Listing Rule 7.3

The following additional information is provided pursuant to the requirements of ASX Listing Rule 7.3:

Maximum number of securities to be issued by the Company	50,000,000 post-Consolidation Shares and 25,000,000 Attaching Options.
Date by which the Company will issue the securities	The Shares will be issued no later than three (3) months after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of ASX Listing Rules).
Issue price of the securities	\$0.10 per Share. Attaching Options are issued for nil consideration on the basis of 1 Attaching Option for every 2 Shares subscribed for.
Names of the persons to whom the Company will issue the securities	The Shares will be issued to successful applicants under the Prospectus.
Terms of the securities	The Shares issued will be fully paid Ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. Attaching Options have the rights set out in Schedule 4.
Use of funds raised	The funds raised under the Prospectus are intended to be used for the following purposes: <ul style="list-style-type: none"> • to underpin the Company's existing growth rates over the next 1-2 years; and • to accelerate the growth of the Company by funding additional sales and marketing activities.
Voting exclusion statement	A voting exclusion statement is included in the Notice of Meeting.

13.4 No other material information

There is no other material information known to the Company's Directors which may reasonably be expected to affect Shareholders' decision making as to whether or not to vote in favour of Resolution 13 other than what is set out in these Meeting Materials and has been previously disclosed to Shareholders.

13.5 Directors' recommendation

Resolution 13 is an ordinary resolution and the passing of it is conditional upon and subject to Resolutions 7 to 12 (inclusive) and Resolutions 14 to 17 (inclusive) being approved by Shareholders. Accordingly, if you intend to vote

in favour of Resolution 13, you should also vote in favour of Resolutions 7 to 12 (inclusive) and Resolutions 14 to 17 (inclusive).

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 13.

The Directors recommend Shareholders vote in favour of Resolution 13.

14 RESOLUTION 14 – ISSUE OF EQUITY SECURITIES TO MEGAN BOSTON

14.1 General

The Board intends to appoint Mrs Megan Boston as Managing Director of the Company on completion of the Acquisition. Mrs Boston is currently the Chief Executive Officer of GRT App and as such the Board believes she will be qualified to manage the business of the Company following completion of the Acquisition.

To assist the Company to conserve cash and to align the interests of Mrs Boston with the Company, the Board intends to pay Mrs Boston's remuneration by way of a base salary plus a one-off issue of up to 500,000 Post-Consolidation Shares and 10,000,000 Class B Performance Shares. This is in line with the reasoning behind issuing Class A Performance Shares to the GRT App Vendors, being to ensure that each of the key vendor parties remain vested in the ongoing interests of the Company.

14.2 Legal requirements

Resolution 14 seeks approval from the Shareholders for the purposes of ASX Listing Rule 10.11 for the issue of up to 500,000 Post-Consolidation Shares and up to 10,000,000 Class B Performance Shares to Mrs Megan Boston.

ASX Listing Rule 10.11 prohibits the Company from issuing equity securities to a related party of the Company, such as a Director, without the Company obtaining Shareholder approval, unless an exception applies. None of the exceptions to ASX Listing Rule 10.11 apply in respect of Resolution 14.

ASX Listing Rule 7.1 sets out the basic prohibition on an entity issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of its ordinary securities. An issue in excess of the 15% limit can be made with the approval of holders of ordinary securities.

ASX Listing Rule 7.2 exception 14 provides that the issue of equity securities for which Shareholder approval has been obtained under ASX Listing Rule 10.11 will be treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1 so long as the notice of meeting discloses this fact. This means that if Shareholder approval is obtained for the issue of Post-Consolidation Shares and Class B Performance Shares under ASX Listing Rule 10.11, it is not separately required under ASX Listing Rule 7.1. Accordingly, if Resolution 15 is approved by Shareholders, the issue of Post-Consolidation Shares and Class B Performance Shares to the Directors will not be counted in the Company's 15% limit under ASX Listing Rule 7.1.

ASX Listing Rule 7.2 exception 4 provides that the issue of equity securities upon the conversion of convertible securities will be treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1 so long as the entity complied with the ASX Listing Rules when issuing the convertible securities. Accordingly, if Resolution 14 is approved by Shareholders and any of the Class B Performance Shares issued to Mrs Boston are subsequently converted into Shares upon the achievement of a relevant conversion event, the Shares issued will not be counted in the Company's 15% limit under ASX Listing Rule 7.1.

Resolution 14 seeks approval by Shareholders under ASX Listing Rule 10.11 for the issue of up to 500,000 Post-Consolidation Shares and 10,000,000 Class B Performance Shares to Mrs Megan Boston.

14.3 Technical information required by ASX Listing Rule 10.13

For approvals under ASX Listing Rule 10.11, ASX Listing Rule 10.13 requires the Company to disclose certain information to Shareholders.

Name of person to be issued the securities	Megan Boston
Maximum number of securities to be issued by the Company	500,000 Post-Consolidation Shares 10,000,000 Class B Performance Shares
Date by which the Company will issue the securities	ASX Listing Rule 10.13.3 requires the Post-Consolidation Shares and Class B Performance Shares to be issued no later than one (1) month after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of ASX Listing Rules). The Company will apply to ASX for a waiver of Listing Rule 10.13.3 to permit it to issue the Post Consolidation Shares and Class B Performance Shares on completion of the Acquisition. There is no guarantee that ASX will grant the waiver. However, if ASX grants the waiver, the Company will advise the market accordingly.
Issue price of the securities	The Post-Consolidation Shares and Class B Performance Shares are being issued for nil consideration as part of Mrs Boston's remuneration. The Company will therefore not raise any capital from this issue.
Terms of the securities	The Post-Consolidation Shares issued will be fully paid Ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The terms and conditions of the Class B Performance Shares are set out in Schedule 3.
Voting exclusion statement	A voting exclusion statement is included in the Notice of Meeting.

14.4 Restricted securities

Subject to the re-quotation of the Shares on ASX, some or all of the Post-Consolidation Shares and Class B Performances Shares to be issued to Megan Boston may be classified by ASX as restricted securities pursuant to the ASX Listing Rules and may be held in escrow for up to 24 months from the date of re-quotation. During the period in which these Class B Performance Shares are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of their Shares in a timely manner.

14.5 No other material information

There is no other material information known to the Company's Directors which may reasonably be expected to affect Shareholders' decision making as to whether or not to vote in favour of Resolution 14 other than what is set out in these Meeting Materials and has been previously disclosed to Shareholders.

14.6 Directors' recommendation

The passing of Resolution 14 is conditional upon and subject to Resolutions 7 to 13 (inclusive) and Resolutions 15 to 17 (inclusive) being approved by Shareholders. Accordingly, if you intend to vote in favour of Resolution 15, you should also vote in favour of Resolutions 7 to 13 (inclusive) and Resolutions 15 to 17 (inclusive).

