

SWW ENERGY LIMITED

ACN 096 687 839

To be renamed Omni Market Tide Limited on completion of the Acquisition (Proposed ASX listing code: OMT)

PROSPECTUS

OFFER

For an offer of up to 50,000,000 New Shares at an issue price of \$0.10 per New Share to raise up to \$5,000,000, with 1 Free Option for every 2 New Shares subscribed for.

IMPORTANT INFORMATION

This Prospectus is a re-compliance prospectus for the purposes of satisfying Chapters 1 and 2 of the ASX Listing Rules and to satisfy ASX requirements for re-quotation following a change to the nature and scale of the Company's activities.

The Offer is subject to and conditional upon the Conditions Precedent being satisfied.

This is an important document that should be read in its entirety. If you do not understand any part of this Prospectus you should consult a professional advisor before making an investment.

The New Shares offered by this Prospectus should be considered speculative.

IMPORTANT INFORMATION

OFFER

The Offer contained in this Prospectus is a conditional invitation by SWW Energy Limited (**SWW or the Company**) to apply for New Shares in the Company.

Persons wishing to participate in the Offer should refer to Section 1 of this Prospectus for further information. Eligible Shareholders who participate will be given priority in the allocation of New Shares under the Offer as detailed in Section 1. All persons wishing to invest in New Shares should read this Prospectus in its entirety.

CONDITIONAL OFFER

On 30 November 2014 SWW entered into a Share Sale and Purchase Agreement to acquire 100% of the issued capital in GRT App Pty Ltd (ACN 155 477 848). Details of the Acquisition are set out in Section 2 of this Prospectus.

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 Chapters 1 and 2 of the ASX Listing Rules.

The Offer is subject to and conditional upon a number of Conditions Precedent, including but not limited to:

- the Company re-complying with Chapters 1 and 2 of the ASX Listing Rules;
- the Company raising at least \$3,000,000 under the Offer; and
- completion of the Acquisition.

The full list of Conditions Precedent is set out in Section 2 of this Prospectus. If any of the Conditions Precedent are not met, the Company will not proceed with the Offer and will repay all Application Monies received without interest as soon as practicable in accordance with the requirements of the Corporations Act.

CONSOLIDATION

The Company has called a meeting of the Shareholders to be held on 29 May 2015, at which approval of the Shareholders of the Company is sought for all Shares to be consolidated on a 1 for 20 basis (every 20 Shares will be consolidated into 1 Share), subject to the Company raising the Minimum Subscription of \$3,000,000 under this Prospectus.

Unless otherwise stated, all references to securities of the Company in this Prospectus are post-consolidation Shares.

LODGEMENT AND RE-LISTING

This Prospectus is dated 4 May 2015 and was lodged with ASIC on that date. This Prospectus expires 13 months after the date of this Prospectus. No Shares will be issued on the basis of this Prospectus after the Expiry Date.

The Company will apply to ASX within 7 days of the date of this Prospectus for Re-quotations

of the Shares on issue as at the date of this Prospectus and the New Shares issued under the Offer. If the Shares are not admitted to Re-quotations by the ASX before the expiration of 3 months after the date of this Prospectus, or such period as varied by ASIC, the Company will not issue any Shares and will repay all Application Monies within the time prescribed under the Corporations Act, without interest.

Neither ASIC nor ASX take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

NOT INVESTMENT ADVICE

This Prospectus does not provide investment advice. You should seek your own financial advice. The Offer contained in this Prospectus does not take into account your individual investment objectives, financial situation and particular needs. It is important that you read this Prospectus carefully and in full before deciding to invest in the Company.

In particular, in considering the prospects of the Company, you should consider the risk factors that could affect the financial performance of the Company in light of your personal circumstances (including financial and taxation issues) and seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before deciding to invest.

Applicants should carefully consider the risk factors that affect the Company and the industry in which it operates. Section 4 outlines some significant risk factors that may impact on the prospects of the Company. Further, any number of known and unknown risks, uncertainties and other factors could affect the actual results, performance or achievements of the Company. The Shares offered under this Prospectus must be considered as a speculative investment. The Shares offered under this Prospectus carry no guarantee with respect to return on capital investment, payment of dividends or the future value of the Shares.

DISCLAIMER

Except as required by law, and only to the extent so required, neither the Company nor any other person guarantees the future performance of SWW, or any return on any investment made pursuant to this Prospectus.

No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not contained in the Prospectus may not be relied on as having been authorised by the Company or the Directors. Certain risk factors are set out in Section 4. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statement made by, or on behalf of, the Company.

FORWARD-LOOKING STATEMENTS

This Prospectus may contain forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', 'intends', or other similar words that involve risks and uncertainties.

Such statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and Management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or other factors affect the information contained in this Prospectus, except where required by law.

Any forward-looking statements are subject to various risk factors that could cause actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 4 of this Prospectus.

NO FINANCIAL FORECASTS

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

INTERNATIONAL OFFER RESTRICTIONS

This document does not constitute an offer of Shares of the Company in any jurisdiction in which it would be unlawful. Shares may not be offered or sold in any country outside Australia except to the extent permitted below.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies Ordinance (Cap. 32) of Hong Kong (**Companies Ordinance**), nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (**SFO**). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is

directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the Securities Act 1978 (New Zealand). The Shares are not being offered or sold in New Zealand, or allotted with a view to being offered for sale in New Zealand, and no person in New Zealand may accept a placement of Shares other than to:

- persons whose principal business is the investment of money or who, in the course of and for the purposes of their business, habitually invest money; or
- persons who are each required to (i) pay a minimum subscription price of at least NZ\$500,000 for the securities before allotment or (ii) have previously paid a minimum subscription price of at least NZ\$500,000 for securities of the Company (**initial securities**) in a single transaction before the allotment of such initial securities and such allotment was not more than 18 months prior to the date of this document.

Singapore

This document and any other materials relating to the Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Shares, may not be issued, circulated or distributed, nor may the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (**SFA**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document

immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United States

This document may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements under the US Securities Act and applicable US state securities laws.

ELECTRONIC PROSPECTUS

An electronic version of this Prospectus is available on the Offer website at www.omnimarkettide.com. The Offer constituted by this Prospectus in electronic form is available only to Australian residents accessing the website and receiving this Prospectus in electronic form within Australia. Persons who access the Prospectus in electronic form should ensure that they download and read the entire Prospectus. Persons having received a copy of this Prospectus in its electronic form may obtain a paper copy of this Prospectus (free of charge within Australia) by contacting the Share Registry (from within Australia) or it may be downloaded from www.omnimarkettide.com. Applications for Shares may only be made on the Application Form attached to or accompanying this Prospectus. The Corporations Act prohibits any person from passing on to another person the Application Form unless it is attached to or accompanies a hard copy of the Prospectus or a complete and unaltered electronic copy of this Prospectus.

FINANCIAL AMOUNTS

Money as expressed in this Prospectus is in Australian dollars unless otherwise indicated.

GLOSSARY

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the body of this Prospectus or in the Glossary set out in Section 8. Defined terms are generally identifiable by the use of an upper case first letter.

PRIVACY

By filling out an Application Form to apply for Shares, you are providing personal information to the Company through its service provider, the Share Registry. The Company, and the Share Registry on its behalf, collect, hold and use that personal information in order to process your Application, service your needs as a Shareholder, provide facilities

and services that you request and carry out appropriate administration.

If you do not provide the information requested in the Application Form, SWW and the Share Registry may not be able to process or accept your Application. Your personal information may also be used from time to time to inform you about other products and services offered by SWW which it considers may be of interest to you.

Your personal information may also be provided to the Company's agents and service providers on the basis that they deal with such information in accordance with the Company's privacy policy and as authorised under the Privacy Act 1988 (Cth). The Company's agents and service providers may be located outside Australia where your personal information may not receive the same level of protection as that afforded under Australian law. The types of agents and service providers that may be provided with your personal information and the circumstances in which your personal information may be shared are:

- the Share Registry for ongoing administration of the Shareholder register;
- printers and other companies for the purpose of preparation and distribution of statements and for handling mail;
- market research companies for the purpose of analysing the Company's Shareholder base and for product development and planning; and
- legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering, and advising on, the Shares for associated actions.

You may request access to your personal information held by (or on behalf of) SWW. You may be required to pay a reasonable charge to the Share Registry in order to access your personal information. You can request access to your personal information by writing to or telephoning the Share Registry as follows:

Link Market Services Limited

Central Park Level 4
152 St Georges Terrace
Perth WA 6000
Tel: 1300 554 474

If any of your information is not correct or has changed, please contact the Share Registry or the Company to update your information. In accordance with the requirements of the Corporations Act, information on the Share Register will be accessible to members of the public.

FURTHER INFORMATION OR ASSISTANCE

If you require assistance to complete the Application Form, require additional copies of this Prospectus, have any questions in relation to the Offer or you are uncertain as to whether obtaining Shares in SWW is a suitable investment for you, you should seek professional advice from your stockbroker, lawyer, accountant or other professional adviser.



Carrier 11:27 AM 100%

OMT (ASX)
0.5750
Apr 21, 2014 12:59

Today	0.5750
High	0.5750
Low	0.5750

Provided by NASDAQ

- Resolutions
- Holdings
- Share Price
- Key Dates
- Financials

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KEY OFFER INFORMATION

IMPORTANT DATES

Prospectus date	4 May 2015
Opening date	4 May 2015
Closing date	27 May 2015
Annual General Meeting date and suspension on ASX	29 May 2015
Approval of consolidation of capital	29 May 2015
Last day for trading in pre-organised securities	1 June 2015
Trading in the re-organised securities on a deferred settlement basis starts	2 June 2015
Last day for entity to register transfers on a pre-reorganisation basis	4 June 2015
First day for entity to send notice to each security holder	5 June 2015
Allotment and issue of New Shares and Free Options under Prospectus	5 June 2015
Completion of Acquisition	9 June 2015
Consolidation issue date – deferred settlement market ends	12 June 2015
Expected date of Re-quotation	15 June 2015

These dates and times are indicative only and may change. SWW, in consultation with Foster Stockbroking, reserves the right to vary the dates and times of the Offer without prior notice including closing the Offer before the scheduled closing date or extending this date. Applicants are encouraged to submit their Application Forms as soon as possible after the Offer opens.

KEY STATISTICS

Offer Price	\$0.10
Total number of Shares on issue as at the date of this Prospectus on a post-consolidation basis ¹	26,568,616
Entitlement to Free Options	1 Free Option for every 2 New Shares subscribed
Free Option exercise price	\$0.10
Free Option expiry date	31 December 2018
Maximum number of New Shares to be issued under the Offer	50,000,000
Maximum number of Free Options to be issued under the Offer	25,000,000
Maximum amount to be raised under the Offer	\$5,000,000
Maximum amount to be raised under the exercise of Free Options	\$2,500,000

1. The Company presently has 531,372,319 Shares on issue as at the date of this Prospectus, however, shareholder approval is being sought at the Company's upcoming AGM on 29 May 2015, for all Shares to be consolidated on a 1 for 20 basis (every 20 Shares will be consolidated into 1 Share), subject to the Company raising the Minimum Subscription of \$3,000,000 under this Prospectus. As both the Consolidation and the Minimum Subscription under this Offer are condition precedents to the completion of the Acquisition, all references to securities of the Company in this Prospectus are post-consolidation Shares, unless otherwise stated.

WHAT SHOULD YOU DO WITH ANY ENQUIRIES?

If you require assistance to complete the Application Form, require additional copies of this Prospectus, have any questions in relation to the Offer or you are uncertain as to whether obtaining New Shares in SWW is a suitable investment for you, you should seek professional advice from your stockbroker, lawyer, accountant or other professional adviser.

HOW TO INVEST UNDER THE OFFER

Applications to subscribe for New Shares can only be made by completing and lodging an Application Form contained in this Prospectus. Instructions on how to apply are set out in Section 1.5 and on the back of the Application Form. Applications must be for at least 20,000 New Shares and in multiples of 1,000 thereafter. Certain Eligible Shareholders may apply for a lesser number of New Shares as personally notified by the Company.

4 MAY 2015

LETTER
FROM THE
CHAIRMAN

Dear Investor,

On behalf of the Directors of SWW Energy Limited (**SWW** or **the Company**), it is my pleasure to introduce this Prospectus to you. This Prospectus has been issued by SWW to enable the Company to re-comply with Chapters 1 and 2 of the ASX Listing Rules through the offer of 30,000,000 New Shares at an offer price of 10 cents each to raise a Minimum Subscription amount of \$3,000,000. Oversubscriptions of up to a further 20,000,000 New Shares at an issue price of 10 cents each to raise up to a further \$2,000,000 may be accepted.

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 developed and owns the Omni Market Tide Application/App (**OMT App**), a revolutionary software App for iPhone, iPad and Android phones that makes investor relations content more readily accessible, with the aim of increasing shareholder engagement, voting participation and meeting attendance for all shareholder meetings.

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

The OMT App is set to be a major disruption to traditional shareholder communication tools and is expected to provide substantial benefits to both companies and shareholders with the end goal being increased engagement, a reduction in administration costs and a far more efficient shareholder meeting process.

The acquisition of GRT App Pty Ltd (and the OMT App) 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 as consideration for the acquisition of OMT, the change in nature and scale of the Company's activities, and the change of the Company's 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. Further details of the Agreement are contained in Section 2.5 of this Prospectus.

It is envisaged that post re-admission, the Company will focus on further market penetration of its lead product, being the 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.

This Prospectus contains detailed information about GRT App Pty Ltd, the Omni Market Tide App, and the Agreement. Please read this Prospectus carefully before you make a decision to invest and, where necessary, consult with your professional advisers.

Yours faithfully,



Stuart Foster
Chairman
SWW Energy Limited



This section is a summary only and is not intended to provide full information. This Prospectus should be read and considered in its entirety.

GENERAL OVERVIEW

Summary	Further Information	
Introduction		
<p>SWW Energy Limited was incorporated on 3 May 2001 and admitted to the Official List on 14 December 2005 (ASX: SWW), with the purpose of raising funds to develop its biodiesel fuel production business.</p> <p>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.</p> <p>The Company entered into administration and executed a deed of company arrangement on 29 September 2010, which was completed and terminated with the resignation of the administrator effective 31 May 2011.</p> <p>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.</p>	<p>Section 2.1 and Section 7.1</p>	<p>Who is SWW?</p>
<p>On 30 November 2014 the Company executed the Agreement with the GRT App Vendors to acquire 100% of the issued capital in GRT App.</p> <p>On completion of the Acquisition, the Company will carry on the business activities of developing and commercialising the products of GRT App and therefore convert from an energy company to a stakeholder relations software company. The Acquisition will involve, amongst other things:</p> <ul style="list-style-type: none"> • the Company re-complying with chapters 1 and 2 of the ASX Listing Rules; • raising the Minimum Subscription under this Prospectus; and • completion of the Acquisition. <p>The Acquisition is subject to all Conditions Precedent being met, including but not limited to the Company obtaining all relevant approvals from Shareholders and the ASX.</p> <p>A detailed explanation of the key terms of the Acquisition is set out in Section 2.4.</p>	<p>Section 2.1</p>	<p>What is the Acquisition?</p>
<p>The purpose of the Offer is to facilitate the Company's Re-quotation on the ASX, as well as to raise sufficient capital to fund the Company's growth over the next two years.</p>	<p>Section 1.2</p>	<p>Why is the Offer being conducted?</p>

GENERAL OVERVIEW

	Summary	Further Information
<p>What is the business of GRT App?</p>	<p>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 (QLD) Ltd.</p> <p>GRT App's mission is to streamline the communication process with shareholders, improve company efficiencies, cut costs and increase engagement.</p> <p>GRT App has developed a native smart device application (app) designed to enhance engagement with shareholders for listed and unlisted companies (Omni Market Tide App or OMT App). The Omni Market Tide App is a custom made investor relations app which has been designed to facilitate direct voting via mobile devices, streamlining shareholder general meeting processes, which are costly and cumbersome.</p> <p>Companies that adopt the Omni Market Tide App can implement either or both of the investor relations functions or voting functions. It can be branded using the customer's logo and colours and tailored to suit the needs of the company and its shareholder base.</p> <p>Following completion of the Acquisition, the Company will use the additional capital to focus on expanding its business, being the provision of stakeholder relations software and related services to listed companies.</p> <p>The Company, in the first instance, intends to target public companies listed on the ASX that have a large retail shareholder base. GRT App has already secured its first major ASX10 client who has approximately 1.4 million shareholders and is in advanced discussions with two more potential ASX20 clients.</p> <p>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.</p> <p>The Company has plans to expand 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.</p>	<p>Section 2.1</p>
<p>What is the financial position of the Company?</p>	<p>Financial information is set out in the Investigating Accountant's Report.</p>	<p>Section 5</p>
	<p>Key strengths</p>	
<p>What are the key strengths of the Company on completion of the Acquisition?</p>	<ul style="list-style-type: none"> Existing contract with an ASX10 company as lead client in the Australian market to utilise the investor relations function of the OMT App initially. In advanced discussions with 2 other ASX20 companies interested in implementing GRT App's technology. 	<p>Section 2.6</p>

Summary	Further Information	
<ul style="list-style-type: none"> • In preliminary discussions with a pipeline of other sizeable public companies. • Experienced Board and Management with a well-balanced skillset to guide the growth of the Company. • Highly scalable technology with potential global opportunities. • First to market – lack of comparable products in the current market. • Significant opportunity for the Company to provide innovative and disruptive solutions in a sector dominated by two major providers, with the potential to also expand into other sectors. 		
Key risks		
<p>The ASX has determined that the 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.</p> <p>There is a risk that the Company may not be able to meet the requirements of the ASX for Re-quotations 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.</p> <p>If the Acquisition fails to proceed, the Company will not proceed with the Offer and will repay all Application Monies received without interest as soon as practicable in accordance with the requirements of the Corporations Act.</p>	Section 4	Change in nature and scale of activities
<p>GRT App has a limited operating history and the potential of its business model is unproven. No assurances can be given that the Company will, after completion of the Acquisition, achieve commercial viability through the successful implementation of its business plans. Accordingly, there is no guarantee that the proposed marketing and pricing strategies of GRT App will be successful to achieve a sizeable take up rate by users of its products and/or market share.</p> <p>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.</p> <p>While GRT App is currently finalising the first deployment of the investor relations component of the OMT App, the Company does not yet have any clients who have agreed to implement the voting functions of the OMT App. There is a risk that the willingness of companies to implement the OMT App's full functionality or the commercial terms on which they are willing to do so, will not be sufficient to support a viable business.</p>	Section 4	Limited operating history

GENERAL OVERVIEW

	Summary	Further Information												
Competition risk	<p>On completion of the Acquisition, the Company 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, the potential exists for the nature and extent of the competition to change rapidly, which may cause loss to the Company.</p> <p>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 adversely impact the Company's margins and revenue.</p>	Section 4												
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 Managing Director and/or other management personnel could impact the ability of the Company to perform.	Section 4												
	Company Directors													
Who are the Directors of SWW?	<p>The Directors of SWW are:</p> <ul style="list-style-type: none"> • Stuart Foster (Non-executive Chairman) – to resign on completion of the Acquisition; • Chris Francis (Non-executive Director) – to resign on completion of Acquisition; and • Matthew Foy (Non-executive Director and Company Secretary) – to resign as Non-executive Director (but continue as Company Secretary) on completion of the Acquisition. 	Section 3												
Who are the Proposed Directors of SWW?	<ul style="list-style-type: none"> • Megan Boston (Managing Director) – to be appointed on completion of the Acquisition; • Kenneth Pickard (Non-executive Director) – to be appointed on completion of the Acquisition; • Ross Blair-Holt (Non-executive Director) – to be appointed on completion of the Acquisition; • Glenn Vassallo (Non-executive Director) – to be appointed on completion of the Acquisition; and • John Mactaggart (Non-executive Director) – to be appointed on completion of the Acquisition. 	Section 3												
	Significant interest of key people and related party transactions													
Who are the Existing Shareholders and what will their interest be at completion of the Offer?	<table border="1"> <thead> <tr> <th>Shareholder</th> <th>Shares held on completion of the Offer</th> <th>Shares subject to escrow</th> </tr> </thead> <tbody> <tr> <td>Directors and senior management (excluding directors related to GRT App Vendors)</td> <td>4,681,610</td> <td>N/A</td> </tr> <tr> <td>GRT App Vendors and Managing Director</td> <td>150,500,000</td> <td>All</td> </tr> <tr> <td>Other Existing Shareholders</td> <td>26,568,616</td> <td>N/A</td> </tr> </tbody> </table>	Shareholder	Shares held on completion of the Offer	Shares subject to escrow	Directors and senior management (excluding directors related to GRT App Vendors)	4,681,610	N/A	GRT App Vendors and Managing Director	150,500,000	All	Other Existing Shareholders	26,568,616	N/A	Section 1.16
Shareholder	Shares held on completion of the Offer	Shares subject to escrow												
Directors and senior management (excluding directors related to GRT App Vendors)	4,681,610	N/A												
GRT App Vendors and Managing Director	150,500,000	All												
Other Existing Shareholders	26,568,616	N/A												

Summary

Further
Information

The above does not include the New Shares to be issued under the Offer.