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 14.

The Directors recommend Shareholders vote in favour of Resolution 14.

15 RESOLUTION 15 – CHANGE OF NAME

15.1 General

In accordance with section 157(1)(a) of the Corporations Act, the Company submits to Shareholders for consideration and adoption by way of a special resolution for the name of the Company to be changed to Omni Market Tide Limited. The Company also seeks approval under section 136(2) of the Corporations Act to amend the Company's Constitution to reflect the change of name.

The Board believes that the change of name is necessary to better reflect the business of the Company on completion of the Acquisition. If Resolution 15 is approved, the change in name will only take effect upon the Acquisition being successfully completed and when ASIC alters the details of the Company's registration.

Resolution 15 is a special resolution and, therefore, requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board will also request that ASX change the Company's listing code from "SWW" to "OMT" following completion of the Acquisition and the resumption of trading of the Shares on ASX. The listing code "OMT" has been reserved by the Company.

15.2 No other material information

There is no other material information known to the Company's Directors which may reasonably be expected to affect Shareholders' decision making as to whether or not to vote in favour of Resolution 15 other than what is set out in these Meeting Materials and has been previously disclosed to Shareholders.

15.3 Directors' recommendation

Resolution 15 is a special resolution and requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The passing of Resolution 15 is conditional upon and subject to Resolutions 7 to 14 (inclusive) and Resolution 16 and Resolution 17 being approved by Shareholders. Accordingly, if you intend to vote in favour of Resolution 15, you should also vote in favour of Resolutions 7 to 14 (inclusive) and Resolution 16 and Resolution 17 (inclusive).

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 15.

The Directors recommend Shareholders vote in favour of Resolution 15.

16 RESOLUTION 16 – INCREASE TO AGGREGATE FEE POOL FOR NON-EXECUTIVE DIRECTORS

16.1 General

ASX Listing Rule 10.17 and clause 13.7 of the Constitution requires the maximum amount of non-executive Directors' remuneration to be determined by shareholders in general meeting.

The current maximum aggregate remuneration of the non-executive Directors is \$150,000 per annum, that fee cap having been set by clause 13.8 of the current Constitution adopted in 2011. Clause 13.8 states that this amount may be varied by ordinary resolution of the Shareholders. Shareholder approval is sought to increase the maximum total amount available for payment by way of remuneration to non-executive Directors by \$100,000 to \$250,000 per annum.

The reason for the proposed increase is due to the Company's change in business activities, which will require a number of new directors to be appointed so that the Board will have the necessary expertise and experience to guide the Company in its new business activities after the completion of the Acquisition. The initial fee cap was set in 2011 when the Company had recently been under administration and therefore does not accurately reflect the needs of the Company following the completion of the Acquisition.

The Board believes that the current cap does not provide the Board with strategic flexibility to make the necessary Board appointments. The Board intends to pay fees to non-executive Directors which are in line with market benchmarks.

16.2 No other material information

There is no other material information known to the Company's Directors which may reasonably be expected to affect Shareholders' decision making as to whether or not to vote in favour of Resolution 16 other than what is set out in these Meeting Materials and has been previously disclosed to Shareholders.

16.3 Directors' recommendation

The passing of Resolution 16 is conditional upon and subject to Resolutions 7 to 15 (inclusive) and Resolution 17 being approved by Shareholders. Accordingly, if you intend to vote in favour of Resolution 16, you should also vote in favour of Resolutions 7 to 15 (inclusive) and Resolution 17.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 16.

As each Director has an interest in this matter, the Board does not believe it is appropriate to make a recommendation to the Shareholders in relation to voting on this Resolution 16.

17 RESOLUTION 17 – ISSUE OF SECURITIES TO DIRECTORS AND PROPOSED DIRECTORS

17.1 General

The Directors and Proposed Directors of the Company wish to be able to participate in the Capital Raising in order to maximise the Company's ability to raise at least \$3,000,000 (being a condition for the Acquisition to complete).

Specifically, the Directors and Proposed Directors may, between them, may subscribe for up to a total of 10,000,000 Post-Consolidation Shares and 5,000,000 Attaching Options to raise up to \$1,000,000 on the terms of the Capital Raising that will be made publicly available, provided that none of the Directors or Proposed Directors will hold a relevant interest in the Company of more than 20% as a result of the subscription.

Whether or not the Directors or Proposed Directors subscribe for Shares will be at their discretion. If Resolution 17 is approved by Shareholders, the Directors or Proposed Directors may decide to subscribe for only some of the Shares, or to not subscribe at all.

For avoidance of doubt, the 10,000,000 Post-Consolidation Shares and 5,000,000 Attaching Options proposed to be issued under Resolution 17 are part of, and not in addition to, the Capital Raising (being the subject of Resolution 13). That is, the Company will not issue more than 50,000,000 Post-Consolidation Shares and 25,000,000 (in aggregate) Attaching Options under Resolutions 13 and 17.

Subject to the re-quotations of the Shares on ASX, some or all of the Shares and Attaching Options may be classified by ASX as restricted securities pursuant to the ASX Listing Rules and may be held in escrow for up to 24 months from the date of re-quotations.

If Resolution 17 is not passed, the Directors and Proposed Directors will be unable to participate in the Capital Raising.

17.2 Legal requirements

Resolution 17 seeks approval from the Shareholders for the purposes of ASX Listing Rule 10.11 for the issue of up to 10,000,000 Post-Consolidation Shares and 5,000,000 Attaching Options.

ASX Listing Rule 10.11 prohibits the Company from issuing equity securities to a related party of the Company, such as a Director, without the Company obtaining Shareholder approval, unless an exception applies. None of the exceptions to ASX Listing Rule 10.11 apply in respect of Resolution 17.

ASX Listing Rule 7.1 sets out the basic prohibition on an entity issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of its ordinary securities. ASX Listing Rule 7.2 exception 14 provides that the issue of equity securities for which Shareholder approval has been obtained under ASX Listing Rule 10.11 will be treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1 so long as the notice of meeting discloses this fact. This means that if Shareholder approval is obtained for the issue of Shares under ASX Listing Rule 10.11, it is not separately required under ASX Listing Rule 7.1. Accordingly, if Resolution 17 is approved by Shareholders, the issue of Shares and Attaching Options to the Directors or Proposed Directors will not be counted in the Company's 15% limit under ASX Listing Rule 7.1.

ASX Listing Rule 7.2 exception 4 provides that the issue of equity securities upon the conversion of convertible securities will be treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1 so long as the entity complied with the ASX Listing Rules when issuing the convertible securities. Accordingly, if Resolution 17 is approved by Shareholders and any of the Attaching Options issued to Directors or Proposed Directors are subsequently converted into Shares, the Shares issued will not be counted in the Company's 15% limit under ASX Listing Rule 7.1.

17.3 Technical information required by ASX Listing Rule 10.13

For approvals under ASX Listing Rule 10.11, ASX Listing Rule 10.13 requires the Company to disclose certain information to Shareholders.

Name of person to be issued the securities	All or any of: (a) Alan Stuart Foster; (b) Christopher James Francis; (c) Matthew Foy; (d) Glenn Raymond Vassallo; (e) Ross James Blair-Holt;
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	<p>(f) Kenneth Ross Pickard; and</p> <p>(g) Megan Joan Boston,</p> <p>or an associate entity of any of the above persons.</p>
Maximum number of securities to be issued by the Company	<p>The maximum number of securities issued will be (in aggregate):</p> <p>(a) 10,000,000 Post-Consolidation Shares; and</p> <p>(b) 5,000,000 Attaching Options,</p> <p>provided that none of the persons will hold a relevant interest of more than 20% in the Company as a result of the subscription.</p>
Date by which the Company will issue the securities	<p>ASX Listing Rule 10.13.3 requires securities to be issued no later than one (1) month after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of ASX Listing Rules).</p> <p>The Company will apply to ASX for a waiver of Listing Rule 10.13.3 to permit it to issue the Shares and Attaching Options by no later than 3 months after the date of the Meeting. There is no guarantee that ASX will grant the waiver. However, if ASX grants the waiver, the Company will advise the market accordingly.</p>
Relationship of entity	<p>The Post-Consolidation Shares and Attaching Options may be issued to:</p> <p>(a) Alan Stuart Foster, or an entity which is a related entity or otherwise associated with him;</p> <p>(b) Christopher James Francis, or an entity which is a related entity or otherwise associated with him;</p> <p>(c) Matthew Foy, or an entity which is a related entity or otherwise associated with him;</p> <p>(d) Glenn Raymond Vassallo, or an entity which is a related entity or otherwise associated with him;</p> <p>(e) Ross James Blair-Holt, or an entity which is a related entity or otherwise associated with him;</p> <p>(f) Kenneth Ross Pickard, or an entity which is a related entity or otherwise associated with him; and</p> <p>(g) Megan Joan Boston, or an entity which is a related entity or otherwise associated with her.</p>
Issue price of the securities	<p>\$0.10 per Share.</p> <p>Attaching Options are issued for nil consideration on the basis of 1 Attaching Option for every 2 Shares subscribed for.</p>
Terms of the securities	<p>The Shares issued will be fully paid Ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.</p> <p>Attaching Options have the rights set out in Schedule 4.</p>
Use of funds	<p>The funds will be raised under the Prospectus and are intended to be used for the following purposes:</p>

	<ul style="list-style-type: none"> • to underpin the Company’s existing growth rates over the next 1-2 years; and • to accelerate the growth of the Company by funding additional sales and marketing activities.
Voting exclusion statement	A voting exclusion statement is included in the Notice of Meeting.

17.4 No other material information

There is no other material information known to the Company’s Directors which may reasonably be expected to affect Shareholders’ decision making as to whether or not to vote in favour of Resolution 18 other than what is set out in these Meeting Materials and has been previously disclosed to Shareholders.

17.5 Directors’ recommendation

The passing of Resolution 17 is conditional upon and subject to Resolutions 7 to 16 (inclusive) being approved by Shareholders. Accordingly, if you intend to vote in favour of Resolution 14, you should also vote in favour of Resolutions 7 to 16 (inclusive).

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 17.

As each Director has an interest in this matter, the Board does not believe it is appropriate to make a recommendation to the Shareholders in relation to voting on this Resolution 17.

18 RESOLUTION 18 – DIRECT VOTING

18.1 General

Currently, Shareholders are entitled to vote on resolutions considered at a meeting of Shareholders either by attending in person or by appointing a proxy to attend and vote on their behalf. Resolution 18 proposes to amend the Constitution under section 136(2) of the Corporations Act to allow Shareholders to vote using alternative methods including electronic and postal direct voting. The proposed new clause 12.25 is set out in Schedule 5.

The Board will have the discretion to determine whether or not to allow direct voting and if so the methods and procedures for casting direct votes.

Resolution 18 is a special resolution and, therefore, requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

18.2 No other material information

There is no other material information known to the Company’s Directors which may reasonably be expected to affect Shareholders’ decision making as to whether or not to vote in favour of Resolution 18 other than what is set out in these Meeting Materials and has been previously disclosed to Shareholders.

18.3 Directors’ recommendation

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 18.

The Directors recommend Shareholders vote in favour of Resolution 18.

19.1 General

ASX Listing Rule 7.1A provides that an eligible entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

The Company is an eligible entity. If Shareholders approval Resolution 19, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formulate prescribed in ASX Listing Rule 7.1A.2 (as set out in section 5.2 below).

The effect of Resolution 19 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and within using the Company's 15% placement capacity granted under Listing Rule 7.1.

Resolution 19 is a special resolution and requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

19.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an eligible entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the eligible entity's 15% annual placement capacity.

An eligible entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$1,792,156.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of Equity Securities on issue, being the Shares (ASX Code: SWW).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
 - (a) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (b) plus the number of partly paid Shares that became fully paid in the previous 12 months;

(c) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of Shares under the entity's 15% placement capacity without shareholder approval;

D is 10%; and

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary shares under ASX Listing Rule 7.1 or 7.4.

19.3 Technical information required by ASX Listing Rule 7.3A

The following information is provided pursuant to ASX Listing Rule 7.3A:

Minimum price at which the Shares were issued

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 5 ASX trading days of the date in section (a), the date on which the Equity Securities are issued.

Date of issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (a) 12 months after the date of this Meeting; and
- (b) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid).

Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 19 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.002 (50% decrease in current issue price)	\$0.004 (Current issue price)	\$0.006 (50% increase in current issue price)
531,372,319 (Current)	Shares issued	53,137,231 Shares	53,137,231 Shares	53,137,231 Shares
	Funds Raised	\$106,274	\$212,548	\$318,823
797,058,478 (50% increase)*	Shares issued	79,705,847 Shares	79,705,847 Shares	79,705,847 Shares
	Funds Raised	\$159,411	\$318,823	\$478,235
1,062,744,638 (100% increase)*	Shares issued	106,274,463 Shares	106,274,463 Shares	106,274,463 Shares
	Funds Raised	\$212,548	\$425,097	\$637,646

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 531,372,319 Shares on issue.
2. The issue price set out above is the closing price of the Shares on the ASX on 24 March 2015.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1 or 7.1A.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. There are currently no options issued by the Company.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

Purpose of issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (a) as cash consideration in which case the Company intends to use funds raised for ongoing evaluation of new investment opportunities and general working capital; or
- (b) as non-cash consideration for services or acquisitions, in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

Allocation policy

The Company’s allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (c) the effect of the issue of the Equity Securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

Details of previous approval under Listing Rule 7.1A

The Company previously obtained approval under Listing Rule 7.1A at the last annual general meeting.