An escrow is a restriction on sale, disposal or encumbering of, or certain other dealings in respect of, the Shares concerned for a period of the escrow, subject to any exceptions in the escrow arrangement concerned.

The Shares subject to escrow arrangements may not be disposed of for 2 years post Re-quotations.

On completion of the Acquisition, the Directors will hold the following Shares, either directly or indirectly:

Section 3.3

What significant benefits and interests do Directors and other persons connected with SWW or the Offer have?

Director	Shares	Performance Shares
Stuart Foster (resigning on completion of Acquisition)	3,547,618	Not applicable
Matthew Foy (resigning on completion of Acquisition)	50,658	Not applicable
Chris Francis (resigning on completion of Acquisition)	250,000	Not applicable

Proposed Director	Shares	Performance Shares
Megan Boston (appointed on completion of Acquisition)	500,000	10,000,000 Class B Performance Shares
Ross Blair-Holt (appointed on completion of Acquisition)	11,238,150	2,247,630 Class A Performance Shares
Kenneth Pickard (appointed on completion of Acquisition)	39,195,500	7,838,100 Class A Performance Shares
Glenn Vassallo (appointed on completion of Acquisition)	25,238,100	5,047,620 Class A Performance Shares
John Mactaggart (appointed on completion of Acquisition)	833,334	Not applicable

The shareholdings of the Directors, related parties and other entities will be subject to escrow restrictions imposed in accordance with the ASX Listing Rules.

Directors and Management are entitled to remuneration and fees on ordinary commercial terms as described in Section 3.4.

Advisors and other service providers are entitled to fees for their services as set out in Section 7.

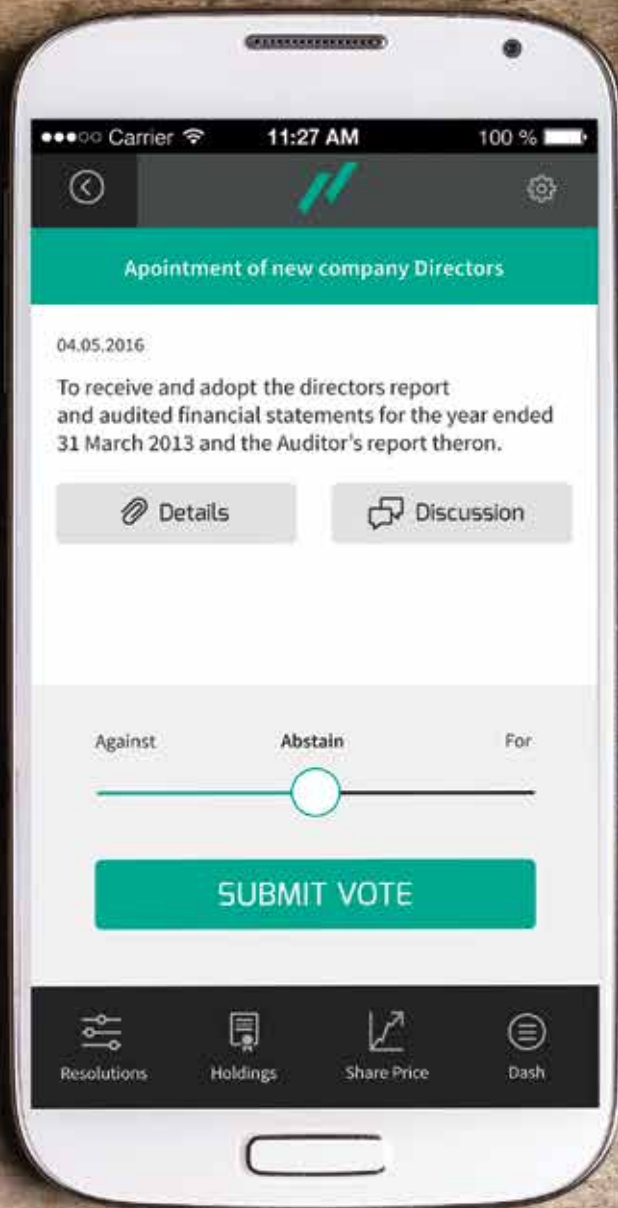
KEY TERMS OF THE OFFER

This section is a summary of the key terms of the Offer and is not intended to provide full information to potential investors. This Prospectus should be read and considered in its entirety.

	Summary	Further Information
Who is the issuer of the Prospectus?	SWW Energy Limited ACN 096 687 839 (ASX: SWW), a company incorporated in New South Wales, Australia. The Company will be renamed Omni Market Tide Limited on completion of the Acquisition (proposed ASX code: OMT).	
Minimum Subscription	The Company is required, as part of the Conditions Precedent, to raise at least \$3,000,000 under the Offer. If \$3,000,000 has not been raised within 4 months after the date of this Prospectus, the Company will not issue any New Shares and will repay all Application Monies for the New Shares within the time prescribed under the Corporations Act, without interest.	
Maximum Subscription of the Offer	The maximum subscription under the Offer is \$5,000,000, although the Company has discretion to reduce the amount of the Offer subject to the Minimum Subscription being achieved.	
How to apply for New Shares	Complete and return the Application Form to the Share Registry, together with a bank cheque or a bank draft payable in Australian dollars, drawn on an Australian branch of an Australian registered bank for an amount equal to the number of New Shares you wish to apply for multiplied by the Offer Price of \$0.10 per New Share. Cheques or bank drafts should be made payable to "SWW Energy Limited – Application Fund Ac" and crossed "Not Negotiable". Applicants should return their completed Application Form as early as possible as the Offer may close earlier than the indicative timetable. As at the date of this Prospectus, the indicative closing date is 27 May 2015. To the extent permitted by law, an Application under the Offer is irrevocable.	Section 1.5
What type of securities are being issued and what are the rights attaching to the New Shares?	The New Shares are fully paid ordinary shares in the Company, ranking equally with all currently issued Shares, with the same rights and liabilities (refer to Section 7.3 for details).	Section 7.3
What are the key terms of the Free Options?	<ul style="list-style-type: none"> • Exercise Price of \$0.10. • Expiry date of 31 December 2018. • The Free Options will be listed on the ASX and are tradable. • Please refer to Section 7.4 for detailed terms of the Free Options and also Section 7.3 for the rights attaching to the securities to be issued upon exercise. 	Section 7.4 and Section 7.3
What is the proposed use of funds raised?	The proceeds of the Offer: <ul style="list-style-type: none"> • provide sufficient working capital; • fund the business plans of GRT App; and • pay the costs associated with the capital raising. 	Section 1.14
Are the New Shares listed?	The Shares will be suspended from trading from the date of the AGM (29 May 2015) pending completion of the Acquisition. The Company intends to apply for Re-quotations of the Shares within seven (7) days after the date of this Prospectus. The New Shares will be quoted at the time of Re-quotations.	
Is the Offer underwritten?	No, the Offer is not underwritten.	Section 1.9

KEY TERMS OF THE OFFER

Summary	Further Information	
<p>In recognition of their loyalty, the Company's existing Eligible Shareholders who apply for New Shares (and submit valid Applications) will be given firm priority in the allocation of up to 10,000,000 New Shares (to raise up to \$1 million), ahead of the remaining Applicants.</p> <p>Allocations under the priority offering to Eligible Shareholders will be at the absolute discretion of the Company.</p> <p>The allocation of New Shares under the Offer will be determined by the Directors in their sole discretion subject to the rights of the Lead Manager to select certain allottees under their mandate.</p>	<p>Section 1.6 and Section 1.7</p>	<p>What is the allocation policy?</p>
<p>No brokerage, commission or stamp duty fees are payable by applicants on acquisition of New Shares under the Offer. All costs of the Offer are borne by the Company.</p>	<p>Section 7.11</p>	<p>Are there any brokerage, commission or stamp duty fees payable by applicants?</p>
<p>You may be subject to Australian income tax or withholding tax on any future dividends paid. The tax consequences of any investment in the New Shares will depend upon your particular circumstances, particularly for non-resident Shareholders. Applicants should obtain their own tax advice prior to deciding whether to invest.</p>	<p>Section 7.10</p>	<p>What are the tax implications of investing in the New Shares?</p>
<p>Holding statements will be dispatched as soon as practicable by the Share Registry.</p> <p>No New Shares or attaching Free Options will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.</p>		<p>When will I receive confirmation that my application has been successful?</p>
<p>It is anticipated that significant expenditure will be incurred in proceeding with the Company's business and marketing plans. These activities are expected to dominate the period following the date of this Prospectus. Accordingly, the Company does not expect to declare any dividends during that period.</p> <p>Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.</p>		<p>What is the Company's dividend policy?</p>
<p>If you require assistance to complete the Application Form, require additional copies of this Prospectus, have any questions in relation to the Offer or you are uncertain as to whether obtaining Shares in SWW is a suitable investment for you, you should seek professional advice from your stockbroker, lawyer, accountant or other professional adviser.</p>	<p>Section 1</p>	<p>Where can I find more information about the Offer?</p>
<p>The Company reserves the right not to proceed with the Offer at any time before the issue or transfer of New Shares to successful applicants.</p> <p>If the Offer does not proceed, Application Monies will be refunded by the Share Registry, your Broker or SWW pursuant to the Corporations Act.</p> <p>No interest will be paid on any Application Monies refunded as a result of the withdrawal of the Offer.</p>		<p>Can the Offer be withdrawn?</p>



1.1 OFFER

The Offer comprises the issue of up to 50,000,000 New Shares by SWW at an issue price of \$0.10 per New Share to raise up to \$5,000,000, with one (1) Free Option for every two (2) New Shares subscribed for.

All of the New Shares offered under this Prospectus will rank equally with Shares currently on issue in SWW.

1.2 RE-COMPLIANCE WITH ASX LISTING RULES

On 30 November 2014 SWW entered into a Share Sale and Purchase Agreement to acquire 100% of the issued capital in GRT App Pty Ltd (ACN 155 477 848). Details of the Acquisition are set out in Section 2 of this Prospectus.

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 Chapters 1 and 2 of the ASX Listing Rules.

The Offer is subject to and conditional upon a number of Conditions Precedent, including but not limited to:

- the Company re-complying with Chapters 1 and 2 of the ASX Listing Rules;
- raising at least \$3,000,000 under the Offer; and
- completion of the Acquisition.

The full list of Conditions Precedent is set out in Section 2 of this Prospectus. If any of the Conditions Precedent are not met, the Company will not proceed with the Offer and will repay all Application Monies received without interest as soon as practicable in accordance with the requirements of the Corporations Act.

1.3 MINIMUM SUBSCRIPTION

The Minimum Subscription that must be met under the Offer is \$3,000,000. If that amount has not been raised within 4 months after the date of this Prospectus, the Company will not issue any New Shares and will repay all Application Monies within the time prescribed under the Corporations Act.

1.4 OFFER PERIOD

The Offer will open on 4 May 2015 and close on 27 May 2015.

1.5 APPLICATIONS

Applications for New Shares under the Offer must be made:

- on the relevant Application Form accompanying this Prospectus; or
- on a paper copy of the relevant electronic Application Form which accompanies the electronic version of this Prospectus, both of which can be downloaded from www.omnitmarkettide.com.

Completed Application Forms should be returned to the Share Registry in the manner indicated on the Application Form.

Paper Application Forms must be accompanied by a bank cheque or a bank draft payable in Australian dollars, drawn on an Australian branch of an Australian registered bank for an amount equal to the number of New Shares for which you wish to apply multiplied by the Offer Price of \$0.10 per New Share. Cheques or bank drafts should be made payable to "SWW Energy Limited – Application Fund Ac" and crossed "Not Negotiable".

Applicants should ensure that cleared funds are available at the time the Application is lodged, as dishonoured cheques will result in the Application being rejected.

DETAILS OF THE OFFER

Applicants should return their completed Application Form as early as possible as the Offer may close earlier than the indicative timetable. As at the date of this Prospectus, the indicative closing date is Wednesday, 27 May 2015.

To the extent permitted by law, an application under the Offer is irrevocable.

Applications for New Shares must be for a minimum of 20,000 New Shares and thereafter in multiples of 1,000 New Shares. Certain Eligible Shareholders may apply for a lesser number of New Shares as personally notified by the Company.

1.6 PRIORITY ENTITLEMENT FOR EXISTING SHAREHOLDERS

In recognition of their loyalty, the Company's existing Eligible Shareholders who apply for New Shares (and submit valid Applications) will be given firm priority in the allocation of up to 10,000,000 New Shares (to raise up to \$1 million), ahead of the remaining Applicants.

Allocations under the priority offering to Eligible Shareholders will be at the absolute discretion of the Company.

1.7 ALLOTMENT

Subject to the Minimum Subscription amount to the Offer being reached, completion of the Acquisition and ASX granting conditional approval for the Company's Shares to Re-quotate and compliance with all other Conditions Precedent, allotment of New Shares offered by this Prospectus will take place as soon as practicable after the closing date of the Offer.

Pending the allotment and issue of New Shares, or payment of any refunds under this Prospectus, all Application Monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company will, however, be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

The Directors will determine the allottees of all New Shares in their sole discretion subject to the right of the Lead Manager to determine certain allottees under the terms of their mandate. The Directors reserve the right to reject any Application or to allocate any Applicant fewer New Shares than the number applied for. Where the number of New Shares issued is less than the number applied for, or where no allotment is made, surplus Application Monies will be refunded without any interest to the Applicant as soon as practicable after the closing date.

1.8 LEAD MANAGER

Foster Stockbroking Pty Ltd has been appointed as Lead Manager to the Offer on the terms and conditions summarised in Section 6 of this Prospectus.

1.9 NOT UNDERWRITTEN

The Offer is not underwritten.

1.10 CHES AND ISSUER SPONSORED HOLDINGS

SWW is a participant in the ASX's Clearing House Electronic Sub-register System (CHES) and will comply with ASX Listing Rules and ASX Settlement Operating Rules. CHES is an electronic transfer and settlement system for transactions in securities quoted on the ASX under which transfers are effected in an electronic form.

Each Shareholder's holding will be registered in one of two sub-registers, an electronic CHES sub-register or an issuer sponsored sub-register. For all successful applicants, the New Shares of a Shareholder who is a participant in CHES or a Shareholder sponsored by a participant in CHES will be registered on the CHES sub-register. All other New Shares will be registered on the issuer sponsored sub-register.

Following Completion of the Offer, Shareholders will be sent a holding statement that sets out the number of New Shares that have been allocated to them. This statement

will also provide details of a Shareholder's Holder Identification Number (**HIN**) for CHESS holders or, where applicable, the Security holder Reference Number (**SRN**) of issuer sponsored holders. Shareholders will subsequently receive statements showing any changes to their Shareholding. Share certificates will not be issued.

Shareholders will receive subsequent statements at the end of each month if there has been a change to their holding on the register and as otherwise required under ASX Listing Rules and the Corporations Act. Additional statements may be requested at any other time either directly through the Shareholder's sponsoring broker in the case of a holding on the CHESS sub-register or through the Share Registry in the case of a holding on the issuer sponsored sub-register. SWW and the Share Registry may charge a fee for the provision of these additional issuer sponsored statements.

1.11 WITHDRAWAL OF THE OFFER

SWW in consultation with the Lead Manager reserves the right not to proceed with the Offer at any time before the allotment and issue of New Shares to successful Applicants. If the Offer does not proceed, SWW will return all Application Money within 21 days of giving notice of its withdrawal. Any interest earned on Application Monies prior to withdrawal of the Offer will be retained by SWW.

1.12 PURPOSE OF THE OFFER

The Offer will facilitate the Company to re-comply with the ASX admission requirements under Chapters 1 and 2 of the ASX Listing Rules and also to raise sufficient funds to:

- provide sufficient working capital;
- fund the business plans of GRT App; and
- pay the costs associated with the capital raising.

1.13 FINANCIAL INFORMATION

SWW's Pro Forma Consolidated Balance Sheet following completion of the Acquisition, including details of the Pro Forma adjustments, is set out in Section 5.

1.14 USE OF FUNDS

The Company intends to apply funds raised from the Offer and its existing cash reserves, over the first 2 years following Re-quotation as follows:

Funds available	Minimum	Maximum
Existing cash reserves	\$630,482	\$630,482
Funds raised	\$3,000,000	\$5,000,000
Total	\$3,630,482	\$5,630,482
Allocation of funds		
Expenses of the Offer (excluding Lead Manager fees)	\$138,416	\$140,547
Lead Manager fees	\$180,000	\$300,000
Head Office	\$600,000	\$600,000
Finance	\$315,000	\$350,000
Marketing	\$180,000	\$250,000
Sales	\$650,000	\$800,000
General	\$175,000	\$250,000
IT & Product Development	\$950,000	\$1,200,000
Working Capital	\$442,066	\$1,739,935
Total	\$3,630,482	\$5,630,482

DETAILS OF THE OFFER

In the event the Company raises more than the minimum subscription of \$3,000,000, the additional funds will be first applied towards any increases in expenses of the Offer, the further Lead Manager fees payable and administration costs, with any remaining funds used for working capital of the business.

The above table is a statement of current intentions as at the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. Depending on the Company's operations, actual expenditure may increase in some areas or decrease in others. The Board reserves the right to alter the way in which funds are applied on this basis.

1.15 CAPITAL ADEQUACY

The Directors are satisfied that upon successful completion of the Offer the Company will have sufficient working capital to meet its stated objectives as described above.