During the 12 months preceding the date of this Meeting, the total number of Equity Securities issued is 83,333,327, representing 3.59% of the total number of Equity Securities on issue as at the commencement of the 12 month period.

Details of each issue of Equity Securities are included below:

Class of Equity Securities Issued	Ordinary Shares
Terms of the Shares	The Shares issued were all fully paid Ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company’s existing Shares.
Number of Shares issued	83,333,327

Price at which the Shares were issued	The issue price per Share was \$0.006 to raise \$500,000 in cash. The issue price represents a discount of 25.0% to the market price of \$0.008 prior to the date of issue.
Names of the persons to whom the Company issued the Shares	The Shares were issued to selected institutional and sophisticated investors.
Use of funds	The funds raised from the issue have been used to meet the costs associated with the Acquisition and towards general working capital requirements.

Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (a) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (b) the information required by Listing Rule 3.10.5A for release to the market.

No other material information

There is no other material information known to the Company's Directors which may reasonably be expected to affect Shareholders' decision making as to whether or not to vote in favour of Resolution 19 other than what is set out in these Meeting Materials and has been previously disclosed to Shareholders.

Directors' recommendation

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 19.

The Directors recommend you vote in favour of Resolution 19.

20 ENQUIRIES

Shareholders are requested to contact the Company Secretary, Mr Matthew Foy on (+61 8) 9486 4036 if they have any queries in respect of the matters set out in these Meeting Materials. If you do not understand these Meeting Materials or are unsure about how to vote in respect of a resolution, you should seek professional advice from your lawyer, accountant or other professional adviser.

GLOSSARY SECTION

In the Explanatory Memorandum:

10% Placement Capacity	has the meaning given in section 19.1 of the Explanatory Memorandum.
Acquisition	means the acquisition by the Company of all shares in GRT App Pty Ltd as set out in section 2.10.
Agreement	means the share sale and purchase agreement dated 30 November 2014 and amended by deed of variation dated 3 December 2014.
ASX	means the Australian Securities Exchange, operated by ASX Limited ACN 008 624 691.
ASX Listing Rules	the official rules of the ASX.
Attaching Options	free attaching options in the capital of the Company having the rights set out in Schedule 4, issued to subscribers under the Capital Raising on the basis of 1 free attaching option for every 2 Shares subscribed for.
Board	means the board of Directors of the Company.
Capital Raising	has the meaning given in section 13.1.
Chair or Chairman	means the chairman of the Meeting.
Closely Related Party	of a member of the Key Management Personnel means: <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of the member's spouse;(c) a dependent of the member or the member's spouse;(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;(e) a company the member controls; or(f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth) for the purposes of the definition of 'closely related party' in the <i>Corporations Act</i>.
Company or SWW	means SWW Energy Limited ACN 096 687 839;
Consolidation	means the consolidation of Shares in the Company on a 20 to 1 basis.
Constitution	means the constitution of SWW Energy Limited.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Equity Raising	means a capital raising by the Company by way of issue of Shares.
Equity Securities	includes a Share or an option, a convertible security and any security that ASX decides to classify as an equity security.

Explanatory Memorandum	means this explanatory memorandum that accompanies and forms part of the Notice of Meeting.
GRT App	means GRT App Pty Ltd ACN 155 477 848.
GRT App Vendors	mean: <ul style="list-style-type: none"> (a) Glize Investments Pty Ltd (ACN 140 203 229) as trustee for Vass Trust #2; (b) SJMJ Pty Ltd (ACN 152 765 190) as trustee for SJMJ Family Trust; (c) IP Payovation Pty Ltd (ACN 138 115 045); (d) MSQ Nominees Pty Ltd (ACN 160 812 699) as trustee for MSQ Investment Trust No.1; (e) Bolt Investments Pty Ltd (ACN 006 371 937) as trustee for the Ross Blair-Holt Family Trust; and (f) Bicarb Pty Ltd (ACN 126 633 261) as trustee for Shareholder Engagement App Trust.
Omni Market Tide	means the stakeholder engagement and investor relations platform developed and owned by GRT App.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is party of a consolidated entity, of an entity within the consolidated group.
Meeting or Annual General Meeting	means the annual general meeting of the Company to be convened by the Notice of Meeting (unless the context otherwise requires).
Meeting Materials or Notice of Meeting	means this Notice of Meeting, Explanatory Memorandum, Annexures, Schedules and Proxy Form.
Ordinary Share or Share	means fully paid ordinary shares in the Company.
Class A Performance Share	means a Class A performance share issued in the capital of SWW on the terms set out in Schedule 2.
Class B Performance Share	means a Class B performance share issued in the capital of SWW on the terms set out in Schedule 3.
Pre-Consolidation Shares	Shares prior to the Consolidation.
Proposed Directors	mean Glenn Vassallo, Ross Blair-Holt, Megan Boston and Ken Pickard.
Post-Consolidation Shares	Shares after the Consolidation.
Prospectus	has the meaning given in section 13.1.
Placement	means the placement of 83,333,327 Shares described in section 2.2.
Proxy Form	means the proxy form accompanying the Notice of Meeting.

Remuneration Report	the remuneration report set out in the Directors' report section of the Company's annual financial report for the year ended 31 December 2014.
Resolution	means each resolution set out in the Notice of Meeting, or any one of them, as the context requires.
Settlement Date	means the date on which the Acquisition is completed under the Agreement.
Shares	ordinary shares of the Company.
Shareholder	means a holder of one or more Shares.

SCHEDULE 1 – RISK FACTORS

The below list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by Shareholders should the Acquisition be completed.

The below factors, and others not specifically referred to below, may in the future materially affect the financial performance of the Company and the value of the Company's securities.

The Company cannot guarantee its future earnings and cannot provide a guaranteed level of return to Shareholders. Therefore, the Shares carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Shareholders should be aware that if Resolutions 3 to 12 (inclusive) are approved, the Company will be changing the nature and scale of its activities, which is subject to various risk factors. Based on the information available, a non-exhaustive list of risk factors are as follows:

Risks relating to the Change in nature and scale of activities

Re-Quotation of Shares on ASX

The ASX has determined that that Acquisition constitutes a significant change in the nature and scale of the Company's activities and that the Company needs to re-comply with Chapters 1 and 2 of the ASX Listing Rules and provide disclosures as if it were seeking admission to the official list of the ASX.

There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotation of its Shares on the ASX. Should this occur, then the Acquisition will not be completed and the Shares may not be able to be traded on the ASX until such time as ASX, at its discretion, determines.

Risks relating to the Acquisition and the Company

The Acquisition may not complete or may be delayed

The Acquisition is subject to certain conditions precedent (refer to Section 2.10) being met, which include the Company receiving certain approvals from Shareholders (i.e. approval of Resolutions 3 to 12 (inclusive)) and ASX. Any delay in obtaining these approvals may delay completion of the Acquisition. Pursuant to the Agreement, if these approvals are not obtained on or before 30 June 2015, then the Acquisition may not complete at all.

Limited operating history

GRT App has a limited operating history and the potential of its business model is unproven. No assurances can be given that the GRT App will achieve commercial viability through the successful implementation of its business plans. Accordingly, there is no guarantee that the proposed marketing and pricing strategies will be successful to achieve a sizeable take up rate by users of its products and/or market share.

In addition, there is the risk that the Omni Market Tide platform may not function as intended, including with respect to its stated scalability and coping with increasing numbers of users or client numbers. This may lead to the Company's reputation suffering amongst users and customers as well as potential claims for redress.

Risks relating to the Company's industry and business following completion of the Acquisition

Competition

The Company is and will be competing against a number of significant companies for clients and revenue. While the Company is of the opinion that there are limited competitors to Omni Market Tide in the market currently, there is a risk the Company may not be able to continue to compete in the competitive industry in which it

operates. The potential exists for the nature and extent of the competition to change rapidly, which may cause loss to the Company.

In addition, the emergence of new competitors in the market, or technological developments providing an alternative to the Company's products and services could adversely impact the Company's market share and cause downward price pressure on the Company's margins and revenue. Existing and new providers of investor services may respond aggressively to the Company's products and services and seek to regain market share and revenue, which could also impact adversely the Company's margins and revenue

Reliance on key staff

The business of GRT App relies significantly on the contribution of certain key employees and management personnel. The departure of the Chief Executive Officer and/or management personnel could impact the ability of the Company to perform.

Availability of IT staff

The business of GRT App is reliant upon employees with specialist IT skills in order to develop and maintain its products and services. Any shortage of availability of these skills in the IT employment market could impair the development of the GRT App's products and business and the rate of such development. Such shortage could also cause wage inflation, which may impact on the Company's profitability.

Reliance on third party IT service provision

GRT App's business utilises equipment, software and services provided by third parties to deliver its platform. Significant or extended disruption of this platform caused by supplied equipment, software or service failure may reduce the Company's ability to generate revenue, impact consumer service levels and damage the Company's brand. This could adversely affect the Company's ability to attract and retain clients, generate new business and cause it to suffer financial loss. Any mitigation of this loss via redress from third party suppliers may not be immediately available, if at all.

Reliance on core information technology and other systems

The availability of GRT App's platform is dependent upon the performance, reliability and availability of its IT and communication systems. This includes its core technologies such as computer servers and back-end processing systems. These systems may be adversely affected by a number of factors including major events such as acts of terrorism or war, a breakdown in utilities such as electricity and fibre optic cabling and even pandemics. Events of that nature may cause one or more of those core technologies to become unavailable.

There are also internal and external factors that may adversely affect those systems and technologies such as natural disasters, misuse by employees or contractors or other technical issues. The Company's disaster recovery plans may not adequately address every potential event and its insurance policies may not cover loss or damage suffered as a result of a system failure.

Any damage to, or failure of, the Company's key systems can result in disruptions in the Company's ability to operate its platform. Such disruptions have the potential to reduce the Company's ability to generate revenue, attract and/or retain clients, impact service levels and damage the Company's brand. This could adversely affect the Company's ability to generate new business and cause it to suffer financial loss.

Security breaches

A malicious attack on the Company's systems, processes or people from external or internal sources could put the integrity and privacy of customers' data and business systems used to run the platform at risk. The impact of loss or leakage of customer or business data could include costs for rebates, potential service disruption, litigation and brand damage resulting in reduced or falling revenues. The Company will ensure best practice in relation to

security policies, procedures, automated and manual protections, encryption systems and staff screening to minimise this risk.

Shortage of funding

The funds raised under the Capital Raising will be used to accelerate the Company's business, marketing and growth plans. However, if the Company incurs unexpected costs or is unable to generate sufficient operating income further funding may be required. Any additional funding through Share issues is dependent upon market conditions at the time. Debt financing may not be available to support the scope and extent of proposed developments. If available, it may impose restrictions on operating activities or anticipated expansion of the Company's operations.

Protection of intellectual property

GRT App's intellectual property includes its software development, knowledge base of business operations, including user, industry and market behaviours, customer records and the experience of its management team and workforce. GRT App maintains strict security and monitoring its software code and customer records, including protection and restriction on physical access. GRT App encourages employee retention and through the use of competitive long-term employment contracts, confidentiality, noncompetition and invention agreements.

GRT App does not have any patents in place to protect its core intellectual property. Accordingly, the Company cannot be certain that the unauthorised use or access of intellectual property relevant to GRT App's business will not be undertaken by third parties to the detriment of the Company, its operations and business. In addition, there can be no guarantee that unauthorised use or copying of GRT App's software, data, specialised technology or algorithms will be prevented. Any unauthorised use, access or copying of GRT App's intellectual property could impact adversely on the Company's margins and revenue.

Legal and regulatory risks

GRT App's activities are subject to applicable local laws, regulations and to the relevant conditions applying in each jurisdiction in which it operates or intends to operate. Failure to comply with these conditions may cause the Company to suffer significant damage through loss of opportunity and/or the imposition of penalties and fines.

Changes in government and/or statutory changes in jurisdictions in which the Company operates, or intends to operate, may affect the Company's business and its operations. Any of these factors may, in the future, adversely affect the financial performance of the Company and the market price of its Shares.

The Omni Market Tide platform operates within a complex corporate regulatory regime and some of the functionality within the platform available to clients may be novel and have not been offered by other competitors previously. While the Company will undertake all reasonable precautions to ensure that the product complies with all relevant laws, certain regulatory authorities or judicial bodies may have a different view. Certain groups or shareholders of clients may also seek to challenge the validity of votes cast using the platform. This could negatively impact upon the Company's business reputation and revenue, as well as lead to sunk legal costs regardless of the merits of such claims.

General Risks

Share market

There are general risks associated with any investment and the share market. The price of the Company's securities on the ASX may rise and fall depending on a range of factors beyond the Company's control and which are unrelated to the Company's financial performance.

These factors may include movements on international stock markets, interest rates and exchange rates, together with domestic and international economic conditions, inflation rates, investor perceptions, changes in

government policy, commodity supply and demand, government taxation and royalties, war, global hostilities and acts of terrorism. There is no assurance that the price of the Shares will increase following completion of the Acquisition and the Company's re-quotations on ASX, even if the Company's revenues and/or earnings increase.