1.16 PRO-FORMA CAPITAL STRUCTURE ON COMPLETION OF THE ACQUISITION

The below pro-forma capital structure on completion of the Acquisition is provided on the two possible scenarios, depending on reaching the minimum subscription of \$3,000,000 and maximum subscription of \$5,000,000 under the Offer. All New Shares being offered under this Prospectus rank equally with each other and with existing Shares. The rights attaching to the New Shares are summarised in Section 7.3.

Shares on issue ¹	Structure as at date of this Prospectus on a post-consolidation basis	Minimum subscription		Maximum subscription	
		Shares	%	Shares	%
Existing Shareholders	26,568,616	26,568,616	12.83	26,568,616	11.70
GRT App Vendors and Managing Director (on completion of Acquisition)	Not applicable	150,500,000	72.68	150,500,000	66.28
New Shares to be issued under this Prospectus ²	Not applicable	30,000,000	14.49	50,000,000	22.02
Total Shares on issue	26,568,616	207,068,616	100.0%	227,068,616	100%
Options on issue	Nil	15,000,000 ³		25,000,000 ³	
Class A Performance Shares (on completion of Acquisition)	Nil	30,000,000 ⁴		30,000,000 ⁴	
Class B Performance Shares (on completion of Acquisition)	Nil	10,000,000 ⁵		10,000,000 ⁵	

1. The Company presently has 531,372,319 Shares on issue as at the date of this prospectus, however shareholder approval is being sought at the Company's upcoming AGM on 29 May 2015 for all Shares to be consolidated on a 1 for 20 basis (every 20 Shares will be consolidated into 1 Share), subject to the Company raising the Minimum Subscription of \$3,000,000 under this Prospectus. As both the Consolidation and the Minimum Subscription under this Offer are conditions precedent to the completion of the Acquisition, all references to securities of the Company in this Prospectus are post-consolidation Shares, unless otherwise stated.
2. New Shares issued under the Offer. Please see Section 7.3 for details of the rights and liabilities attaching to these securities.
3. Free Options issued under the Offer, on the basis of 1 Free Option for every 2 New Shares subscribed for.
4. Performance Shares issued to the GRT App Vendors as part of the Acquisition consideration. See Section 7.5 for further information.
5. Performance Shares issued to Megan Boston to provide long term incentive. See Section 7.6 for further information.

1.17 SUBSTANTIAL SHAREHOLDERS

As at the date of this Prospectus, the Shareholders holding 5% or more of the Shares on issue are:

Shareholder	Shares	%
Swan Capital Limited	89,159,750	16.77

Following completion of the Acquisition and Offer (assuming maximum subscription under the Offer), the Shareholders holding 5% or more of the Shares on issue will be:

Shareholder	Shares	%
IP Payovation Pty Ltd	39,238,050	17.28%
MSQ Nominees Pty Ltd (as trustee)	39,190,500	17.26%
Glize Investments Pty Ltd (as trustee)	25,238,100	11.11%
SJM Pty Ltd (as trustee)	25,238,100	11.11%

The Company will announce to the ASX details of its top 20 Shareholders on completion of the Acquisition and the Offer, prior to Re-quotations of the Shares.

1.18 ELECTRONIC PROSPECTUS

In addition to issuing this Prospectus in printed form, a read-only version of this Prospectus is also available on the Company's website, www.omnimarkettide.com. There is no facility for online applications. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access this Prospectus from within Australia. The Corporations Act prohibits any person passing on to another person an Application Form unless it is accompanying a hard copy of this Prospectus or it accompanies the complete and unaltered electronic version of this Prospectus.

1.19 APPLICANTS OUTSIDE AUSTRALIA

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person whom, it would not be lawful to make such an offer or to issue this Prospectus.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

No action has been taken by SWW to register the New Shares, or otherwise permit an Offering of the New Shares in any jurisdiction outside of Australia. It is the responsibility of non-Australian resident investors to ensure compliance with all laws of any country relevant to their Application.

DETAILS OF THE OFFER

Each Applicant will be taken to have represented, warranted and agreed that such person:

- is an Australian citizen or resident in Australia, is located in Australia at the time of such Application and is not acting for the account or benefit of any other foreign persons; and
- will not offer or sell the New Shares in any other jurisdiction outside Australia or to any foreign persons except in transactions which are exempt from registration in the jurisdiction in which such New Shares are offered and sold and is otherwise in compliance with all laws of that jurisdiction.

1.20 GENERAL

The Corporations Act prohibits any person from passing an Application Form to any other person unless it is attached to, or accompanied by, a hard copy of the Prospectus or a complete and unaltered electronic copy of the Prospectus.

Application Forms included with this Prospectus contain a declaration that the investor has personally received the complete and unaltered Prospectus prior to completing the Application Form. SWW will not accept a completed Application Form if it has reason to believe that the Applicant has not received a complete paper or electronic copy of this Prospectus or if it has reason to believe that the Application Form or electronic copy of the Prospectus has been altered or tampered with in any way.

While SWW believes that it is extremely unlikely that during the period of the Offer the electronic version of the Prospectus will be tampered with or altered in any way, SWW cannot give any absolute assurance that this will not occur. Any investor in doubt concerning the validity or integrity of an electronic copy of the Prospectus should immediately request a paper copy of the Prospectus directly from SWW or the Share Registry.

The information provided in this Prospectus is not financial product advice. By returning an Application Form, you acknowledge that you have received and read this Prospectus and you have acted in accordance with the terms of the Offer detailed in this Prospectus.

Lodgement of an Application Form constitutes an irrevocable offer made in accordance with the provisions of the guidelines to the Application Form.

2.1 OVERVIEW OF THE COMPANY

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.

The Company entered into administration and executed a deed of company arrangement on 29 September 2010, which was completed and terminated with the resignation of the administrator effective 31 May 2011.

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 of the proposed Acquisition.

As announced by the Company on 14 August 2014, the Acquisition 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 investor relations software and 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.

On 29 May 2015, the Company will convene a general meeting of Shareholders, seeking approval for, amongst other things:

- (a) consolidation of the Company's Shares on a 1 for 20 basis, subject to the Company raising at least \$3,000,000 under the Offer;
- (b) the Acquisition and related issue of Shares and Class A Performance Shares to the GRT App Vendors;
- (c) issue of Shares and Class B Performance Shares to Megan Boston on completion of the Acquisition;
- (d) change of the Company's name to Omni Market Tide Limited (proposed ASX listing code: OMT); and
- (e) the Offer under this Prospectus.

2.2 INFORMATION ON THE GRT APP BUSINESS

Developed by business leaders looking to fill a technological gap in the investor relations arena, the OMT App allows listed and unlisted companies to have direct access to their shareholders through their mobile smart device. There are now more people accessing the internet via mobile as opposed to fixed access.

GRT App has developed a smart device app designed to enhance engagement with shareholders for listed and unlisted companies called the "Omni Market Tide" application (**Omni Market Tide App** or **OMT App**). The OMT App was developed by business leaders looking to fill a technological gap in the investor relations area. The Omni Market Tide App 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 costly and cumbersome. The enquiries made by GRT App have led them to believe that participation by shareholders in listed company general meetings is declining and stakeholders are becoming disconnected.

Market sentiment suggests that:

- shareholder meeting and current engagement methods are too costly, time consuming, confusing for shareholders who are increasingly disengaged;

COMPANY OVERVIEW

- the opportunities through mobile technology and social trends are yet to be realised in this market – no ASX200 company currently utilises this kind of technology for its annual general meetings; and
- complex corporate law requires shareholder participation.

GRT App believes that the OMT App can re-invigorate the general meeting process and improve the real-time connection between companies and their shareholders. It does this through increased communication and visibility continually throughout the year rather than being driven by periodic events such as AGMs. The OMT App promotes shareholder engagement, 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 and shareholder messaging.

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. If content is readily available it's more likely to be consumed. With the uptake of mobile and android technology, there is a prevalence of applications and apps due to their convenience, speed of access to content and browsing ease.

Features of the Omni Market Tide App

- A secure, private and easy to use communication tool.
- Real time voting and instant access to important company data and messages.
- A new communications strategy for listed companies in Australia and Asia.
- Easy to administer and maintain Analytic Management System with data tracking.

Functionality of the Omni Market Tide App

The OMT App allows companies to:

- access data analytic tools, such as voting trends, location, app usage trends etc.;
- set up and manage their own investor relations portal on the app;
- increase shareholder participation in voting by sending push notifications to remind shareholders that resolutions are open and available to vote on;
- provide up-to-date information to shareholders firsthand, alerting them to news via a “push notification” function, such as annual general meeting voting and media releases; and
- increase interaction with shareholders.

The OMT App allows shareholders to:

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

In addition, the OMT App will continue to be developed over time to implement additional features which may include (such functionality may change in the future):

- 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;
- streaming of the AGM to mobile smart devices; and
- population of annual general meeting notices for companies, allowing a seamless and cost-effective annual general meeting process.

2.3 BACKGROUND OF THE CURRENT MARKET

The Company believes that there are no direct comparable products in the current market. However, the primary functions provided by the GRT App platform, being shareholder communications and voting, are currently provided or managed by share registries. 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 among these companies, the turnover rate has increased significantly over the past 2 years. The Company believes that this is a significant opportunity for an innovative technology like the OMT App to disrupt the existing market.

On completion of the Acquisition, the Company will be competing with share registry providers to provide voting and shareholder relations functions. Clients wanting to use the OMT App still need to maintain their existing share registry provider and simply use the OMT App as an additional communication and voting channel. To ensure the full effectiveness of the voting function, OMT App will need to interface with the registry. GRT App 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 App 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 App will provide, amongst other things, direct voting and the ability to communicate and engage with its shareholders through a native app. Importantly, the competing share registry providers' websites also do not have the ability to provide any of the additional functionality offered by Omni Market Tide App, such as push notifications and investor relations portals 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 App focuses on ease of use and accessibility. For example, shareholders using OMT App 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 at a time which suits them.

2.4 BUSINESS MODEL

GRT App has the ability to generate revenue via the following income streams:

- (a) Development and Implementation Fee – initial one off fee paid for the development of a bespoke investor relations app and back end Analytic Management System;
- (b) Annual Subscription Fee – fee received for the use of the OMT App and provision of hosting and ongoing maintenance and support; and
- (c) Voting and Push Fee – fee received for direct mobile voting and push notifications.

The initial fees structure above may change and potentially expand in the future as it is foreseeable that further customisation and take up of the different application functions may attract additional fees, including fees for end user usage and data analytics.

To date, GRT App has focussed on securing key target clients, ASX20 companies, at the forefront of their industries and who it considers likely to have a strong interest in new technologies and new ways to improve investor and client relations.

GRT App has secured an initial ASX10 lead customer to implement the OMT App utilising the investor relations functionality (with a view to expand the app functions in the future) and is in advanced negotiations with other potential clients, including two ASX20 listed companies, and in preliminary discussions with other interested ASX listed companies.

The contract with GRT App's lead customer is for an initial term of 12 months (with an option to renew for two further 12 month periods on the same terms) and includes

COMPANY OVERVIEW

fees for the development of a highly specialised application which interfaces with the customer's existing application software, systems and branding. The Lead Customer has contracted to pay the initial development and implementation fees as well as an annual subscription fee for ongoing maintenance and support.

As outlined by the business model, three initial revenue streams exist for the company being:

- Development and Implementation fees;
- Annual Subscription fees; and
- Voting and Push fees.

Pricing Structure

The Company's current proposed pricing structure is:

	Number of Shareholders	Development Fee	Subscription Fee	Push Notification	Direct Vote
Band 1	>500,000	\$50,000	\$86,000	\$0.02	\$0.50
Band 2	100,000–499,999	\$50,000	\$44,000	\$0.02	\$0.50
Band 3	6,000–99,999	\$25,000	\$28,000	\$0.02	\$0.50
Band 4	<6,000	\$25,000	\$14,000	\$0.02	\$0.50

2.5 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:

- 150 million (150,000,000) Shares in SWW; and
- 30 million (30,000,000) Class A Performance Shares (which convert into Shares subject to the terms and conditions set out 7.5),

based on a minimum acquisition price of \$15,000,000 (**Acquisition**).

The key conditions precedent to completion of the Acquisition include:

- the Company obtaining all regulatory approvals required by ASIC and ASX;
- the Company changing its name to Omni Market Tide Limited;
- the Company completing the Consolidation;
- the Company obtaining all necessary approvals from Shareholders;
- the Company issuing 10,000,000 Class B Performance Shares to Mrs Megan Boston (which convert into Shares subject to the terms and conditions set out in Section 7.6);
- the Company providing an offer to Mrs Megan Boston as Managing Director;
- the appointment of three directors nominated by the GRT App Vendors to the Board;
- the Company raising at least \$3,000,000 (in aggregate) under the Capital Raising or any Equity Raising; and
- 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, (together, the **Conditions Precedent**).

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.

If the above conditions precedent are not satisfied by 30 June 2015 in accordance with the Agreement, the Acquisition may not proceed to completion.

The effect of the Acquisition and Offer is set out in the pro-forma capital structure in Section 1.16, as well as in the Investigating Accountant's Report in Section 5.

2.6 KEY STRENGTHS AND WEAKNESSES

Key strengths of the Company on completion of the Acquisition include:

- major ASX10 company has been secured as a lead customer for the Australian market (adopting the OMT app's investor relations functionality only);
- advanced negotiations to expand product utilisation with this same lead customer;
- advanced contract negotiations with two major Australian ASX20 companies;
- experienced Board and Management with a well-balanced skillset to guide the growth of the Company;
- highly scalable technology with potential global opportunities;
- first to market – lack of comparable products in the current market; and
- significant opportunity for the Company to provide innovative and disruptive solutions in a sector dominated by two major providers, with the potential to also expand into other sectors.

The risks associated with investing in the Company are set out in Section 4.

2.7 TARGET CLIENTS AND 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 the ASX that have a large retail shareholder base. GRT App has secured an ASX10 company (who has contracted to utilise the investor relations functionality of the OMT App initially) and on completion of the Acquisition the Company intends to progress its plans to use the funds to secure a number of other large ASX companies as clients.

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.

3

DIRECTORS AND OTHER KEY PEOPLE, INTERESTS AND BENEFITS

3.1 BOARD OF DIRECTORS



**STUART
FOSTER**

(to resign upon
completion of
the Acquisition)

Non-Executive Chairman

BComm

Mr Stuart Foster has been involved in stockbroking and financial management for more than 20 years. Mr Foster is the founder and Chief Executive Officer of Foster Stockbroking and Cranport Funds Management, as well as a director of Pacific Energy Limited (ASX: PEA).

Mr Foster holds a Bachelor of Commerce from Canterbury University and is a qualified accountant. He is an ASX Responsible Executive and an ASIC Responsible Manager for an Australian financial services licence.



**CHRIS
FRANCIS**

(to resign upon
completion of
the Acquisition)

Non-Executive Director

BBus

Mr Chris Francis has over 15 years' experience in accounting, listed equities and funds management. Mr Francis is currently an executive director of Sydney based broking and advisory firm Foster Stockbroking Pty Ltd.

Prior to joining Foster Stockbroking, Mr Francis was a founding director of New Zealand Exchange listed property fund manager Augusta Capital Limited. His previous experience includes positions at Ernst & Yong (NZ) and Cranport Hedgefund (Aus). Mr Francis holds a Bachelor of Business from Auckland University of Technology.



**MATTHEW
FOY**

(to resign as
director but
continue as
Company
Secretary upon
completion of
the Acquisition)

Non-Executive Director

BComm SAFin AGIA

Mr Matthew Foy was a senior adviser at the ASX with 8 years' experience facilitating the compliance of listed companies. Mr Foy has reviewed and approved the listing of over 40 companies during his tenure at the ASX.

Mr Foy has been involved in a number of seed capital raisings and initial offerings and possesses significant commercial and corporate experience.

Mr Foy is an active member of the Western Australian Council of Governance Institute of Australia and is currently company secretary of ASX listed Stonehenge Metals Limited, Segue Resources Limited, Auroch Minerals NL, Frontier Resources Limited and XTD Limited.



**MEGAN
BOSTON**

(to be appointed
upon completion
of the
Acquisition)

Managing Director

*BComm, CA, Dip. Share Trading & Investment,
GAICD*

Mrs Megan Boston 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.

Mrs Boston holds a Bachelor of Commerce and is a Chartered Accountant with nearly 10 years' experience as a non-executive director across a range of industries. Mrs Boston has completed the Company Directors Course Diploma run by the Australian Institute of Company Directors.

Mrs Boston is a current director of South East Water, Adult Multicultural and Education Services, Victorian Human Rights and Equal Opportunity Commission, GRT Foundation and Beyond Medical Education. She has chaired company boards as well as board sub-committees, particularly in the area of finance and risk management. Previously Mrs Boston had senior executive experience at various banking institutions in the area of risk and compliance, as well as working as manager of audit services for PricewaterhouseCoopers.



**ROSS
BLAIR-HOLT**

(to be appointed upon completion of the Acquisition)

Non-Executive Director

BCom, FCPA

Mr Ross Blair-Holt is currently a Director of The Bruce Mathieson Group of Companies, and a Director of Australian Leisure and Hospitality Group Pty Ltd (ALH Group), a joint venture between Woolworths Ltd and The Bruce Mathieson Group. Mr Blair-Holt is also a member of the ALH Audit Committee. ALH Group operates in excess of 325 hotels and 520 retail outlets across Australia. Mr Blair-Holt is also a Director of ASX-listed Isona Ltd, and a member of Isona Ltd's Audit Committee.

Mr Blair-Holt holds a Bachelor of Commerce, is a Fellow of the Certified Practising Accountants (FCPA) and brings a wealth of commercial, banking, transactional and accounting expertise.



**KENNETH
PICKARD**

(to be appointed upon completion of the Acquisition)

Non-Executive Director

BCom, CA

Mr Ken Pickard is current Managing Director of accounting and business

services firm Moore Stephens (Queensland) Ltd. He has over 30 years' experience in business services, consulting and audit, covering private and public companies to local government and statutory bodies.

Mr Pickard is a former director of the Australian Property Growth Fund, the trustee for the Jezzine Barracks Community Trust (government appointed), the deputy chair of the trustee for Townsville Grammar School and a member of various company advisory boards.

Mr Pickard holds a Bachelor of Commerce. He is a fellow of the Institute of Chartered Accountants Australia, member of the Australian Institute of Company Directors, Member of the Taxation Institute of Australia, a registered company auditor and a registered tax agent.



**GLENN
VASSALLO**

(to be appointed upon completion of the Acquisition)

Non-Executive Director

LLB, BComm

Mr Glenn Vassallo is a founder of GRT Lawyers and the GRT Foundation. Mr Vassallo has significant experience in formulating and executing complex corporate transactions (including IPOs, takeovers and other equity capital market transactions) with a particular focus on national and international security exchanges.

Mr Vassallo has been a long standing member of the Law Council of Australia Company Law Committee and the Queensland Law Society Company Law Committee, and has listed ASX board experience. Mr Vassallo holds a Bachelor of Laws and Commerce and is admitted to the Supreme Court of Queensland and the High Court of Australia.



**JOHN
MACTAGGART**

(to be appointed upon completion of the Acquisition)

Non-Executive Director

FAICD

Mr John Mactaggart has extensive experience across many industries, including agriculture, export of animal products, food processing, industrial fasteners, manufacturing of building equipment and computer hardware and software.