Government policies and legislation

The Company's businesses and performance are affected generally by the fiscal or other policies (including taxation) that are adopted by government both in Australia and in the other jurisdictions in which the Company operates. Any change in regulation or policy may adversely affect the performance or financial position of the Company, either on a short-term or long-term basis. The Company may also be adversely affected by the pace or extent of such change.

General economic conditions

The Company's business is affected by general economic conditions. A deterioration in economic conditions could lead to reductions in personal and business spending and other potential revenues which could be expected to have a corresponding adverse impact on the Company's operating and financial performance.

Market risk and interest rate volatility

From time to time, the Company may borrow money and accordingly will be subject to interest rates which may be fixed or floating. A change in interest rates would be expected to result in a change in the interest cost to the Company and, hence, may affect its financial performance.

Liquidity risk

There is no guarantee that there will be an ongoing liquid market for the Company's securities. Accordingly, there is a risk that, should the market for the Company's securities become illiquid, Shareholders will be unable to realise their investment in the Company.

Risk of Shareholder dilution

In the future, the Company may elect to issue Shares to engage in fundraisings and also to fund, or raise proceeds, for acquisitions the Company may decide to make. While the Company will be subject to the constraints of the Listing Rules regarding the percentage of its capital it is able to issue within a 12 month period (other than where exceptions apply), Shareholders may be diluted as a result of such issues of Shares and fundraisings.

Litigation

Litigation brought by third parties including but not limited to customers, partners, suppliers, business partners or employees could negatively impact the business, particularly in the case where the impact of such litigation is greater than or outside the scope of the Company's insurance.

Investment speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of the Company and the value of the Company's securities.

SCHEDULE 2 – TERMS AND CONDITIONS OF ISSUE OF CLASS A PERFORMANCE SHARES

1. Definitions

Words with a capitalised letter in these Terms have the meaning given below, or otherwise as set out in the Notice of Meeting and Explanatory Memorandum:

ASX Listing Rules	the official rules of the Australian Securities Exchange.
Audited Revenue	the audited revenue of SWW as disclosed under the Company's annual financial reports filed with the Australian Securities and Investments Commission.
Constitution	the constitution of SWW.
Conversion Event	<ul style="list-style-type: none">the achievement of any of the Class A Performance Hurdles set out in clause 4(a); orthe happening of any of the event/s set out in clause 4(e).
Deal	means to sell, transfer, assign, novate, vary, mortgage, encumber, create any equitable interest, share any rights, or otherwise deal with any right, title or interest, or agreement to do any of these actions.
Directors	the directors of SWW, as appointed pursuant to the Constitution from time to time.
Omni Market Tide Product	means a stakeholder engagement platform owned and operated by GRT App.
Holder	a holder of Class A Performance Shares.
Class A Performance Hurdles	the performance hurdles set out in clause 4(a).
Terms	means these terms of issue which apply to the Class A Performance Shares.

2. Interpretation

Grammatical variations of any words or phrases defined in clause 1 have a corresponding meaning.

3. Class A Performance Shares

- The Class A Performance Shares are issued with the rights and on the terms set out in these Terms.
- These Terms have been determined by the Directors in accordance with clause 2.2 of the Constitution.
- These Terms prevail to the extent of any inconsistency with the Constitution.
- Once a Conversion Event occurs in respect of the Class A Performance Shares, that number of Class A Performance Shares that are subject to the Conversion Event will no longer be governed by these Terms, but will be converted to one fully paid ordinary share in the capital of SWW (**Share**) and their terms will be varied so that they are subject to the same rights and terms as all other fully paid Shares.

4. Conversion

(a) Subject to paragraph 4(b) below:

- (i) 7,500,000 Class A Performance Shares will convert into 7,500,000 Shares if the Audited Revenue of GRT App during any financial year is equal to or greater than \$3,000,000;
- (ii) 7,500,000 Class A Performance Shares will convert into 7,500,000 Shares if the Audited Revenue of GRT App during any financial year is equal to or greater than \$4,000,000;
- (iii) 7,500,000 Class A Performance Shares will convert into 7,500,000 Shares if the Audited Revenue of GRT App during any financial year is equal to or greater than \$6,000,000; and
- (iv) 7,500,000 Class A Performance Shares will convert into 7,500,000 Shares if the Audited Revenue of GRT App during any financial year is equal to or greater than \$8,000,000.

(b) On the occurrence of a Conversion Event, the allocation of Shares issued will be on a pro rata basis to all Holders.

(c) Class A Performance Hurdles must be met by the follow date (**Expiry Date**):

- (i) for the Class A Performance Hurdles identified under clauses 4(a)(i), 4(a)(ii) and 4(a)(iii), on or before 31 December 2018; and
- (ii) for the Class A Performance Hurdle identified under clause 4(a)(iv), on or before 5 years after the issue date of the Class A Performance Shares.

(d) If any Class A Performance Hurdle is not met by its respective Expiry Date, the Class A Performance Shares held by each Holder connected to that Class A Performance Hurdle will automatically consolidate into one Class A Performance Share and will then convert into one Share for each Holder.

(e) All Class A Performance Shares on issue shall automatically convert into Shares on a one for one basis up to a maximum number that is equal to 10% of SWW's issued Share capital (as at the date of any of the following events) upon the happening of any of the following events:

- (i) the occurrence of the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of more than 50.1% of Shares and that takeover bid has become unconditional; or
- (ii) the announcement by SWW that Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all SWW securities are to be either:
 - (A) cancelled; or
 - (B) transferred to a third party; and
 - (C) the Court, by order, approves the proposed scheme of arrangement.

(f) SWW will ensure the allocation of Shares issued under paragraph 4(e) is on a pro rata basis to all Holders in respect of their respective holdings of Class A Performance Shares and all remaining Class A Performance Shares held by each Holder will automatically consolidate into one Class A Performance Share and will then convert into one Share.

5. Voting rights

Each Holder shall have the right to receive notice of and attend but not to vote at any meeting of Shareholders.

6. Dividends

The Class A Performance Shares shall not have any right to receive dividends (whether cash or non-cash) from the profits of SWW at any time.

7. Dealings

A Holder must not Deal with the Class A Performance Shares.

8. Access to documents and information

A Holder has the right to receive notices of general meetings and financial reports and accounts of SWW that are circulated to Shareholders of SWW, and a right to attend a meeting of Shareholders of SWW.