Mr Mactaggart played an integral role in the creation, funding and development and IPO of what is now one of Australia's largest publicly listed software companies, TechnologyOne Ltd (ASX:TNE), where he remains a non-executive director and a major shareholder. He co-founded the Australian Association of Angel Investors Limited – the not for profit national industry association representing Australian business angels networks, individual angel investors and organisations that support the growth of angel investment in Australia. Mr Mactaggart is also a director of a number of unlisted companies. Mr Mactaggart has been a Fellow of the Australian Institute of Company Directors since 1991.

DIRECTORS AND OTHER KEY PEOPLE, INTERESTS AND BENEFITS

3.2 MANAGEMENT

Mrs Megan Boston will be appointed as the Managing Director for the Company on completion of the Acquisition. Mrs Boston is the current Chief Executive Officer of GRT App and responsible for driving the growth of the business, as well as implementing the business strategy.

Mrs Boston will be supported by a Chief Technology Officer, who will be employed on a full time basis after completion of the Acquisition.

3.3 INTERESTS OF DIRECTORS AND MANAGEMENT

Except as set out below or elsewhere in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last two years before the date of lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offer; or
- (c) the Offer,

and no amounts of any kind (whether in cash, Shares or otherwise) have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person:

- (a) to a Director or proposed Director to induce him or her to become, or to qualify as, a Director; or
- (b) for services provided by a Director or proposed Director in connection with the formation or promotion of the Company or the Offer.

3.4 REMUNERATION OF DIRECTORS

The Constitution provides that the remuneration of Directors (excluding salaries to executive Directors) will not be more than the aggregate fixed sum determined by a general meeting or, until so determined, as resolved by Directors. The aggregate remuneration for non-executive Directors (excluding salaries to executive Directors) has been set under the Constitution at an amount not to exceed \$150,000. The Board will be seeking Shareholders' approval at the AGM to increase the aggregate remuneration pool to \$250,000.

The remuneration of executive Directors will be determined from time to time by the Board having regard to the nature and extent of their responsibilities. On re-listing, Megan Boston will be employed as Managing Director on a full-time basis with an annual salary of \$250,000. Initially and as a once off arrangement, Mrs Boston has agreed to accept up to 500,000 Shares at \$0.10 per share in lieu of part of her cash salary (ie. up to \$50,000 worth), subject to the approval of Shareholders being obtained at the upcoming AGM and escrow restrictions as applicable. Additionally, Mrs Boston will be issued 10,000,000 Class B Performance Shares on completion of the Acquisition as part of her long term incentive remuneration.

3.5 SHAREHOLDINGS OF DIRECTORS

The Directors are not required to hold any securities in SWW under the Constitution.

At the date of this Prospectus (but on a post-consolidation basis), the relevant interests of each of the Directors and Proposed Directors in the securities of the Company are as follows:

Relevant Director	No. Shares held directly	No. Shares held indirectly	No. Options held directly	No. Options held indirectly	Performance Shares held directly	Performance Shares held indirectly
Stuart Foster	Nil	3,547,618	Nil	Nil	Nil	Nil
Chris Francis	250,000	Nil	Nil	Nil	Nil	Nil
Matthew Foy	50,658	Nil	Nil	Nil	Nil	Nil
John Mactaggart	Nil	833,334	Nil	Nil	Nil	Nil

On Completion of the Offer and the Acquisition, the relevant interests of each of the Directors and Proposed Directors in the securities of the Company are as follows:

Relevant Director	No. Shares held directly	No. Shares held indirectly	No. Options held directly	No. Options held indirectly	Performance Shares held directly	Performance Shares held indirectly
Stuart Foster (resigning on completion of Acquisition)	Nil	3,547,618	Nil	Nil	Nil	Nil
Chris Francis (resigning on completion of Acquisition)	250,000	Nil	Nil	Nil	Nil	Nil
Matthew Foy (resigning as a director on completion of Acquisition)	50,658	Nil	Nil	Nil	Nil	Nil
Megan Boston (appointed on completion of Acquisition)	500,000	Nil	Nil	Nil	10,000,000 Class B Performance Shares	Nil
Kenneth Pickard (appointed on completion of Acquisition)	Nil	39,190,500	Nil	Nil	Nil	7,838,100 Class A Performance Shares
Ross Blair-Holt (appointed on completion of Acquisition)	Nil	11,238,150	Nil	Nil	Nil	2,247,630 Class A Performance Shares
Glenn Vassallo (appointed on completion of Acquisition)	Nil	25,238,100	Nil	Nil	Nil	5,047,620 Class A Performance Shares
John Mactaggart (appointed on completion of Acquisition)	Nil	833,334	Nil	Nil	Nil	Nil

3.6 DEEDS OF ACCESS, INDEMNITY AND INSURANCE

As permitted by the Constitution and subject to Completion of the Acquisition, the Company has or will enter into a deed of indemnity and access with each Director and Proposed Director (with effect upon their appointment) under which the Company agrees to:

- (a) indemnify the Directors against certain liabilities incurred while acting as a Director;
- (b) insure the Directors against certain risks to which the Directors are exposed as a Director; and

- (c) grant to the Directors a right of access to certain records of the Company,

for a period of up to 7 years after the Director ceases to be a director of the Company. These deeds of access, indemnity and insurance are in a usual form for documents of this nature.

The main risks the Company is exposed to under these agreements are that the Corporations Act or other legislation will alter in relation to how the Company is permitted to pay for insurance premiums for directors and officers insurance, or that indemnity provisions in relation to the liability of Directors will change under the Corporations Act. The agreements facilitate changes in the legislation by allowing what is permitted by law from time to time.

Shareholder approval has not been sought in relation to this financial benefit to the Directors because the indemnities exception in section 212 of the Corporations Act was considered by the Directors to apply at the time when each Director entered into the deed of access, indemnity and insurance.

3.7 CORPORATE GOVERNANCE

The primary responsibility of the Board is to represent and advance Shareholders' interests and to protect the interests of all stakeholders. To fulfil this role the Board is responsible for the overall corporate governance of the Company including its strategic direction, establishing goals for management and monitoring the achievement of these goals.

To the extent they are applicable, the Company has adopted The Corporate Governance Principles and Recommendations (3rd Edition) as published by the ASX Corporate Governance Council (Recommendations). As the Company's activities develop in size, nature and scope, the size of the Board and the corporate governance policies and structures will be given further consideration. In view of the size of the Company and the nature of its activities, the Board considers that the current board and committee structure is a cost effective and practical method of directing and managing the Company. The Board is committed to administering the policies and procedures with openness and integrity and pursuing the true spirit of corporate governance commensurate with the Company's needs.

Copies of the Company's corporate governance policies are available on the Company's website at www.omnimarkettide.com.

Following Re-quotation of the Company's shares on the ASX, it will be required to report any departures from the Recommendations in its annual financial report.

The Company's compliance and departures from the Recommendations as at the date of this Prospectus are set out below:

Principles and Recommendations	Explanation for Departure
Principle 1: Lay solid foundations for management and oversight	
Recommendation 1.1	Complies
A listed entity should disclose:	The Company's Corporate Governance Plan includes a Board Charter, which discloses the specific responsibilities of the Board.
(a) the respective roles and responsibilities of its board and management; and	The role of the Chairman and the Board's relationship with management are specifically set out in the Board Charter.
(b) those matters expressly reserved to the board and those delegated to management.	A copy of the Board Charter can be accessed at www.omnimarkettide.com
Recommendation 1.2	Complies
A listed entity should:	The Board Charter sets out the nomination responsibilities of the Board.
(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and	
(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	
Recommendation 1.3	Complies
A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	

DIRECTORS AND OTHER KEY PEOPLE, INTERESTS AND BENEFITS

Principles and Recommendations	Explanation for Departure
<p>Recommendation 1.4</p> <p>The company secretary of a listed entity should be accountable directly to the board, through the Chair, on all matters to do with the proper functioning of the board.</p>	<p>Complies</p>
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>Complies</p> <p>The Company has a compliant Diversity Policy.</p> <p>A copy of the Diversity Policy can be accessed at www.omnimarkettide.com</p>
<p>Recommendation 1.6</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Complies</p>

DIRECTORS AND OTHER KEY PEOPLE, INTERESTS AND BENEFITS

Principles and Recommendations	Explanation for Departure
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Complies</p>
<p>Principle 2: Structure the Board to add value</p>	
<p>Recommendation 2.1</p> <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>Does not comply</p> <p>The Company does not have a nomination committee.</p> <p>The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the establishment of a nomination committee.</p> <p>This Board and committee structure will be reviewed at the appropriate stages of the Company's development.</p> <p>The full Board maintains responsibility for ensuring the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p> <p>The full Board also maintains responsibility for Board succession.</p> <p>The nomination responsibilities of the Board are set out in the Board Charter. A copy of the Board Charter can be accessed at www.omnimarkettide.com</p>
<p>Recommendation 2.2</p> <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>Complies</p>

DIRECTORS AND OTHER KEY PEOPLE, INTERESTS AND BENEFITS

Principles and Recommendations	Explanation for Departure
<p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship that might cause doubts about their independence but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>Complies</p>
<p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	<p>The Company currently has 3 Directors, all of whom are independent directors.</p> <p>On Re-Quotation, the existing Directors will resign and 5 new Directors from GRT App will be appointed. As 3 of the 5 new Directors are officers of substantial Shareholders and one is the Managing Director, there will only one independent director. The Board intends to appoint an independent Director to act as non-executive Chairman as soon as practicable.</p> <p>Due to the Company's size, requirements and resources, the Board considers that the existing skills matrix of the Directors is highly appropriate.</p>
<p>Recommendation 2.5</p> <p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>Complies</p>
<p>Recommendation 2.6</p> <p>A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>Complies</p>
<p>Principle 3: Act Ethically and Responsibly</p>	
<p>Recommendation 3.1</p> <p>A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	<p>Complies</p> <p>The Company has a compliant Code of Conduct.</p> <p>A copy of the Code of Conduct can be accessed at www.omnimarkettide.com</p>

DIRECTORS AND OTHER KEY PEOPLE, INTERESTS AND BENEFITS

Principles and Recommendations	Explanation for Departure
Principle 4: Safeguard integrity in corporate reporting	
<p>Recommendation 4.1</p> <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ul style="list-style-type: none"> (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, <p>and disclose:</p> <ul style="list-style-type: none"> (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>Does not comply</p> <p>The Company does not have an audit committee.</p> <p>The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the establishment of an audit committee.</p> <p>This Board and committee structure will be reviewed at the appropriate stages of the Company's development.</p> <p>The full Board maintains responsibility for ensuring the Board independently verifies and safeguards the integrity of its corporate reporting.</p> <p>The full Board also maintains responsibility for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p> <p>These responsibilities of the Board are set out in the Board Charter. A copy of the Board Charter can be accessed at www.omnimarkettide.com</p>
<p>Recommendation 4.2</p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>Complies</p>
<p>Recommendation 4.3</p> <p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>Complies</p>

DIRECTORS AND OTHER KEY PEOPLE, INTERESTS AND BENEFITS

Principles and Recommendations	Explanation for Departure
Principle 5: Make timely and balanced disclosure	
Recommendation 5.1	Complies
A listed entity should:	The Company has a compliant Continuous Disclosure Policy.
(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and	A copy of the Continuous Disclosure Policy can be accessed at www.omnimarkettide.com
(b) disclose that policy or a summary of it.	
Principle 6: Respect the rights of security holders	
Recommendation 6.1	Complies
A listed entity should provide information about itself and its governance to investors via its website.	
Recommendation 6.2	Complies
A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	The Company has a compliant Shareholder Communication Policy.
	A copy of the Shareholder Communication Policy can be accessed at www.omnimarkettide.com
Recommendation 6.3	Complies
A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	
Recommendation 6.4	Complies
A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	
Principle 7: Recognise and manage risk	
Recommendation 7.1	Does not comply
The board of a listed entity should:	The Company does not have a risk management committee.
(a) have a committee or committees to oversee risk, each of which:	The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the establishment of a risk management committee.
(1) has at least three members, a majority of whom are independent directors; and	
(2) is chaired by an independent director,	The full Board maintains responsibility for overseeing the entity's risk management framework.
and disclose:	
(3) the charter of the committee;	These responsibilities of the Board are set out in the Board Charter. A copy of the Board Charter can be accessed at www.omnimarkettide.com
(4) the members of the committee; and	

DIRECTORS AND OTHER KEY PEOPLE, INTERESTS AND BENEFITS

Principles and Recommendations	Explanation for Departure
<p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	
<p>Recommendation 7.2</p> <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>Complies</p>
<p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>Complies</p> <p>The full Board maintains responsibility for evaluating and continually improving the effectiveness of the Company's risk management and internal control processes.</p> <p>These responsibilities of the Board are set out in the Board Charter. A copy of the Board Charter can be accessed at www.omnimarkettide.com</p>
<p>Recommendation 7.4</p> <p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>Complies</p> <p>The risks the Company faces are set out in Section 4 of this Prospectus.</p>
<p>Principle 8: Remunerate fairly and responsibly</p>	
<p>Recommendation 8.1</p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p>	<p>Does not comply</p> <p>The Company does not have a remuneration committee.</p> <p>The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the establishment of a remuneration committee.</p> <p>This Board and committee structure will be reviewed at the appropriate stages of the Company's development.</p>

DIRECTORS AND OTHER KEY PEOPLE, INTERESTS AND BENEFITS

Principles and Recommendations	Explanation for Departure
<p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>The full Board maintains responsibility for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p> <p>These responsibilities of the Board are set out in the Board Charter and the Remuneration Policy. A copy of the Board Charter and the Remuneration Policy can be accessed at www.omnimarkettide.com</p>
<p>Recommendation 8.2</p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>Complies</p> <p>The policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors are set out in the Remuneration Policy. A copy of the Remuneration Policy can be accessed at www.omnimarkettide.com</p>
<p>Recommendation 8.3</p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>Complies</p>

3.8 DIRECTOR RELATED PARTY TRANSACTIONS

- (a) Mr Matthew Foy is Compliance Director of Minerva Corporate Pty Ltd, a company that provides accounting and company secretarial services to SWW. As at the date of this Prospectus, the Company has paid \$53,250 to Minerva Corporate Pty Ltd for services rendered during the past 2 years. Minerva Corporate Pty Ltd has provided these services on normal commercial terms. The Directors resolved (with the exception of Mr Foy who has an interest in the matter) that the services provided to the Company were on an arms' length basis and that the amounts paid by the Company to Minerva Corporate Pty Ltd were not more than the Company would expect to pay for those services to an unrelated party so that Shareholder approval was not required.
- (b) Mr Stuart Foster and Mr Chris Francis are both directors of Foster Stockbroking, which has been appointed as Lead Manager to the Offer. The terms of the mandate are summarised in Section 6. The Directors resolved (with the exception of Mr Foster and Mr Francis who have an interest in the matter) that the services provided to the Company were on an arms' length basis and that the amounts paid by the Company to Foster Stockbroking were not more than the Company would expect to pay for those services to an unrelated party so that Shareholder approval was not required.



Share Price

OMT (ASK)
0.5750

Today
High
Low
0.5750
0.5750
0.5750

Share Price



Volume



Trade History

Open	\$38.36	Volume	2,349,871
High	\$39.51	Low	\$38.23
52w High	\$40.97	52w Low	\$36.23

4.1 INTRODUCTION

An investment in SWW involves various risks and should be considered speculative. SWW's business activities are subject to risk factors both specific to its business activities and of a general nature. While some of these risks can be mitigated by the use of appropriate safeguards and systems, many are outside the control of SWW and cannot be mitigated.

Before deciding whether to invest in Shares, prospective investors should carefully consider the risk factors described below, together with all other information contained in this Prospectus. If any of these risks and uncertainties, together with the possible additional risks and uncertainties of which the Directors are currently unaware or which they consider not to be material in relation to SWW's business, actually occur, SWW's business, financial position or operating results could be materially and adversely affected.

In addition, potential investors should be aware that the value of shares on the ASX may rise and fall depending on a range of factors that may affect the market price of the Shares. These include local, regional and global economic conditions and sentiment towards equity markets in general. The Shares issued under this Prospectus carry no guarantee with respect to profitability, the payment of dividends, return of capital or the price at which the Shares may trade on the ASX.

It should be noted that the list is not exhaustive and that certain other risk factors may apply.

You should carefully consider the risks and uncertainties set out below and the information contained elsewhere in this Prospectus before you decide whether to apply for Shares. You should also seek your own professional advice in relation to the risks associated with an investment in SWW and should make your own assessment as to whether to invest in SWW.

4.2 KEY RISKS TO AN INVESTMENT IN SWW

The key risks which the Directors consider are associated with an investment in the Company are identified in Section 1 of this Prospectus and again listed below.

Re-quotations of Shares on ASX

The ASX has determined that the 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-quotations 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.

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 GRT App will achieve commercial viability through the successful implementation of its business plans. Accordingly, on completion of the Acquisition 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.

While GRT App is currently finalising the first deployment of the investor relations component of the OMT App, the Company does not yet have any clients who have agreed to implement the voting functions of the OMT App. There is a risk that the willingness of companies to implement the OMT App's full functionality or the commercial terms on which they are willing to do so, will not be sufficient to support a viable business.

Reliance on core information technology and other systems

The availability and success of the Omni Market Tide 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 to 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.

Competition risk

On completion of the Acquisition, the Company 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 are no significant barriers to entry and the Company relies on being the first mover. It is a risk that the Company may not be able to continue to compete. The potential exists for the nature and extent of the competition to change rapidly, which may cause loss to the Company or significantly impact its prospects of success.

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 adversely impact the Company's margins and revenue.

The successful and timely implementation of the OMT App, and in particular the direct voting functionality, may be dependent on the cooperation of the client's share registry and the ease with which the registry can integrate. While the respective client owns the data and may instruct their registry to cooperate, the deployment and success is dependent on their cooperation for the direct voting functionality to be effective. A failure in this regard may impact the OMT App's success and therefore, may potentially adversely affect the business of the Company.

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 Managing Director and/or management personnel could impact the ability of the Company to perform.

Customer take up

GRT App's focus to date has been on securing contracts with highly reputable Australian businesses and gaining initial market recognition via such high profile associations and referral networks. GRT App has secured an ASX10 lead customer for the investor relations functionality of the App and is presently in discussions with other major ASX listed entities. There is no guarantee that the prospective clients will take up all or some of the product and service offering on a long term basis or that the Lead Customer will renew its contract or expand its current product uptake.

Similarly, the Company must maintain its service quality and close relationships with its lead customer and prospective clients in order to maintain and secure their ongoing patronage. Failure to maintain, expand and secure additional clients could have a material negative impact on the Company's revenue and operating results.

4.3 OTHER RISKS SPECIFIC TO THE COMPANY

New technology

GRT App understands that no ASX200 company presently utilises a specialised communications platform akin to the Omni Market Tide application. While mobile technology and android applications are commonplace in the Australian market and investor relations is not a new concept or market, the Company's success depends on how readily key decision-makers embrace the Company's product and services offered and the alternative method of communicating with shareholders and the market.

Availability of IT staff

The business of the Company on completion of the Acquisition 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 Company'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

On completion of the Acquisition, the Company's business will utilise 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 and 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.

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. If the Company's efforts to combat any malicious attack are unsuccessful or if the platform has actual or perceived vulnerabilities, the Company's business reputation and brand name may be harmed, potentially having a material adverse effect on the Company's operations and financial position.

Shortage of funding

The funds raised under the Offer 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 of its software code and customer records, including protection and restriction on physical access.