9. Other terms and conditions

- (a) A Holder will not be entitled to a return on capital, whether in a winding up, upon reduction of capital or otherwise.
- (b) A Holder will not be entitled to participate in the surplus profit or assets of SWW upon a winding up.
- (c) There are no participating rights or entitlements inherent in the Class A Performance Shares and Holders will not be entitled to participate in new issues (such as bonus issues) or pro-rata issues of capital to SWW'S Shareholders.
- (d) SWW will issue each Holder with a new holding statement for a Share issued upon conversion of a Class A Performance Share as soon as practicable following the conversion of a Class A Performance Share.
- (e) The Class A Performance Shares will be unquoted.
- (f) All Shares issued upon conversion will rank equally in all respects with SWW's then issued fully paid Ordinary Shares. SWW must, within the time period required by the ASX Listing Rules apply to the ASX for quotation of the Shares on ASX.
- (g) A Class A Performance Share does not give the Holder any other rights other than those expressly provided by these terms and those provided at law where such rights cannot be excluded.
- (h) The terms of the Class A Performance Shares may be amended as necessary by the Directors of SWW in order to comply with the ASX Listing Rules or any directions of the ASX regarding the terms.

SCHEDULE 3 – TERMS AND CONDITIONS OF ISSUE OF CLASS B PERFORMANCE SHARES

1. Definitions

Words with a capitalised letter in these Terms have the meaning given below, or otherwise as set out in the Notice of Meeting and Explanatory Memorandum:

ASX Listing Rules	the official rules of the Australian Securities Exchange.
Constitution	the constitution of SWW.
Conversion Event	<ul style="list-style-type: none">the achievement of any of the Class B Performance Hurdles set out in clause 4(a); orthe happening of any of the event/s set out in clause 4(d).
Deal	means to sell, transfer, assign, novate, vary, mortgage, encumber, create any equitable interest, share any rights, or otherwise deal with any right, title or interest, or agreement to do any of these actions.
Directors	the directors of SWW, as appointed pursuant to the Constitution from time to time.
Omni Market Tide Product	means a stakeholder engagement platform owned and operated by GRT App.
Holder	a holder of Class B Performance Shares.
Class B Performance Hurdles	the performance hurdles set out in clause 4(a).
Terms	means these terms of issue which apply to the Class B Performance Shares.

2. Interpretation

Grammatical variations of any words or phrases defined in clause 1 have a corresponding meaning.

3. Class B Performance Shares

- The Class B Performance Shares are issued with the rights and on the terms set out in these Terms.
- These Terms have been determined by the Directors in accordance with clause 2.2 of the Constitution.
- These Terms prevail to the extent of any inconsistency with the Constitution.
- Once a Conversion Event occurs in respect of the Class B Performance Shares, that number of Class B Performance Shares that are subject to the Conversion Event will no longer be governed by these Terms, but will be converted to one fully paid ordinary share in the capital of SWW (**Share**) and their terms will be varied so that they are subject to the same rights and terms as all other fully paid Shares.

4. Conversion

- Subject to paragraph 4(b) below:

- (i) 2,500,000 Class B Performance Shares will convert into 2,500,000 Shares upon the volume weighted average price of the Shares on the ASX reaching \$0.20 or above for at least 20 trading days over any 30 trading day period;
 - (ii) 2,500,000 Class B Performance Shares will convert into 2,500,000 Shares upon the volume weighted average price of the Shares on the ASX reaching \$0.30 or above for at least 20 trading days over any 30 trading day period;
 - (iii) 2,500,000 Class B Performance Shares will convert into 2,500,000 Shares upon the volume weighted average price of the Shares on the ASX reaching \$0.40 or above for at least 20 trading days over any 30 trading day period; and
 - (iv) 2,500,000 Class B Performance Shares will convert into 2,500,000 Shares upon the volume weighted average price of the Shares on the ASX reaching \$0.50 or above for at least 20 trading days over any 30 trading day period.
- (b) On the occurrence of a Conversion Event, the allocation of Shares issued will be on a pro rata basis to all Holders.
- (c) All Class B Performance Hurdles must be met on or before 31 December 2018. If any Class B Performance Hurdles are not met on or before 31 December 2018, all Class B Performance Shares held by each Holder will automatically consolidate into one Class B Performance Share and will then automatically convert into one Share for each Holder.
- (d) All Class B Performance Shares on issue shall automatically convert into Shares on a one for one basis up to a maximum number that is equal to 10% of SWW's issued Share capital (as at the date of any of the following events) upon the happening of any of the following events:
- (i) the occurrence of the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of more than 50.1% of Shares and that takeover bid has become unconditional; or
 - (ii) the announcement by SWW that Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all SWW securities are to be either:
 - (A) cancelled; or
 - (B) transferred to a third party; and
 - (C) the Court, by order, approves the proposed scheme of arrangement.
- (e) SWW will ensure the allocation of Shares issued under paragraph 4(d) is on a pro rata basis to all Holders in respect of their respective holdings of Class B Performance Shares and all remaining Class B Performance Shares held by each Holder will automatically consolidate into one Class B Performance Share and will then convert into one Share.

5. Voting rights

Each Holder shall have the right to receive notice of and attend but not to vote at any meeting of Shareholders.

6. Dividends

The Class B Performance Shares shall not have any right to receive dividends (whether cash or non-cash) from the profits of SWW at any time.

7. Dealings

A Holder must not Deal with the Class B Performance Shares.

8. Access to documents and information

A Holder has the right to receive notices of general meetings and financial reports and accounts of SWW that are circulated to Shareholders of SWW, and a right to attend a meeting of Shareholders of SWW.

9. Other terms and conditions

- (a) A Holder will not be entitled to a return on capital, whether in a winding up, upon reduction of capital or otherwise.
- (b) A Holder will not be entitled to participate in the surplus profit or assets of SWW upon a winding up.
- (c) There are no participating rights or entitlements inherent in the Class B Performance Shares and Holders will not be entitled to participate in new issues (such as bonus issues) or pro-rata issues of capital to SWW'S Shareholders.
- (d) SWW will issue each Holder with a new holding statement for a Share issued upon conversion of a Class B Performance Share as soon as practicable following the conversion of a Class B Performance Share.
- (e) The Class B Performance Shares will be unquoted.
- (f) All Shares issued upon conversion will rank equally in all respects with SWW's then issued fully paid Ordinary Shares. SWW must, within the time period required by the ASX Listing Rules apply to the ASX for quotation of the Shares on ASX.
- (g) A Class B Performance Share does not give the Holder any other rights other than those expressly provided by these terms and those provided at law where such rights cannot be excluded.
- (h) The terms of the Class B Performance Shares may be amended as necessary by the Directors of SWW in order to comply with the ASX Listing Rules or any directions of the ASX regarding the terms.

SCHEDULE 4 – TERMS AND CONDITIONS OF ISSUE OF ATTACHING OPTIONS

The terms and conditions attaching to the Attaching Options are set out below:

- (a) Each Attaching Option (**Option**) entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company (**Share**) at an exercise price of \$0.10 (**Exercise Price**).
- (b) The Options are exercisable at any time on or before 5.00pm Eastern Standard Time on 31 December 2018 (**Expiry Date**). Options may only be exercised in multiples of 5,000. Any Options not exercised by the Expiry Date shall lapse.
- (c) Options may not be exercised if the effect of such exercise and subsequent allotment of the Shares would be to create a holding of less than a marketable parcel of Shares, unless the allottee is already a Shareholder at the time of exercise.
- (d) Exercise of the Option is affected by completing a notice of exercise of option and delivering it to the registered office of the Company together with payment of \$0.10 per Option exercised.
- (e) The Options will be listed on the ASX and are freely transferable prior to the Expiry Date subject to restrictions under the Listing Rules and Corporations Act.
- (f) All Shares issued upon exercise of the Options and payment of the Exercise Price will rank equally in all respects with the Company's then existing Shares. The Company will apply for quotation by ASX of all Shares issued upon exercise of the Options within the time period required by ASX.
- (g) There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new entitlement issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (h) In the event of any reconstruction, including a consolidation, subdivision, reduction or return of the issued capital of the Company prior to the Expiry Date, the number of Options which each holder is entitled or the Exercise Price of the Options or both will be reconstructed as appropriate in a manner which is in accordance with the Listing Rules and will not result in any benefits being conferred on Option holders which are not conferred on Shareholders, subject to such provision with respect to the rounding of entitlements as may be sanctioned by the meeting of Shareholders approving the reconstruction of capital but in all other respects the terms of exercise of the Options will remain unchanged. The rights of an Option holder may be changed to comply with the Listing rules applying to a reorganisation of capital at the time of the reconstruction.
- (i) Shares allotted and issued pursuant to the exercise of an Option will be allotted and issued not more than 14 days after the receipt of a proper notice and payment of the exercise price in respect of the Options exercised.

SCHEDULE 5 – DIRECT VOTING CLAUSE

12.25 Direct voting

Despite anything to the contrary in this constitution, the Directors may decide that, at any general meeting or class meeting, a Shareholder who is entitled to attend and vote on a resolution at that meeting is entitled to vote by direct vote in respect of that resolution. A **'direct vote'** includes a vote delivered to the Company by post, fax or other electronic means approved by the Directors. The Directors may prescribe regulations, rules and procedures in relation to direct voting, including specifying the form, method and timing of giving a direct vote at a meeting for the vote to be valid.

ANNEXURE A – UNAUDITED PRO-FORMA STATEMENT OF FINANCIAL POSITION

SWW Energy Ltd
Proforma Balance Sheet at 31 December 2014

	SWW 31-Dec-14 Audited	Proforma Adjustments	Revised Proforma 31-Dec-14
		Min Subscription \$3,000,000	Minimum Subscription \$3,000,000
	\$	\$	\$
Current Assets			
Cash assets	666,545	2,660,317 ⁽¹⁾	3,326,862
Receivables and prepayments	556,112	-	556,112
Total Current Assets	1,222,657	2,660,317	3,882,974
Non Current Assets			
Capitalised acquisition costs	-	15,000,000 ⁽²⁾	15,000,000
Total Non Current Assets	-	15,000,000	15,000,000
Total Assets	1,222,657	17,660,317	18,882,974
Current Liabilities			
Trade and other payables	43,210	-	43,210
Total Current Liabilities	43,210	-	43,210
Total Liabilities	43,210	-	43,210
Net Assets	1,179,447	17,660,317	18,839,764
Equity			
Issued capital	2,580,765	17,660,317 ⁽³⁾	20,241,082
Reserves	552,000	-	552,000
Accumulated losses	(1,953,317)	-	(1,953,317)
Total Equity	1,179,448	17,660,317	18,839,765

Proforma adjustments

1. Minimum subscription under the Prospectus Offer of \$3,000,000 net of estimated capital raising costs of \$339,683.
2. Capitalised acquisition costs of GRT App.
3. Issued capital account adjustment following minimum subscription under the Prospectus Offer of \$3,000,000 (net of estimated capital raising costs) and consideration payable for the acquisition of GRT App.

PROXY FORM

**APPOINTMENT OF PROXY
SWW ENERGY LIMITED
ACN 096 687 836**

ANNUAL GENERAL MEETING

I/We

of

being a Shareholder entitled to attend and vote at the Meeting, hereby

appoint

Name of proxy

OR

the Chair as my/our proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directors, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 2pm EST, on 29 May 2015 at the Edwin Flack Room, Sofitel Sydney Wentworth, 61-101 Philip Street, Sydney NSW 2000, and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Voting on business of the Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Director – Mr Stuart Foster	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Re-election of Director – Mr Chris Francis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Re-election of Director – Mr Matthew Foy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Ratification of prior issue of securities under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Ratification of prior issue of securities under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Change to nature and scale of activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 – Consolidation of capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 – Issue of Ordinary Shares to the GRT App Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 – Approval of new class of securities (Class A Performance Shares)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 – Approval of new class of securities (Class B Performance Shares)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12 – Issue of Class A Performance Shares to GRT App Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13 – Capital raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 14 – Issue of Securities to Megan Boston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 15 – Change of name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 16 – Increase to aggregate fee pool for non-executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 17 – Issue of securities to Directors and Proposed Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 18 – Amendment of Constitution – direct voting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 19 – Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signature of Shareholder(s):

Date: _____

Individual or Security holder 1

Sole Director and Sole Company Secretary

Security holder 2

Director

Security holder 3

Director/Company Secretary

Contact Name: _____

Contact Phone (daytime): _____

Instructions for Completing 'Appointment of Proxy' Form

STEP 1: Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank or your named proxy does not attend the meeting the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered security holder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the Company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two 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 securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together in the same envelope.

STEP 2: Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item 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.

STEP 3: Sign the Form

The form **must** be signed as follows.

- (a) **Individual:** This form is to be signed by the security holder.
- (b) **Joint Holding:** where the holding is in more than one name all the security holders must sign.
- (c) **Power of Attorney:** to sign under a Power of Attorney you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.
- (d) **Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4: Lodgement of a Proxy

This Proxy Form and, if applicable, any Power of Attorney under which it is signed must be received at an address given below **by 2pm on 27 May 2015**, i.e. not later than 48 hours before the commencement of the meeting at 2pm on 29 May 2015. Any Proxy Form received after that time will be invalid.

Proxies may be lodged:

BY MAIL – at PO Box 7653, Perth WA 6850.

BY FAX – on facsimile number +61 8 9486 4799

IN PERSON – at Office J, Level 2, 1139 Hay St West Perth WA 6000

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.