The Company will encourage employee retention through the use of competitive long-term employment contracts, confidentiality, non-competition 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 adversely impact the Company's margins and revenue.

Legal and regulatory risks

GRT App's business activities are subject to applicable local laws, regulations and the relevant conditions applying in each jurisdiction in which the Company 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 may not have 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.

4.4 GENERAL INVESTMENT 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 ASX 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.

Changes to the rate of taxes imposed on SWW are likely to affect Shareholder returns. In addition, an interpretation of Australian taxation laws by the Australian Taxation Office that differs to SWW's interpretation may lead to an increase in SWW's taxation liabilities.

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INVESTIGATING ACCOUNTANT'S REPORT



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Australia

1 May 2015

The Directors
SWW Energy Limited
Office J, Level 2 1139 Hay Street
West Perth WA 6005

Dear Directors

INVESTIGATING ACCOUNTANT'S REPORT

1. Introduction

BDO Corporate Finance (WA) Pty Ltd ('BDO') has been engaged by SWW Energy Limited ('SWW' or the 'the Company') to prepare this Investigating Accountant's Report ('Report') in relation to certain financial information of SWW for inclusion in the Prospectus. The Prospectus is required under Australian Securities Exchange ('ASX') requirements for SWW to re-comply with Chapters 1 and 2 of the ASX Listing Rules, as a result of the Company agreeing to acquire the entire issued share capital of GRT App Pty Ltd ('GRT App').

Broadly, the Prospectus will offer up to 50 million Shares post consolidation shares at an issue price of \$0.10 each to raise up to \$5 million before costs ('the Offer'). The Offer is subject to a minimum subscription level of 30 million Shares to raise \$3 million. The Offer will also entitle Shareholders to one free attaching option exercisable at \$0.10 on or before 31 December 2018, for every two share subscribed.

The Company will hold its Annual General Meeting ('AGM') whereby, among other things, Shareholders will vote on the consolidation of the Company's share capital on a 1 for 20 basis, with any fractional entitlements being rounded up to the nearest whole share ('Capital Consolidation'). All references to shares on issue in our Report are on a post Capital Consolidation basis unless otherwise stated. At the AGM to be held, the Company will also propose to change its name from SWW Energy Limited to Omni Market Tide Limited.

Expressions defined in the Prospectus have the same meaning in this Report. BDO Corporate Finance (WA) Pty Ltd ('BDO') holds an Australian Financial Services Licence (AFS Licence Number 316158).

This Report has been prepared for inclusion in the Prospectus. We disclaim any assumption of responsibility for any reliance on this Report or on the Financial Information to which it relates for any purpose other than that for which it was prepared.

2. Scope

You have requested BDO to perform a limited assurance engagement in relation to the historical and pro forma historical financial information described below and disclosed in the Prospectus.

The historical and pro forma historical financial information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act 2001.

You have requested BDO to review the following historical financial information (together the 'Historical Financial Information') of SWW and GRT App included in the Prospectus:

- the Statement of Profit or Loss and Other Comprehensive Income for the period ended 31 December 2014;
- the Statement of Financial Position as at 31 December 2014; and
- the Statement of Changes in Equity as at 31 December 2014.

The Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards and the company's

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adopted accounting policies. The Historical Financial Information has been extracted from the financial report of SWW for the year ended 31 December 2014, which was reviewed by BDO Audit (WA) Pty Ltd in accordance with the Australian Auditing Standards. BDO Audit (WA) Pty Ltd issued an unmodified audit opinion on the financial report.

The Historical Financial Information has been extracted from the financial report of GRT App for the year ended 31 December 2014 on which we have undertaken review procedures. GRT App was audited at 30 June 2014 by Jessups Accountants and Business Advisers, an unqualified audit opinion was issued but an emphasis of matter was included setting out that that the financial statements are special purpose financial statements.

Pro Forma Historical Financial Information

You have requested BDO to review the following pro forma historical financial information (together the ‘**Pro Forma Historical Financial Information**’) of SWW included in the Prospectus:

- the pro forma historical Statement of Financial Position as at 31 December 2014; and
- the pro forma historical Statement of Changes in Equity as at 31 December 2014.

The Pro Forma Historical Financial Information has been derived from the historical financial information of SWW, after adjusting for the effects of the subsequent events described in section 6 of this Report and the pro forma adjustments described in section 7 of this Report. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the events or transactions to which the pro forma adjustments relate, as described in section 7 of this Report, as if those events or transactions had occurred as at the date of the Historical Financial Information. Due to its nature, the Pro Forma Historical Financial Information does not represent the company’s actual or prospective financial position or financial performance.

The Pro Forma Historical Financial Information has been compiled by SWW to illustrate the impact of the events or transactions described in Section 6 and Section 7 of the Report on SWW’s financial position as at 31 December 2014. As part of this process, information about SWW’s financial position has been extracted by SWW from SWW’s financial statements for the year ended 31 December 2014.

The Pro Forma Historical Financial Information incorporates the completion of the acquisition of GRT App whereby the Company will issue:

- 150 million new Ordinary Shares; and
- 30 million Class A Performance Shares.

as consideration for a 100% interest in GRT App (**‘the Acquisition’**). The Class A Performance Shares will convert into ordinary shares upon the following conditions being met:

- 7.5 million Class A Performance Shares will convert into 7.5 million Ordinary Shares if the audited revenue of GRT App during any financial year is equal to or greater than \$3 million;
- 7.5 million Class A Performance Shares will convert into 7.5 million Ordinary Shares if the audited revenue of GRT App during any financial year is equal to or greater than \$4 million;
- 7.5 million Class A Performance Shares will convert into 7.5 million Ordinary Shares if the audited revenue of GRT App during any financial year is equal to or greater than \$6 million; and
- 7.5 million Class A Performance Shares will convert into 7.5 million Ordinary Shares if the audited revenue of GRT App during any financial year is equal to or greater than \$8 million.

The Class A Performance Shares with hurdles identified under (i), (ii) and (iii) above must be met on or before 31 December 2018. The Class A Performance Shares with hurdles identified under (iv) above must be met on or before 5 years after the issue date of the Class A Performance Shares.

The Company will also issue 10 million Class B Performance Shares to the proposed Managing Director, Megan Boston. The Class B Performance Shares will convert into ordinary shares upon the following conditions being met:

- 2.5 million Class B Performance Shares will convert into 2.5 million Ordinary 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 day trading period;
- 2.5 million Class B Performance Shares will convert into 2.5 million Ordinary 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 day trading period;
- 2.5 million Class B Performance Shares will convert into 2.5 million Ordinary 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 day trading period; and

- (iv) 2.5 million Class B Performance Shares will convert into 2.5 million Ordinary 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 day trading period.

All Class B Performance Share hurdles must be met on or before 31 December 2018.

3. Director's responsibility

The directors of SWW are responsible for the preparation and presentation of the Historical Financial Information and Pro Forma Historical Financial Information, including the selection and determination of pro forma adjustments made to the Historical Financial Information and included in the Pro Forma Historical Financial Information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of Historical Financial Information and Pro Forma Historical Financial Information are free from material misstatement, whether due to fraud or error.

4. Our responsibility

Our responsibility is to express limited assurance conclusions on the Historical Financial Information and the Pro Forma Historical Financial Information. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

Our limited assurance procedures consisted of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A limited assurance engagement is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in a reasonable assurance engagement. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or limited assurance reports on any financial information used as a source of the financial information.

5. Conclusion

Historical Financial Information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Historical Financial Information, as described in the Appendices to this Report, and comprising:

- the Statement of Profit or Loss and Other Comprehensive Income of SWW and GRT App for the period ended 31 December 2014;
- the Statement of Financial Position of SWW and GRT App as at 31 December 2014; and
- the Statement of Changes in Equity of SWW and GRT App as at 31 December 2014,

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 2 of this Report.

Pro Forma Historical Financial information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information as described in the Appendices to this Report, and comprising:

- the pro forma historical Statement of Financial Position of SWW as at 31 December 2014; and
- the pro forma historical Statement of Changes in Equity of SWW as at 31 December 2014;

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 2 of this Report.

6. Subsequent Events

Apart from the matters dealt with in this Report, and having regard to the scope of this Report and the information provided by the Directors, to the best of our knowledge and belief no material transaction or event, outside of the ordinary business of SWW, has come to our attention that would require comment on, or adjustment to, the information referred to in our Report or that would cause such information to be misleading or deceptive.

7. Assumptions Adopted in Compiling the Pro-forma Statement of Financial Position

The pro forma historical Statement of Financial Position is shown in Appendix 2. This has been prepared based on the financial statements as at 31 December 2014, the subsequent events set out in Section 6, and the following transactions and events relating to the issue of Shares under this Prospectus:

- The Company will complete the Capital Consolidation on a 1 for 20 basis;
- The Company will change its name from SWW Energy Limited to Omni Market Tide Limited;
- The issue of 50 million Shares (and 25 million free attaching options) at an offer price of \$0.10 each to raise \$5 million before costs based on the maximum subscription or the issue of 30 million Shares (and 15 million free attaching options) at an offer price of \$0.10 each to raise \$3 million before costs based on the minimum subscription, pursuant to the Offer;
- Costs of the Offer are estimated to be \$440,547 based on the maximum subscription or \$318,416 based on the minimum subscription, which are to be offset against the contributed equity;
- The issue of 150 million Ordinary Shares and the issue of 30 million Class A Performance Shares to the vendors in consideration for the acquisition of all of the issued capital of GRT App; and
- The issue of 500,000 Ordinary Shares and 10 million Class B Performance Shares to Megan Boston for nil consideration. The Ordinary Shares have been valued at the Offer issue price of \$0.10 per share with a total value of \$50,000. The 10 million Class B Performance Shares have been valued at \$464,500.

8. Independence

BDO is a member of BDO International Ltd. BDO does not have any interest in the outcome of the Offer other than in connection with the preparation of this Report and participation in due diligence procedures, for which professional fees will be received. BDO is the auditor of SWW and from time to time, BDO also provides SWW with certain other professional services for which normal professional fees are received.

9. Disclosures

This Report has been prepared, and included in the Prospectus, to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to be a substitute for professional advice and potential investors should not make specific investment decisions in reliance on the information contained in this Report. Before acting or relying on any information, potential investors should consider whether it is appropriate for their objectives, financial situation or needs.

Without modifying our conclusions, we draw attention to Section 2 of this Report, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

BDO has consented to the inclusion of this Report in the Prospectus in the form and context in which it is included. At the date of this Report this consent has not been withdrawn. However, BDO has not authorised the issue of the Prospectus. Accordingly, BDO makes no representation regarding, and takes no responsibility for, any other statements or material in or omissions from the Prospectus.

Yours faithfully

BDO Corporate Finance (WA) Pty Ltd



Adam Myers

Director

APPENDIX 1
SWW ENERGY LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Audited for the year ended 31-Dec-14 \$
Revenue from continuing operations:	
Other income	9,911
Interest income	13,172
	<u>23,083</u>
Administration	(66,273)
Audit fees	(24,708)
Corporate administration	(45,935)
Occupancy	(3,000)
Other	(5,072)
Loss before income tax expense	(121,905)
Income tax expense	-
Loss after income tax	(121,905)

This statement of profit or loss and other comprehensive income shows the historical financial performance of Company and is to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 4 and the prior year financial information set out in Appendix 5 and Appendix 6. Past performance is not a guide to future performance.

APPENDIX 2
SWW ENERGY LIMITED
CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	SWW Energy	GRT App	Pro-forma adjustments		Pro-forma after issue	
		Audited as at 31-Dec-14 \$	Reviewed as at 31-Dec-14 \$	\$3 million raising	\$5 million raising	\$3 million raising	\$5 million raising
CURRENT ASSETS							
Cash and cash equivalents	2	666,545	319,677	2,681,584	4,559,453	3,667,806	5,545,675
Loans and other receivables	3	549,397	-	(500,000)	(500,000)	49,397	49,397
Other current assets		6,715	7,099	-	-	13,814	13,814
TOTAL CURRENT ASSETS		<u>1,222,657</u>	<u>326,776</u>	<u>2,181,584</u>	<u>4,059,453</u>	<u>3,731,017</u>	<u>5,608,886</u>
TOTAL ASSETS		<u>1,222,657</u>	<u>326,776</u>	<u>2,181,584</u>	<u>4,059,453</u>	<u>3,731,017</u>	<u>5,608,886</u>
CURRENT LIABILITIES							
Trade and other payables		43,210	-	-	-	43,210	43,210
TOTAL CURRENT LIABILITIES		<u>43,210</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>43,210</u>	<u>43,210</u>
NON-CURRENT LIABILITIES							
Convertible note	4	-	500,000	(500,000)	(500,000)	-	-
TOTAL NON-CURRENT LIABILITIES		<u>-</u>	<u>500,000</u>	<u>(500,000)</u>	<u>(500,000)</u>	<u>-</u>	<u>-</u>
TOTAL LIABILITIES		<u>43,210</u>	<u>500,000</u>	<u>(500,000)</u>	<u>(500,000)</u>	<u>43,210</u>	<u>43,210</u>
NET ASSETS/(LIABILITIES)		<u>1,179,447</u>	<u>(173,224)</u>	<u>2,681,584</u>	<u>4,559,453</u>	<u>3,687,807</u>	<u>5,565,676</u>
EQUITY							
Issued capital	5	2,580,764	370,902	2,808,266	4,686,135	5,759,932	7,637,801
Reserves	6	552,000	-	(87,500)	(87,500)	464,500	464,500
Accumulated losses	7	(1,953,317)	(544,126)	(39,182)	(39,182)	(2,536,625)	(2,536,625)
TOTAL EQUITY		<u>1,179,447</u>	<u>(173,224)</u>	<u>2,681,584</u>	<u>4,559,453</u>	<u>3,687,807</u>	<u>5,565,676</u>

The pro-forma consolidated statement of financial position after the Offer is as per the statement of financial position before the Offer adjusted for any subsequent events and the transactions relating to the issue of shares pursuant to this Prospectus. The statement of financial position is to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 4 and the prior year financial information set out in Appendix 5 and Appendix 6.

APPENDIX 3
SWW ENERGY LIMITED
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Notes	SWW Energy	GRT App	Pro-forma adjustments		Pro-forma after issue	
		Audited as at	Reviewed as at	\$3 million	\$5 million	\$3 million	\$5 million
		31-Dec-14	31-Dec-14	raising	raising	raising	raising
		\$	\$	\$	\$	\$	\$
Opening balance		(1,831,412)	(353,660)	-	-	(2,185,072)	(2,185,072)
<i>Comprehensive income for the period</i>							
Profit/(Loss) for the period	7	(121,905)	(190,466)	(39,182)	(39,182)	(351,553)	(351,553)
Total comprehensive income for the period		(1,953,317)	(544,126)	(39,182)	(39,182)	(2,536,625)	(2,536,625)
<i>Transactions with equity holders in their capacity as equity holders</i>							
Contributed equity, net of transaction costs	5	2,580,764	370,902	2,808,266	4,686,135	5,759,932	7,637,801
Reserves	6	552,000	-	(87,500)	(87,500)	464,500	464,500
Total transactions with equity holders		3,132,764	370,902	2,720,766	4,598,635	6,224,432	8,102,301
Balance		1,179,447	(173,224)	2,681,584	4,559,453	3,687,807	5,565,676

The above consolidated statement of changes in equity is to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 4 and the prior year financial information set out in Appendix 5 and Appendix 6.

APPENDIX 4
SWW ENERGY LIMITED
NOTES TO AND FORMING PART OF THE HISTORICAL FINANCIAL INFORMATION

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted in the preparation of the historical financial information included in this Report have been set out below.

Basis of preparation of historical financial information

The historical financial information has been prepared in accordance with the recognition and measurement, but not all the disclosure requirements of the Australian equivalents to International Financial Reporting Standards ('AIFRS'), other authoritative pronouncements of the Australian Accounting Standards Board, Australian Accounting Interpretations and the Corporations Act 2001.

The financial information has also been prepared on a historical cost basis, except for derivatives and available-for-sale financial assets that have been measured at fair value. The carrying values of recognised assets and liabilities that are hedged are adjusted to record changes in the fair value attributable to the risks that are being hedged. Non-current assets and disposal group's held-for-sale are measured at the lower of carrying amounts and fair value less costs to sell.

Going Concern

The historical financial information has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

The ability of the Company to continue as a going concern is dependent on the success of the fundraising under the Prospectus. The Directors believe that the Company will continue as a going concern. As a result the financial information has been prepared on a going concern basis. However should the fundraising under the Prospectus be unsuccessful, the entity may not be able to continue as a going concern. No adjustments have been made relating

to the recoverability and classification of liabilities that might be necessary should the Company not continue as a going concern.

Reporting Basis and Conventions

The report is also prepared on an accrual basis and is based on historic costs and does not take into account changing money values or, except where specifically stated, current valuations of non-current assets.

The following is a summary of the material accounting policies adopted by the company in the preparation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

a) Revenue recognition

Sales revenue comprises revenue earned (net of returns, discounts and allowances) from the sale of goods or provision of services to entities outside the company.

Sale of goods - Revenue from the sale of goods is recognised when all significant risks and rewards of ownership have been transferred to the buyer. In most cases this coincides with the transfer of legal title or the passing of possession to the buyer.

Interest revenue is recognised using the effective interest method. It includes the amortisation of any discount or premium. The revenue is recognised over the time the interest is earned.

Dividend revenue is recognised when the right to receive a dividend has been established.

b) Goods and services tax

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

c) Income tax

The income tax expense or revenue for the year is the tax payable on the current year's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill.

Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

SWW and its wholly owned Australian controlled entity have implemented the tax consolidation legislation. As a consequence, these entities are taxed as a single entity and the deferred tax assets and liabilities of these entities are set off in the consolidated financial statements.

Current and deferred tax is recognised in profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

d) Impairment of assets

At each reporting date, the company determines whether there is any indication that assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the Statement of Profit or Loss and Other Comprehensive Income.

Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

e) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank Notes to the financial statements for the year ended 31 December 2014 overdrafts are shown within short-term borrowings in current liabilities on the statement of financial position.

f) Financial instruments

Recognition

Financial instruments are initially measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method.

Financial liabilities

Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation.

Impairment

At each reporting date, the company assesses whether there is objective evidence that a financial instrument has been impaired. Any impairment losses are recognised in the Statement of Profit or Loss and Other Comprehensive Income.

g) Employee entitlements

The Company's liability for employee entitlements arising from services rendered by employees to reporting date is recognised in other payables. Employee entitlements expected to be settled within one year together with entitlements arising from wages and salaries, and annual leave which will be settled within one year, have been measured at their nominal amount and include related on-costs.

h) Trade and other receivables

Receivables are initially recognised at fair value and subsequently measured at amortised cost, less provision for doubtful debts. Current receivables for GST are due for settlement within 30 days and other current receivables within 12 months. Cash on deposit is not due for settlement until rights of tenure are forfeited or performance obligations are met.

i) Trade and other payables

Trade payables and other payables are carried at cost and represent liabilities for goods and services provided to the Company prior to the end of the financial period that are unpaid and arise when the Company becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and usually paid within 30 days of recognition.

j) Contributed equity

Issued and paid up capital is recognised at the fair value of the consideration received by the company. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

k) Accounting estimates and judgements

In the process of applying the accounting policies, management has made certain judgements or estimations which have an effect on the amounts recognised in the financial information.

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that have a significant risk causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

Valuation of share based payment transactions

The valuation of share-based payment transactions is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using the Black Scholes model taking into account the terms and conditions upon which the instruments were granted.

Options

The fair value of options issued is determined using the Black-Scholes model, taking into account the terms and conditions upon which the options were granted.

	Reviewed 31-Dec-14	Pro forma after Offer	
		\$3 million	\$5 million
NOTE 2. CASH AND CASH EQUIVALENTS	\$	\$	\$
Cash and cash equivalents	666,545	3,667,806	5,545,675
<i>Adjustments to arise at the pro-forma balance:</i>			
Audited balance of SWW at 31 December 2014		666,545	666,545
Reviewed balance of GRT App at 31 December 2014		319,677	319,677
<i>Pro-forma adjustments:</i>			
Proceeds from shares issued under this Prospectus		3,000,000	5,000,000
Capital raising costs		(318,416)	(440,547)
		2,681,584	4,559,453
Pro-forma Balance		3,667,806	5,545,675

	Reviewed 31-Dec-14	Pro-forma after Offer
NOTE 3. LOANS AND OTHER RECEIVABLES	\$	\$
Loans and other receivables	549,397	49,397
<i>Adjustments to arise at the pro-forma balance:</i>		
Audited balance of SWW at 31 December 2014		549,397
Reviewed balance of GRT App at 31 December 2014		-
<i>Pro-forma adjustments:</i>		
Elimination of loan between SWW and GRT App		(500,000)
		(500,000)
Pro-forma Balance		49,397

	Reviewed 31-Dec-14	Pro-forma after Offer
	\$	\$
NOTE 4. CONVERTIBLE LOANS		
Convertible loans	-	-
<i>Adjustments to arise at the pro-forma balance:</i>		
Audited balance of SWW at 31 December 2014		-
Reviewed balance of GRT App at 31 December 2014		500,000
<i>Pro-forma adjustments:</i>		
Elimination of loan between SWW and GRT App		(500,000)
		(500,000)
Pro-forma Balance		-

	Reviewed 31-Dec-14	Pro forma after Offer		
	\$	\$3 million	\$5 million	
	\$	\$	\$	
NOTE 5. ISSUED CAPITAL				
Issued capital	2,580,764	5,759,932	7,637,801	
	Number of	Number of		
	shares (min)	shares (max)		
			\$	
			\$	
Fully paid ordinary share capital of SWW as at 31 December 2014	531,372,319	531,372,319	2,580,764	2,580,764
Completion of Capital Consolidation on a 1 for 20 basis	26,568,616	26,568,616	2,580,764	2,580,764
Fully paid ordinary share capital of GRT App as at 31 December 2014	1,000,000	1,000,000	370,902	370,902
<i>Pro-forma adjustments:</i>				
Proceeds from shares issued under the Public Offer	30,000,000	50,000,000	3,000,000	5,000,000
Capital raising costs	-	-	(318,416)	(440,547)
Issue of Ordinary Shares to the Vendors for the Acquisition	150,000,000	150,000,000	2,657,446	2,657,446
Elimination of SWW's issued capital upon Acquisition (see Note 8)	-	-	(2,580,764)	(2,580,764)
Issue of Shares to Megan Boston	500,000	500,000	50,000	50,000
	180,500,000	200,500,000	2,808,266	4,686,135
Pro-forma Balance	207,068,616	227,068,616	5,759,932	7,637,801

	Reviewed 31-Dec-14	Pro forma after Offer
	\$	\$
NOTE 6. RESERVES		
Reserves	552,000	464,500
<i>Adjustments to arise at the pro-forma balance:</i>		
Audited balance of SWW at 31 December 2014		552,000
Reviewed balance of GRT App at 31 December 2014		-
<i>Pro-forma adjustments:</i>		
Elimination of SWW's reserves upon Acquisition (see Note 8)		(552,000)
Issue of Performance Shares to Megan Boston		464,500
		(87,500)
Pro-forma Balance		464,500

The Class B Performance Shares issued to Megan Boston will convert into fully paid ordinary shares upon the satisfaction of the milestones outlined in section 2 of this Report. The fair value of the each tranche of the Class B Performance Shares to be issued has been calculated. The following inputs were used:

Class B Performance Shares	Number	Expiry date	Share price condition	Underlying share price	Value of tranche
Performance Hurdle 1	2,500,000	31-Dec-18	VWAP > \$0.20	\$ 0.10	\$ 176,250
Performance Hurdle 2	2,500,000	31-Dec-18	VWAP > \$0.30	\$ 0.10	\$ 125,750
Performance Hurdle 3	2,500,000	31-Dec-18	VWAP > \$0.40	\$ 0.10	\$ 92,500
Performance Hurdle 4	2,500,000	31-Dec-18	VWAP > \$0.50	\$ 0.10	\$ 70,000
					\$ 464,500

	Reviewed 31-Dec-14	Pro forma after Offer
NOTE 7. ACCUMULATED LOSSES	\$	\$
Accumulated losses	(1,953,317)	(2,536,625)
<i>Adjustments to arise at the pro-forma balance:</i>		
Audited balance of SWW at 31 December 2014		(1,953,317)
Reviewed balance of GRT App at 31 December 2014		(544,126)
<i>Pro-forma adjustments:</i>		
Elimination of SWW's accumulated losses upon Acquisition (see Note 8)		1,953,317
Amount recognised as ASX listing expense upon Acquisition		(1,477,999)
Issue of Shares to Megan Boston		(50,000)
Issue of Performance Shares to Megan Boston		(464,500)
		(39,182)
Pro-forma Balance		(2,536,625)

NOTE 8: ACQUISITION ACCOUNTING

Provisional accounting for the Acquisition

A summary of the details with respect to the Acquisition as included in our Report is set out below. These details have been determined for the purpose of the pro-forma adjustments as at 31 December 2014, and will require re-determination based on the identifiable assets and liabilities as at the successful acquisition date, which may result in changes to the value as disclosed below.

Under the Acquisition, SWW acquires all the shares in GRT App by issuing 150 million Ordinary Shares and 30 million Class A Performance Shares (post Capital Consolidation) in SWW to GRT App shareholders, giving GRT App a controlling interest in SWW and equating to a controlling interest in the combined entity following the Acquisition. SWW has thus been deemed the acquirer for accounting purposes as it will own approximately 84.95% (150,000,000 / 176,568,616) of the consolidated entity. The acquisition of GRT App by SWW is not deemed to be a business combination, as SWW is not considered to be a business under AASB 3 *Business Combinations*.

As such the consolidation of these two companies is on the basis of the continuation of GRT App with no fair value adjustments, whereby GRT App is deemed to be the accounting parent. Therefore the most appropriate treatment for the transaction is to account for it under AASB 2 *Share Based Payments*, whereby GRT App is deemed to have issued shares to SWW shareholders in exchange for the net assets held by SWW.

In this instance, the value of the SWW shares provided has been determined as the notional number of equity instruments that the shareholders of GRT App would have had to issue to SWW to give the owners of SWW the same percentage ownership in the combined entity. We have deemed this to be \$2,657,446.

The pre-acquisition equity balances of SWW are eliminated against this increase in Share Capital upon consolidation and the balance is deemed to be the amount paid for the ASX listing status of SWW, being \$1,477,999.

The net assets acquired, and the amount recognised as an ASX listing expense, are as follows:

NOTE 8. ACQUISITION	Acquiree's carrying amount before Acquisition (\$)
Net assets acquired:	
Cash and cash equivalents	666,545
Loans and other receivables	549,397
Other current assets	6,715
Trade and other payables	(43,210)
Net assets of SWW as at 31 December 2014	1,179,447
Fair value of SWW consideration shares and performance shares	2,657,446
Total net assets acquired	1,179,447
Amount recognised as ASX listing expense upon Acquisition	(1,477,999)

NOTE 9: RELATED PARTY DISCLOSURES

Transactions with Related Parties and Directors Interests are disclosed in the Prospectus.

NOTE 10: COMMITMENTS AND CONTINGENCIES

At the date of the report no material commitments or contingent liabilities exist that we are aware of, other than those disclosed in the Prospectus.

**APPENDIX 5
SWW ENERGY LIMITED
HISTORICAL FINANCIAL INFORMATION**

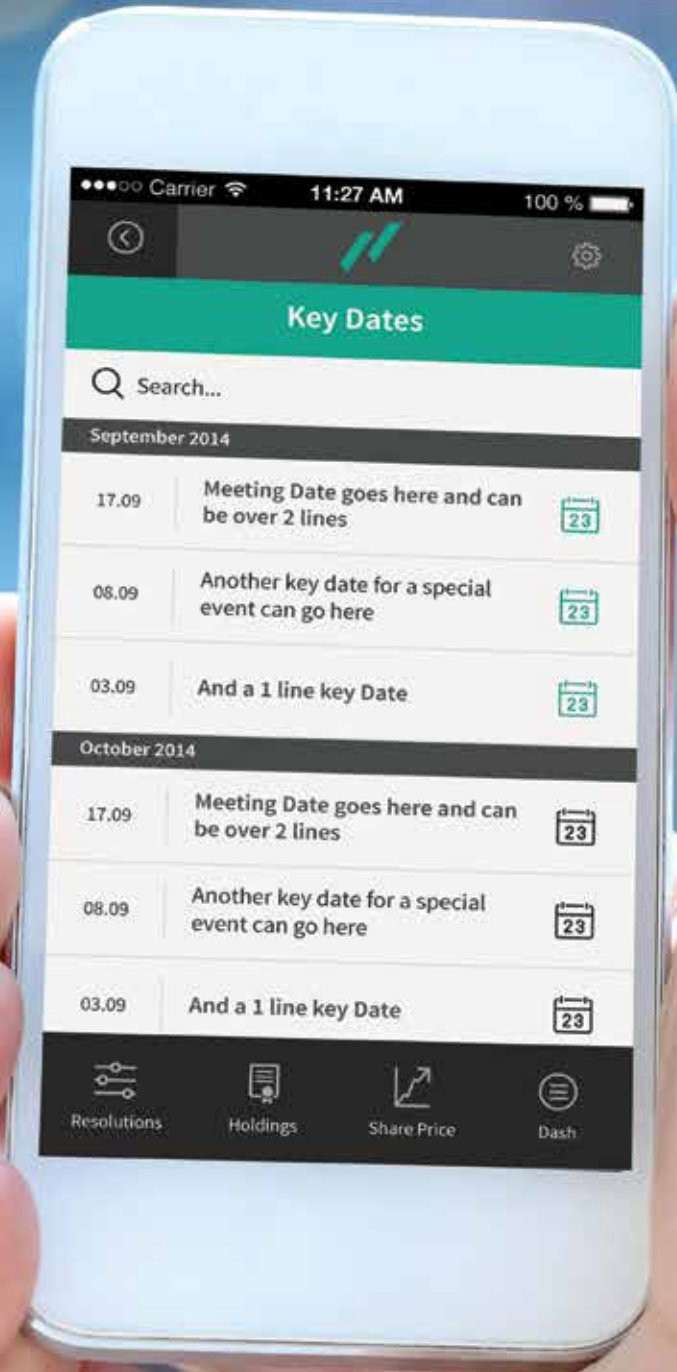
Historical Statement of Financial Position	Audited as at 31-Dec-13 \$	Audited as at 31-Dec-12 \$
CURRENT ASSETS		
Cash and cash equivalents	799,678	675,447
Loans and other receivables	30,992	47,140
Other current assets	5,280	30,625
TOTAL CURRENT ASSETS	835,950	753,212
TOTAL ASSETS	835,950	753,212
CURRENT LIABILITIES		
Trade and other payables	30,810	50,005
TOTAL CURRENT LIABILITIES	30,810	50,005
TOTAL LIABILITIES	30,810	50,005
NET ASSETS	805,140	703,207
EQUITY		
Issued capital	2,084,552	1,792,353
Reserves	552,000	552,000
Accumulated losses	(1,831,412)	(1,641,146)
TOTAL EQUITY	805,140	703,207

Historical Statement of Profit or Loss and Other Comprehensive Income	Audited for the year ended 31-Dec-13	Audited for the year ended 31-Dec-12
	\$	\$
Other income	16,295	2,822
Interest income	13,117	32,418
	29,412	35,240
Accounting and tax	(20,458)	(24,098)
Audit fees	(29,289)	(26,196)
Consulting fees	(2,804)	(90,986)
Corporate administration	(51,301)	(80,395)
Directors fees	(44,371)	(108,000)
Employee benefits	(18,142)	(61,805)
Finance costs	(1)	(1)
Insurance	(11,176)	(9,814)
Legal	(1,265)	(20,018)
Occupancy	(38,544)	(42,696)
Project costs	-	(31,764)
Travel	-	(3,777)
Other	(2,327)	(15,300)
Loss before income tax expense	(190,266)	(479,610)
Income tax expense	-	-
Loss after income tax	(190,266)	(479,610)

**APPENDIX 6
GRT APP PTY LTD
HISTORICAL FINANCIAL INFORMATION**

Historical Statement of Financial Position	Audited as at 30-Jun-14
	\$
CURRENT ASSETS	
Cash and cash equivalents	30
TOTAL CURRENT ASSETS	30
TOTAL ASSETS	30
CURRENT LIABILITIES	
Accrued expenses	(353,661)
TOTAL CURRENT LIABILITIES	(353,661)
TOTAL LIABILITIES	(353,661)
NET ASSETS	353,691
EQUITY	
Issued capital	30
Accumulated losses	(353,661)
TOTAL EQUITY	(353,631)

Historical Statement of Profit or Loss and Other Comprehensive Income	Reviewed for the six months ended 31-Dec-14 \$	Audited for the year ended 30-Jun-14 \$
Sales	2,399	-
Interest income	13,300	-
Accountancy fees	(13,970)	-
Auditors' remuneration	(2,300)	-
Bank charges	(17)	-
Legal costs	(65,760)	-
Software development costs	(113,992)	(157,768)
Travelling expenses	(8,006)	(2,260)
Other expenses	(2,120)	(1,236)
Loss before income tax expense	(190,466)	(161,264)
Income tax expense	-	-
Loss after income tax	(190,466)	(161,264)






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
Key Dates

Search...

September 2014

- 17.09 Meeting Date goes here and can be over 2 lines 
- 08.09 Another key date for a special event can go here 
- 03.09 And a 1 line key Date 

October 2014

- 17.09 Meeting Date goes here and can be over 2 lines 
- 08.09 Another key date for a special event can go here 
- 03.09 And a 1 line key Date 



6.1 MANDATE AGREEMENT WITH LEAD MANAGER

The Company entered into a mandate agreement appointing Foster Stockbroking as Lead Manager to the Offer on 8 April 2015. Foster Stockbroking is not underwriting the Offer.

Under the agreement, Foster Stockbroking will provide corporate advisory services and assistance to the Company in connection with structuring, marketing and execution of the Offer and Acquisition of GRT App.

Set out below is a summary of the material terms of the agreement.

- (a) SWW will pay Foster Stockbroking a capital raising fee of 5.0% of the total gross proceeds of the Offer and a management fee of 1.0% of total gross proceeds of the Offer.
- (b) Foster Stockbroking's liability for any losses incurred by SWW will not exceed the amount of Foster Stockbroking's fees nor will Foster Stockbroking be liable for any consequential, special or indirect damages suffered by SWW.
- (c) Foster Stockbroking is to be given a right of first refusal to act as SWW's exclusive financial advisors in respect of any capital raising contemplated within 12 months of the date of execution and following completion of the Offer.
- (d) The rights and obligations of each party may not be assigned without the prior written consent of the other party.
- (e) SWW reserves the right to terminate immediately if Foster's Stockbroking breaches a provision of the Agreement or commits an act of gross negligence, fraud or wilful misconduct.
- (f) Foster Stockbroking may terminate the agreement immediately if any of the following occurs:
 - (i) **ASX suspends quotation:** ASX suspends quotation of the shares of SWW for any reason other than in connection with the Transaction;
 - (ii) **Breach of agreement:** SWW breaches any provision of this Agreement or commits an act of gross negligence, fraud or wilful misconduct or refuses to provide Foster Stockbroking with certain information reasonably requested;
 - (iii) **Legal reasons:** Foster Stockbroking considers that it is not appropriate for it to continue under the engagement for regulatory or legal reasons;
 - (iv) **ASIC investigation:** there is an investigation, inquiry or proceedings initiated by ASIC into the conduct of SWW;
 - (v) **Suspension of payment:** SWW or a related body corporate suspends payment of its debts generally or is or becomes unable to pay its debts;
 - (vi) **Criminal offences:** any director or officer of SWW is charged with an indictable offence;
 - (vii) **Change to constitution or structure:** prior to settlement of the Offer, a change to SWW's constitution or SWW's capital structure occurs without Foster Stockbroking's written consent;
 - (viii) **Contravention of constitution/law:** there is a material contravention by SWW of a provision of its constitution, the Corporations Act, the ASX Listing Rules or any other applicable law or regulation;
 - (ix) **Approval refused:** approval is refused or not granted, other than subject to customary conditions, to allot the Shares before the date of their allotment, or if granted, the approval is subsequently withdrawn, qualified or withheld;
 - (x) **Failure to comply:** any aspect of the Offer does not comply with the Corporations Act, the ASX Listing Rules or any other applicable law or regulation;

- (xi) **Breach of timetable:** if SWW fails to use reasonable endeavours to take any action by the time specified in the Agreement or in the agreed timetable;
 - (xii) **Withdrawal of Offering:** SWW notifies Foster Stockbroking that it has withdrawn the Offering;
 - (xiii) **Defective information:** any information supplied by SWW or on its behalf to Foster Stockbroking in respect of the Offer is or becomes false or misleading in any material respect;
 - (xiv) **Defective documents:** a statement in the Transaction documents (including the prospectus) is misleading or deceptive in a material respect, or information is omitted from the Transaction documents, that renders them misleading or deceptive in a material respect;
 - (xv) **Adverse change in SWW:** the occurrence of any material adverse change in the condition, business, operations, assets, liabilities, financial position and performance, profits, losses and prospects of SWW;
 - (xvi) **S&P/ASX 200 Index fall:** during the period from the date of signing of this Agreement until the settlement of the Offer, the S&P/ASX 200 Index or the All Ordinaries Index is, for any two consecutive trading days, more than 10% below the level of that index on the day before the signing of this Agreement;
 - (xvii) **Adverse change in environment:** any material adverse change or disruption to the existing financial markets, political or economic conditions of Australia, Japan, the United Kingdom or the United States of America or in the international financial markets or any material adverse change occurs in national or international political, financial or economic conditions, in each case the effect of which is that, in Foster Stockbroking's reasonable opinion reached in good faith, it is impracticable to market the Offer or to enforce contracts to issue and allot the Shares;
 - (xviii) **Changes to the board of directors:** a change in the board of directors of SWW occurs without Foster Stockbroking's prior written consent;
 - (xix) **Repayment of applicants' money:** any circumstance arises after dispatch of the Transaction documents (including the prospectus) that results in SWW either repaying the money received from applicants of the Offer, or offering applicants of the Offer an opportunity to withdraw their acceptances for Shares and be repaid their application money;
 - (xx) **Termination of contracts:** any material contract of SWW is terminated or materially amended;
 - (xxi) **Breach of contracts:** SWW commits a substantial breach of a material contract;
 - (xxii) **Untrue representations:** any representation or warranty in this Agreement on the part of SWW is not true or correct;
 - (xxiii) **Event adversely affecting the Offer:** there is made public any item, transaction or event of a material nature not previously made public, which would reasonably be expected to adversely affect in a material way the decision of applicants to subscribe for Shares the subject of the Offer; and
 - (xxiv) **Offer prevented:** the Offer is prevented from proceeding for any reason whatsoever.
- (g) Termination is effective upon receipt of a termination notice or 7 days after the receipt of a termination notice.

6.2 ACQUISITION AGREEMENT

The Company and the GRT App Vendors have entered a sale and purchase agreement in respect of the Acquisition of 100% of the issued share capital of GRT App (which owns the Omni Market Tide App) as detailed in Section 2.5 above.

6.3 EXECUTIVE SERVICES AGREEMENT FOR MEGAN BOSTON, MANAGING DIRECTOR

The Company is currently arranging to enter into an executive services agreement with Megan Boston, who has agreed to act as Managing Director for the Company. Under the proposed agreement, which will commence only upon the completion of the Acquisition:

- (a) **Remuneration:** Megan Boston will receive a base annual salary of \$250,000 in addition to 10,000,000 Class B Performance shares after the achievement of certain performance targets.
- (b) **Termination by Megan Boston:** Megan Boston may terminate the agreement upon giving the Company three months' notice in writing.
- (c) **Termination by the Company:**
 - The Company may terminate the agreement by giving Megan Boston:
 - three months' notice in writing; or
 - immediate notice and paying her an amount equal to three months' base salary.
 - The Company may summarily terminate Megan Boston's employment at any time without compensation if she:
 - disobeys a reasonable lawful direction of the Company;
 - commits any serious misconduct;
 - wilfully, continually and significantly fails or neglects to perform or carry out her powers in a satisfactory manner;
 - breaches the confidential information provisions under the agreement;
 - breaches any other material provision of this agreement and fails to remedy that breach;
 - becomes insolvent; or
 - is found guilty by a court of a criminal offence.

6.4 CONSTITUTION

The Constitution of SWW is a contract between the Company and each member, the Company and each Director and Company Secretary, and between a member and each other member pursuant to section 140 of the Corporations Act. Investors who take Shares under the Offer will become bound by the Constitution of the Company and must agree to observe and perform the provisions thereunder and any regulations or by-laws which may be made. Please refer to Section 7.3 for further details of the rights attaching to Shares and other relevant provisions of the Constitution.

6.5 NON-EXECUTIVE DIRECTORS LETTERS OF APPOINTMENT

The Company is currently arranging for letters of appointment to be entered into with Ross Blair-Holt, Kenneth Pickard, Glenn Vassallo and John Mactaggart in respect of their appointments as Non-Executive Directors of the Company, to take effect on completion of the Acquisition.

MATERIAL CONTRACTS

The proposed letters of appointment are each in standard form and detail the nature of each Director's appointment, their duties and their remuneration entitlements (as set out in Section 2).

6.6 DEED OF ACCESS AND INDEMNITY

Please refer to Section 3.6.

6.7 OTHER EXECUTIVE SERVICES ARRANGEMENTS

The Company has entered into arrangements pursuant to which Matthew Foy (Company Secretary) and others via Minerva Corporate Pty Ltd provide company secretarial and accounting services to the Company on a non-exclusive basis.



7 ADDITIONAL INFORMATION

7.1 CORPORATE HISTORY

SWW has the following corporate history:

- (a) it was originally incorporated under the Corporations Act in New South Wales as a proprietary company limited by shares under the name ABC – Australian Biodiesel Consultancy Pty Ltd on 3 May 2001;
- (b) it changed its name to Australian Biodiesel Group Pty Ltd effective from 15 February 2005;
- (c) it converted into a public company limited by shares effected from 25 November 2005 under the name Australian Biodiesel Group Limited;
- (d) it was admitted to the official list of the ASX on 12 December 2005;
- (e) it changed its name to Solverdi Worldwide Limited effective from 6 April 2009;
- (f) it entered into administration and an administrator was appointed to SWW on 18 March 2010;
- (g) it executed a Deed of Company Arrangement dated 29 September 2010, which was completed and terminated with the resignation of the administrator effective 31 May 2011; and
- (h) SWW changed its name to SWW Energy Limited effective from 19 April 2011.

7.2 COMPANY TAX STATUS

SWW will be taxed in Australia as a public company.

7.3 RIGHTS AND LIABILITIES ATTACHING TO SHARES AND OTHER PROVISIONS OF SWW'S CONSTITUTION

The rights attaching to ownership of the Shares arise from a combination of the Constitution, the ASX Listing Rules, the Corporations Act and general law.

A brief summary of certain provisions of the Constitution and the significant rights attaching to Shares is set out below. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. The summary assumes that SWW is admitted to the official list of ASX. The Constitution may be inspected during normal business hours at the registered address of SWW.

Shares

Subject to the Corporations Act, ASX Listing Rules, ASX Settlement Operating Rules and any rights and restrictions attached to a class of shares, SWW may issue such number of Shares either as Ordinary Shares or shares of a named class or classes (being either an existing class or a new class) at the issue price that the Directors determine and with such rights or restrictions as the Directors determine.

Share options

Subject to the ASX Listing Rules, the Directors may issue options in respect of further shares on such terms and conditions as the Directors resolve.

Alteration of rights

The rights and restrictions attaching to any class of shares (unless provided by the terms of issue of the shares of that class) can only be varied with the consent in writing of members with at least three-quarters of the votes in that class, or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class.

Calls

The Board may from time to time call upon Shareholders for unpaid monies on their Shares, although this will not be relevant to the fully paid Shares being issued under this Prospectus. If such a call is made, Shareholders are liable to pay the amount of each call in the manner and at the time and place specified by the Board. Such calls may be payable by instalments, as determined by the Board. When a resolution of the Board authorising the call is passed, the call will be deemed to have been made. It may be revoked or postponed at the discretion of the Board.

Forfeiture and lien

SWW is empowered to forfeit Shares in relation to any part of allotment monies, calls, instalments, interest and expenses which remains unpaid following any notice sent to a Shareholder. Such forfeiture must occur in accordance with the Constitution, the Corporations Act and the ASX Listing Rules. SWW has a first ranking lien or charge for unpaid calls, instalments and related interest and any amount it is legally required to pay in relation to a Shareholder's Shares. The lien or charge extends to all dividends declared in respect of the Shares, provided that if SWW registers a transfer of any Shares subject to this lien or charge without giving the transferee notice of the claim it may have at that time, the Shares are freed and discharged from SWW's lien or charge in respect to that claim.

Share transfers

Shares may be transferred in any manner required or permitted by the ASX Listing Rules or the ASX Settlement Operating Rules and by any instrument in writing in any usual or common form or in any other form that the Board approves. The Board may refuse to register a transfer of securities of SWW (other than a transfer of quoted securities effected in accordance with the ASX Settlement Operating Rules) if permitted or required by the ASX Listing Rules or the ASX Settlement Operating Rules.

No share certificates

Subject to the requirements of the ASX Listing Rules and the Corporations Act, SWW need not issue Share certificates.

Meetings

Each Shareholder and Director of SWW, the Company's auditor and any other persons as the chairman may approve are entitled to attend any general meeting of SWW. Two Shareholders must be present in person, by proxy, attorney or representative to constitute a quorum for a general meeting and no business may be transacted at any meeting unless the quorum required is present at the start of the business. SWW is obliged to convene and hold an annual general meeting in accordance with the Corporations Act.

Voting rights

Subject to restrictions on voting from time to time affecting any class of shares in SWW and any restrictions imposed by the Corporations Act, each Share in SWW carries the right to cast one vote on a show of hands and on a poll, one vote for each fully paid Share held. A Shareholder is not entitled to vote at a general meeting unless all calls presently payable in respect of Shares have been paid (although the Shareholder may vote in respect of those Shares that have been paid up). Voting may be in person, by direct vote or by proxy, attorney or representative. The chairman of the meeting shall have a second or casting vote in the case of an equality of votes.

Dividends

Subject to and in accordance with the Corporations Act, the ASX Listing Rules and the rights of the holders of shares under any special arrangement as to dividend, the Board may resolve to pay any dividend it thinks appropriate and fix the time for payment to the Shareholders entitled to the dividend, according to the proportion that the amount paid is to the total amounts paid and payable in respect of such Shares.

7.4 TERMS OF ISSUE FOR FREE OPTIONS

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

- (a) Each Free 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 Free Options are exercisable at any time on or before 5.00pm Eastern Standard Time on 31 December 2018 (**Expiry Date**). Free Options may only be exercised in multiples of 5,000. Any Free Options not exercised by the Expiry Date shall lapse.
- (c) Free 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 Free 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 Free Option exercised.
- (e) The Free 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 Free 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 Free Options within the time period required by ASX.
- (g) There are no participating rights or entitlements inherent in the Free Options and holders will not be entitled to participate in new entitlement issues of capital offered to Shareholders during the currency of the Free 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 Free Options the opportunity to exercise their Free 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 Free Options to which each holder is entitled or the Exercise Price of the Free 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 Free 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 Free Options will remain unchanged. The rights of a Free 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 a Free 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 Free Options exercised.

7.5 CLASS A PERFORMANCE SHARES

Upon completion of the Acquisition, the Company will issue 30,000,000 Class A Performance Shares in the following proportions:

Shareholder	Class A Performance Shares held
Glize Investments Pty Ltd (as trustee)	5,047,620
IP Payovation Pty Ltd	7,847,610
Bolt Investments Pty Ltd (as trustee)	2,247,630
MSQ Nominees Pty Ltd (as trustee)	7,838,100
Bicarb Pty Ltd (as trustee)	1,971,420
SJMJ Pty Ltd (as trustee)	5,047,620

(a) Each Class A Performance Share:

- is a share in the capital of the Company;
- does not entitle the holder to a dividend;
- does not entitle the holder to vote at any meeting of Shareholders;
- gives the holder the same right to receive any document or information as all other Shareholders; and
- is not transferrable.

(b) The following number of Class A Performance Shares shall automatically convert into Shares on a one for one basis upon achievement of the corresponding milestones:

Milestone	Class A Performance Shares to be converted	Expiry Date
1. The audited revenue of GRT App during any financial year being equal to or greater than \$3,000,000.	7,500,000	31 December 2018
2. The audited revenue of GRT App during any financial year being equal to or greater than \$4,000,000.	7,500,000	31 December 2018
3. The audited revenue of GRT App during any financial year being equal to or greater than \$6,000,000.	7,500,000	31 December 2018
4. The audited revenue of GRT App during any financial year being equal to or greater than \$8,000,000.	7,500,000	5 years after the issue of the Class A Performance Shares

(c) 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.

(d) SWW will ensure the allocation of Shares issued under paragraph (c) 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.

7.6 CLASS B PERFORMANCE SHARES

Upon completion of the Acquisition, the Company will issue 10,000,000 Class B Performance Shares to Megan Boston (to be appointed as Managing Director) as part of a long-term incentive plan.

ADDITIONAL INFORMATION

- (a) Each Class B Performance Share:
- is a share in the capital of the Company;
 - does not entitle the holder to a dividend;
 - does not entitle the holder to vote at any meeting of Shareholders;
 - gives the holder the same right to receive any document or information as all other Shareholders; and
 - is not transferrable.
- (b) The following number of Class B Performance Shares shall automatically convert into Ordinary Shares on a one for one basis upon achievement of the corresponding milestones:

Milestone		Class B Performance Shares to be converted	Expiry Date
1.	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 day trading period.	2,500,000	31 December 2018
2.	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 day trading period.	2,500,000	31 December 2018
3.	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 day trading period.	2,500,000	31 December 2018
4.	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 day trading period.	2,500,000	31 December 2018

- (c) 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.
- (d) SWW will ensure the allocation of Shares issued under paragraph (c) 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.

7.7 ESCROW AGREEMENTS

Shares as set out in the table below that are to be issued may be subject to either voluntary escrow agreements or to escrow restrictions imposed by the ASX.

In either case, if subject to escrow, these Shares will not be able to be transferred, encumbered or otherwise dealt with for the relevant escrow period as detailed below.

Shareholder	Maximum Number of Shares	Maximum Escrow period
GRT App Vendors	150,000,000	2 years
Megan Boston	500,000	2 years
Total Shares subject to escrow restrictions	150,500,000	

NB Megan Boston (who is to be appointed as the Company's Managing Director upon completion of the Acquisition) has agreed to accept up to 500,000 Shares in lieu of part of her cash salary (based on the Offer price per New Share of \$0.10, this is equivalent to \$50,000 worth), subject to the approval of Shareholders being obtained at the upcoming AGM and ASX imposed escrow restrictions as applicable.

7.8 TRADING POLICY

The Directors, executives and employees of the Company are subject to the trading policy adopted by the Company from time to time (Trading Policy). The Trading Policy imposes a number of restrictions in relation to them dealing in securities of the Company. As a general policy, Directors, executives and employees can only deal in securities in the Company during certain periods or in certain circumstances and then only after giving notice of the intended transaction to the Chairman of the Board.

The Trading Policy can be obtained, at no cost, from the Company's registered office and is also available on the Company's website www.omnimarkettide.com

7.9 LITIGATION AND CLAIMS

The Directors are not aware of any litigation of a material nature instituted, pending or threatened involving SWW as at the date of this Prospectus.

7.10 TAXATION IMPLICATIONS

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

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

7.11 COSTS OF THE OFFER

The costs of the Offer are expected to be approximately \$319,000–445,000. These costs will be borne by SWW from the proceeds of the Offer and are estimated below:

Expense	Cost – minimum subscription	Cost – maximum subscription
ASIC lodgement fee	2,290	2,290
Legal services	40,000	40,000
Investigating Accountant	8,000	8,000
Lead Manager	180,000	300,000
ASX fees	79,126	81,257
Share registry	3,000	3,000
Printing, postage and other expenses	6,000	6,000
Total	318,416	440,547

7.12 INTERESTS OF NAMED PERSONS

Other than as set out below or elsewhere in this Prospectus, no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus has, or has had within the two years before the lodgement of this Prospectus with ASIC:

(a) any interest in:

- (i) the formation or promotion of the Company;
- (ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offer; or
- (iii) the Offer; and

(b) no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of those persons for services rendered by them in connection with the formation or promotion of the Company or the Offer.

BDO Corporate Finance (WA) Pty Ltd has acted as the Investigating Accountant and has prepared the Investigating Accountant's Report which is included in Section 5 of this Prospectus. The Company estimates that it will pay BDO Corporate Finance (WA) Pty Ltd a total of \$8,000 for these services.

Foster Stockbroking has acted as the Lead Manager for the Offer and the Company estimates that it will pay Foster Stockbroking a total of up to \$300,000 for these services in accordance with its mandate agreement.

BDO Audit (WA) Pty Ltd has acted as auditors for the Company. During the 24 months preceding the lodgement of the Prospectus with ASIC, BDO Audit (WA) Pty Ltd has received \$25,708 in fees from the Company for audit work relating to the full year and half year reports.

Rick Anthon Lawyer has acted as the Company's legal adviser in respect of the Offer and the Re-quotation. The Company estimates that it will pay Rick Anthon Lawyer a total of \$40,000 for these services.

Link Market Services Limited has been appointed as the Company's share registry and to provide administrative services with respect to the processing of Applications received pursuant to this Prospectus. The Company estimates that it will pay Link Market Services Limited a total of \$3,000 for these services.

7.13 CONSENTS TO BE NAMED AND DISCLAIMERS OF RESPONSIBILITY

Each of the parties listed in this Section 7.13 (each a Consenting Party), to the maximum extent permitted by law, expressly disclaims all liabilities in respect of, makes no representations regarding and takes no responsibility for any statements in or omissions from this Prospectus, other than the reference to its name in the form and context in which it is named and a statement or report included in this Prospectus with its consent as specified below.

Each of the parties listed below has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its written consent to the inclusion of the statements in this Prospectus that are specified below in the form and context in which the statements appear:

- Foster Stockbroking has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus as Lead Managers in the form and context in which it is named;
- BDO Corporate Finance (WA) Pty Ltd has given and not withdrawn its consent to the inclusion in this Prospectus of its Investigating Accountants' Report in the form and context in which it is included;

- BDO Audit (WA) Pty Ltd has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus as auditor and integration adviser to SWW in the form and context in which it is named;
- Rick Anthon Lawyers has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus as Australian legal adviser to SWW in relation to the Offer in the form and context in which it is named; and
- Link Market Services Limited has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus as the Share Registry in the form and context in which it is named. Link Market Services Limited has had no involvement in the preparation of any part of this Prospectus other than being named as Share Registry to SWW.

7.14 CONTINUOUS DISCLOSURE OBLIGATIONS

Upon Re-quotation, the Company will be a “disclosing entity” (as defined in s. 111AC of the Corporations Act) and will be subject to regular reporting and disclosure obligations. Specifically, like all listed entities, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price of the value of the Company's securities.

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

7.15 PHOTOGRAPHS AND DIAGRAMS

Photographs and diagrams used in this Prospectus that do not have descriptions are for illustration only and should not be interpreted to mean that any person shown in them endorses this Prospectus or its contents or that the assets shown in them are owned by SWW unless otherwise stated. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise undictated all data contained in charts, graphs and tables is based on information available at the date of this Prospectus.

7.16 INTERNATIONAL OFFER RESTRICTIONS

This document does not constitute an offer of Shares of the Company in any jurisdiction in which it would be unlawful. Shares may not be offered or sold in any country outside Australia except to the extent permitted below.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies Ordinance (Cap. 32) of Hong Kong (**Companies Ordinance**), nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (**SFO**). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the Shares have not been and will not be offered or sold in Hong Kong other than to “professional investors” (as defined in the SFO).

No advertisement, invitation or document relating to the Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as

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defined in the SFO and any rules made under that ordinance). No person allotted Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the Securities Act 1978 (New Zealand). The Shares are not being offered or sold in New Zealand, or allotted with a view to being offered for sale in New Zealand, and no person in New Zealand may accept a placement of Shares other than to:

- persons whose principal business is the investment of money or who, in the course of and for the purposes of their business, habitually invest money; or
- persons who are each required to (i) pay a minimum subscription price of at least NZ\$500,000 for the securities before allotment or (ii) have previously paid a minimum subscription price of at least NZ\$500,000 for securities of the Company (initial securities) in a single transaction before the allotment of such initial securities and such allotment was not more than 18 months prior to the date of this document.

Singapore

This document and any other materials relating to the Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Shares, may not be issued, circulated or distributed, nor may the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (**SFA**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United States

This document may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements under the US Securities Act and applicable US state securities laws.

7.17 GOVERNING LAW

This Prospectus and the contracts that arise from the acceptance of the Applications are governed by the laws applicable in Queensland and each Applicant submits to the exclusive jurisdiction of the courts of Queensland.

7.18 DIRECTORS' RESPONSIBILITY AND CONSENTS

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that with respect to any other statements made in this Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons having given their consent to the statements being included in this Prospectus in the form and context in which they are included and having not withdrawn that consent before lodgement of this Prospectus with ASIC, or to the Directors' knowledge, before any issue of Shares pursuant to this Prospectus.

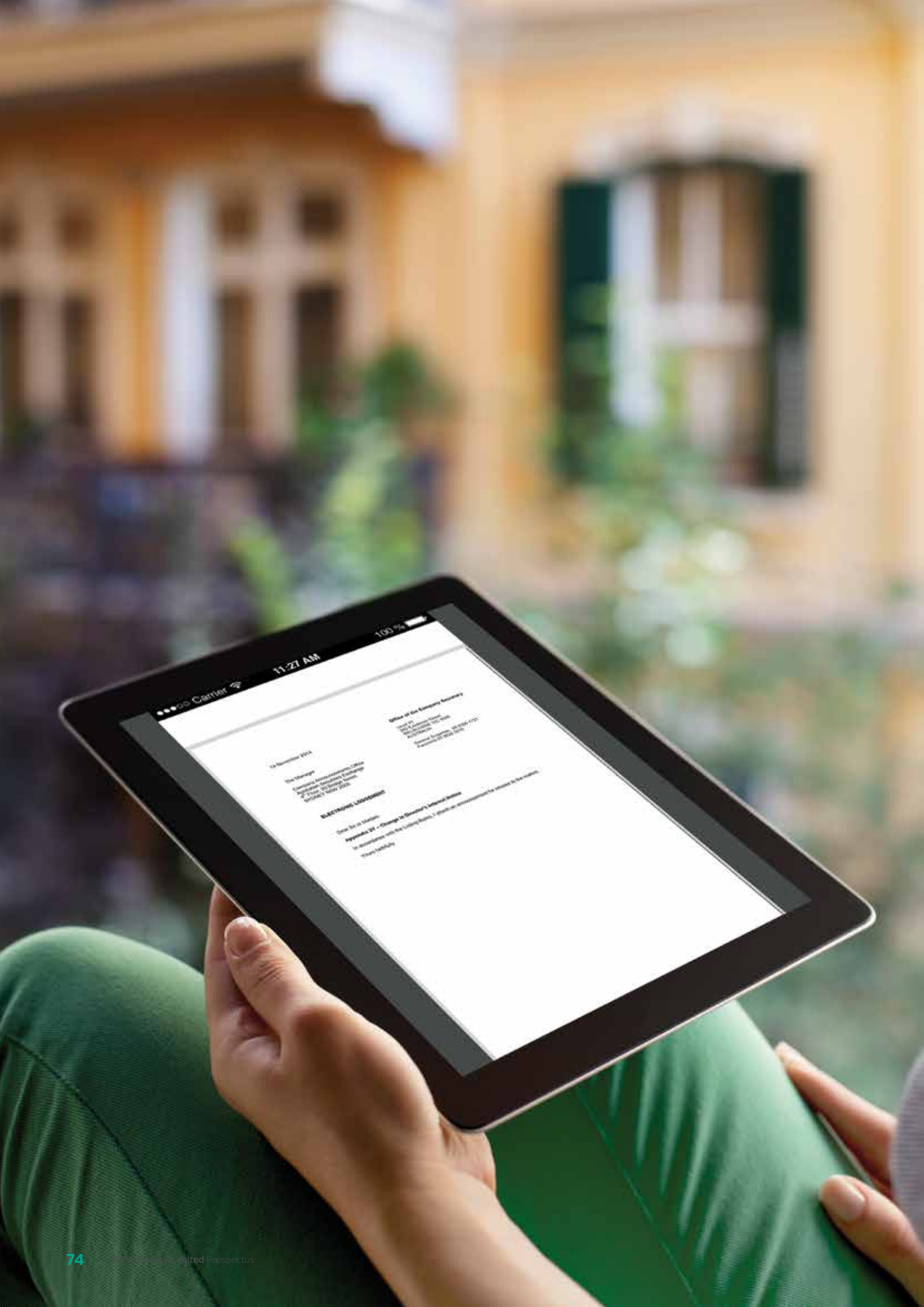
The Prospectus is prepared on the basis that certain matters may be reasonably expected to be known to likely investors or their professional advisers.

Each of the Directors has consented to the lodgement of this Prospectus in accordance with section 720 of the Corporations Act and has not withdrawn that consent.

Dated: 4 May 2015



Mr Stuart Foster
Chairman
SWW Energy Limited



In this Prospectus the following expressions have the meanings set out below:

\$	Australian dollars
AASB	Australian Accounting Standards Board
Acquisition	the acquisition by the Company of all shares in GRT App Pty Ltd as set out in Section 2
AEST	Australian Eastern Standard Time
Agreement	the share sale and purchase agreement in respect of the Acquisition dated 30 November 2014
Applicant	a person applying for New Shares under the Offer
Application	an application made to subscribe for New Shares offered under the Offer
Application Form	the application form for New Shares attached to or accompanying this Prospectus under the Offer
Application Monies	the Offer Price multiplied by the number of New Shares applied for under the Offer
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange, as operated by ASX Limited ACN 008 624 691
ASX Listing Rules	the official rules of the ASX
ASX Settlement Operating Rules	the operating rules of ASX Settlement Pty Ltd
Australian Accounting Standards	Australian Accounting Standards and other authoritative pronouncements issued by the Australian Accounting Standards Board and Urgent Issues Group Interpretation
Board	the board of Directors of SWW
CGT	capital gains tax
Corporations Act	Corporations Act 2001 (Cth)
CHESS	Clearing House Electronics Sub-register System
Class A Performance Share	performance shares issued in the capital of SWW on the terms set out in Section 75
Class B Performance Share	performance shares issued in the capital of SWW on the terms set out in Section 76
Conditions Precedent	has the meaning set out in Section 2
Constitution	the constitution of SWW
Corporations Act	the Corporations Act 2001 (Cth)
Director	a director of SWW
Eligible Shareholder	a Shareholder recorded on the Company's share register as at 9am (AEST) on the Offer open date and who has a registered address in Australia
Existing Shareholder	shareholders of SWW as at the date of this Prospectus
Free Option	a free attaching option issued on the basis of 1 option for every 2 New Shares subscribed under the Offer, with an exercise price of \$0.10 and expiry date of 31 December 2018
GRT App	GRT App Pty Ltd ACN 155 477 848
GRT App Vendors	the current shareholders of GRT App
GST	Goods and Services Tax
Investigating Accountant	BDO Corporate Finance (WA) Pty Ltd
Investigating Accountant's Report	the report prepared by the Independent Accountant in Section 5



GLOSSARY

Lead Customer	GRT App's lead customer, being an ASX10 company, who has contracted to use the OMT App on the terms and conditions described in the Prospectus in Section 6
Lead Manager or Foster Stockbroking	Foster Stockbroking Pty Ltd ACN 088 747 148
Management	the management team of SWW
New Shares	Shares offered under this Prospectus
Offer Price	\$010 per New Share
Official List	the official list of the ASX
Omni Market Tide App; OMT App	The smart device application designed to improve shareholder engagement and investor relations, developed and owned by GRT App and described in detail in Section 2 of this Prospectus
Options	options exercisable by a party in accordance with the rules of the relevant option plan
Offer or Offer	the offer to issue up to 50,000,000 New Shares at the Offer Price to raise up to \$5,000,000, with one (1) Free Option issued for every two (2) New Shares subscribed
Proposed Director	means a person to be appointed as a Director upon completion of the Acquisition
Prospectus	this document (including the electronic form of the prospectus) and any supplementary or replacement prospectus in relation to this document
Quotation or Re-quotation	quotation of the Shares on the Official List
=	means equal, equivalent to or totals
Recommendations	ASX Corporate Governance Principles and Recommendations
Share(s)	fully paid ordinary Share(s) in the Company
Shareholder	a holder of a Share in the Company
Share Registry	Link Market Services Limited
SWW or Company	SWW Energy Limited ACN 096 687 839, to be renamed Omni Market Tide Limited



SWW Energy Limited
ACN 096 687 839

Broker Code

Adviser Code

Application Form

This is an Application Form for Shares in SWW Energy Limited under the Public Offer on the terms set out in the Prospectus dated 4 May 2015. You may apply for a minimum of 20,000 Shares and multiples of 1,000 New Shares thereafter. This Application Form and your cheque or bank draft must be received by **5:00pm (WST) on 27 May 2015**.

If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus contains information relevant to a decision to invest in Shares and you should read the entire Prospectus carefully before applying for Shares.

A Shares applied for at Price per Share **A\$0.10** Application Monies **B A\$**

(minimum 20,000, thereafter in multiples of 1,000)

C Are you an existing SWW Energy Limited Shareholder? Yes No If Yes, please provide your SWW SRN or HIN

PLEASE COMPLETE YOUR DETAILS BELOW (refer overleaf for correct forms of registrable names)

D Applicant #1 Surname/Company Name

Title First Name Middle Name

Joint Applicant #2 Surname

Title First Name Middle Name

Designated account e.g. <Super Fund> (or Joint Applicant #3)

E TFN/ABN/Exemption Code
First Applicant Joint Applicant #2 Joint Applicant #3

TFN/ABN type – if NOT an individual, please mark the appropriate box Company Partnership Trust Super Fund

PLEASE COMPLETE ADDRESS DETAILS
PO Box/RMB/Locked Bag/Care of (c-)/Property name/Building name (if applicable)

F Unit Number/Level Street Number Street Name

Suburb/City or Town State Postcode

Email address (only for purpose of electronic communication of shareholder information)

G CHESS HIN (if you want to add this holding to a specific CHESS holder, write the number here)

Please note: that if you supply a CHESS HIN but the name and address details on your Application Form do not correspond exactly with the registration details held at CHESS, your Application will be deemed to be made without the CHESS HIN and any Shares issued as a result of the Offer will be held on the issuer sponsored sub-register.

H Telephone Number where you can be contacted during Business Hours Contact Name (PRINT)

Cheques or bank drafts should be made payable to “**SWW Energy Limited – Application Fund A/C**” in Australian currency and crossed “Not Negotiable”.

I Cheque or Bank Draft Number BSB - Account Number

Total Amount **A\$**

LODGEMENT INSTRUCTIONS

You must return your application so it is received before 5:00pm (WST) on 27 May 2015 to:
Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235.

SWW IPO001



Your Guide to the Application Form

Please complete all relevant white sections of the Application Form in BLOCK LETTERS, using black or blue ink. These instructions are cross-referenced to each section of the form.

The Shares to which this Application Form relates are SWW Energy Limited ("SWW") Shares. Further details about the shares are contained in the Prospectus dated 4 May 2015 issued by SWW Energy Limited. The Prospectus expires 13 months from the date of the Prospectus. While the Prospectus is current, SWW Energy Limited will send paper copies of the Prospectus, any supplementary document and the Application Form, free of charge on request.

The Australian Securities and Investment Commission requires that a person who provides access to an electronic application form must provide access, by the same means and at the same time, to the relevant Prospectus. This Application Form is included in the Prospectus.

The Prospectus contains important information about investing in the Shares. You should read the Prospectus before applying for Shares.

- A** Insert the number of Shares you wish to apply for. The Application must be for a minimum of 20,000 Shares and thereafter in multiples of 1,000. You may be issued all of the Shares applied for or a lesser number.
- B** Insert the relevant amount of Application Monies. To calculate your Application Monies, multiply the number of Shares applied for by the issue price. Amounts should be in Australian dollars. Please make sure the amount of your cheque or bank draft equals this amount.
- C** Please insert your SRN/HIN if you are an existing SWW Energy Limited Shareholder.
- D** Write the full name you wish to appear on the register of Shares. This must be either your own name or the name of a company. Up to three joint Applicants may register. You should refer to the table below for the correct registrable title.
- E** Enter your Tax File Number (TFN) or exemption category. Business enterprises may alternatively quote their Australian Business Number (ABN). Where applicable, please enter the TFN or ABN for each joint Applicant. Collection of TFN(s) and ABN(s) is authorised by taxation laws. Quotation of TFN(s) and ABN(s) is not compulsory and will not affect your Application. However, if these are not provided, SWW Energy Limited will be required to deduct tax at the highest marginal rate of tax (including the Medicare Levy) from payments.
- F** Please enter your postal address for all correspondence. All communications to you from SWW Energy Limited and the Share Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- G** If you are already a CHES participant or sponsored by a CHES participant, write your Holder Identification Number (HIN) here. If the name or address recorded on CHES for this HIN is different to the details given on this form, your Shares will be issued to SWW Energy Limited's issuer sponsored subregister.
- H** Please enter your telephone number(s), area code and contact name in case we need to contact you in relation to your Application.
- I** Please complete the details of your cheque or bank draft in this section. The total amount of your cheque or bank draft should agree with the amount shown in section B.
Make your cheque or bank draft payable to "SWW Energy Limited – Application Fund A/C" in Australian currency and cross it "Not Negotiable". Your cheque or bank draft must be drawn on an Australian bank. Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected. If you receive a firm allocation of Shares from your Broker make your cheque payable to your Broker in accordance with their instructions.

LODGEMENT INSTRUCTIONS

This Application Form and your cheque or bank draft must be mailed or delivered so that it is received before 5:00pm (WST) on 27 May 2015 at:

Mailing Address

SWW Energy Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

Hand Delivery

SWW Energy Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

(do not use this address for mailing purposes)

PERSONAL INFORMATION COLLECTION NOTIFICATION STATEMENT

Personal information about you is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. For details about Link Group's personal information handling practices including collection, use and disclosure, how you may access and correct your personal information and raise privacy concerns, visit our website at www.linkmarketservices.com.au for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am–5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.

CORRECT FORMS OF REGISTRABLE NAMES

Note that ONLY legal entities are allowed to hold Shares. Applications must be in the name(s) of natural persons or companies. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mrs Katherine Clare Edwards	K C Edwards
Company Use Company's full title, not abbreviations	Liz Biz Pty Ltd	Liz Biz P/L or Liz Biz Co.
Joint Holdings Use full and complete names	Mr Peter Paul Tranche & Ms Mary Orlando Tranche	Peter Paul & Mary Tranche
Trusts Use the trustee(s) personal name(s)	Mrs Alessandra Herbert Smith <Alessandra Smith A/C>	Alessandra Smith Family Trust
Deceased Estates Use the executor(s) personal name(s)	Ms Sophia Garnet Post & Mr Alexander Traverse Post <Est Harold Post A/C>	Estate of late Harold Post or Harold Post Deceased
Minor (a person under the age of 18 years) Use the name of a responsible adult with an appropriate designation	Mrs Sally Hamilton <Henry Hamilton>	Master Henry Hamilton
Partnerships Use the partners' personal names	Mr Frederick Samuel Smith & Mr Samuel Lawrence Smith <Fred Smith & Son A/C>	Fred Smith & Son
Long Names	Mr Hugh Adrian John Smith-Jones	Mr Hugh A J Smith Jones
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s)	Mr Alistair Edward Lilley <Vintage Wine Club A/C>	Vintage Wine Club
Superannuation Funds Use the name of the trustee of the fund	XYZ Pty Ltd <Super Fund A/C>	XYZ Pty Ltd Superannuation Fund

Put the name(s) of any joint Applicant(s) and/or account description using < > as indicated above in designated spaces at section D on the Application Form.



SWW Energy Limited
ACN 096 687 839

Broker Code

Adviser Code

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A Shares applied for at **A\$0.10** **B** Application Monies **A\$**

(minimum 20,000, thereafter in multiples of 1,000)

C Are you an existing SWW Energy Limited Shareholder? Yes No If Yes, please provide your SWW SRN or HIN **+**

PLEASE COMPLETE YOUR DETAILS BELOW (refer overleaf for correct forms of registrable names)

D Applicant #1 Surname/Company Name

Title First Name Middle Name

Joint Applicant #2 Surname

Title First Name Middle Name

Designated account e.g. <Super Fund> (or Joint Applicant #3)

TFN/ABN/Exemption Code

First Applicant Joint Applicant #2 Joint Applicant #3

E TFN/ABN type – if NOT an individual, please mark the appropriate box Company Partnership Trust Super Fund

PLEASE COMPLETE ADDRESS DETAILS
PO Box/RMB/Locked Bag/Care of (c-)/Property name/Building name (if applicable)

F Unit Number/Level Street Number Street Name

Suburb/City or Town State Postcode

Email address (only for purpose of electronic communication of shareholder information)

G CHESS HIN (if you want to add this holding to a specific CHESS holder, write the number here) **X** **+**

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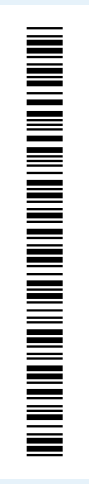
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I Cheque or Bank Draft Number BSB - Account Number

Total Amount **A\$**

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SWW IPO001



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Rhodes NSW 2138

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Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mrs Katherine Clare Edwards	K C Edwards
Company Use Company's full title, not abbreviations	Liz Biz Pty Ltd	Liz Biz P/L or Liz Biz Co.
Joint Holdings Use full and complete names	Mr Peter Paul Tranche & Ms Mary Orlando Tranche	Peter Paul & Mary Tranche
Trusts Use the trustee(s) personal name(s)	Mrs Alessandra Herbert Smith <Alessandra Smith A/C>	Alessandra Smith Family Trust
Deceased Estates Use the executor(s) personal name(s)	Ms Sophia Garnet Post & Mr Alexander Traverse Post <Est Harold Post A/C>	Estate of late Harold Post or Harold Post Deceased
Minor (a person under the age of 18 years) Use the name of a responsible adult with an appropriate designation	Mrs Sally Hamilton <Henry Hamilton>	Master Henry Hamilton
Partnerships Use the partners' personal names	Mr Frederick Samuel Smith & Mr Samuel Lawrence Smith <Fred Smith & Son A/C>	Fred Smith & Son
Long Names	Mr Hugh Adrian John Smith-Jones	Mr Hugh A J Smith Jones
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s)	Mr Alistair Edward Lilley <Vintage Wine Club A/C>	Vintage Wine Club
Superannuation Funds Use the name of the trustee of the fund	XYZ Pty Ltd <Super Fund A/C>	XYZ Pty Ltd Superannuation Fund

Put the name(s) of any joint Applicant(s) and/or account description using < > as indicated above in designated spaces at section D on the Application Form.

THE COMPANY

Level 2, Office J, 1139 Hay Street
PERTH WA 6005

Company Secretary:
Matthew Foy

Tel: (08) 9486 4036
Fax: (08) 9486 4799
Email: admin@omnimarkettide.com

Company website:
www.omnimarkettide.com

Direct Link to Prospectus Offer Details:
www.omnimarkettide.com/2015ProspectusOffer

ASX Code: SWW (to change to OMT on relist)

SHARE REGISTRY

Link Market Services Limited
Central Park Level 4
152 St Georges Terrace
Perth WA 6000

Tel: 1300 554 474

SOLICITORS TO THE COMPANY

Rick Anthon Lawyer
GPO Box 1564
MILTON QLD 4064

Tel: (07) 3212 6220
Fax: (07) 3212 6250

LEAD MANAGER

Foster Stockbroking Pty Ltd
Level 25, 52 Martin Place
SYDNEY NSW 2000

Tel: (02) 9993 8100
Fax: (02) 9993 8181

INVESTIGATING ACCOUNTANTS

BDO Corporate Finance (WA) Pty Ltd
38 Station Street
Subiaco WA 6008

Tel: (08) 6382 4600
Fax: (08) 6382 4601

AUDITOR

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

Tel: (08) 6382 4600
Fax: (08) 6382 4601

SWW ENERGY LIMITED

ACN 096 687 839

To be renamed Omni Market Tide Limited on completion
of the Acquisition (Proposed ASX listing code: OMT)

[OMNIMARKETTIDE.COM](https://www.omnimarkettide.com)

