

## STATEMENT OF CONFIRMATIONS

Swoop Holdings Limited (formerly Stemify Limited) (ACN 150 714 739) (**Company**) confirms that the public offer under the Company's prospectus dated 16 April 2021 (**Prospectus**) (**Offer**) has been completed and the Company has issued 40,000,000 Shares under the Offer to raise gross proceeds of \$20,000,000.

Capitalised terms set out in this announcement have the same meaning as set out in the Prospectus.

The Company also confirms the following:

1. The Company has completed the issue of 89,401,261 Shares to the vendors (or nominees) of Cirrus Communications Pty Ltd (ACN 109 931 731) (trading as 'Swoop') (**Cirrus**).
2. The Company has completed the issue of 33,368,003 Shares to the vendors (or nominees) of N1 Telecommunications Pty Ltd (ACN 620 671 374) (trading as 'Nodeone') (**Node1**) and Fiwi Pty Ltd (ACN 627 923 577) (**Fiwi**).
3. The Company has completed the issue of 1,500,000 Options exercisable at \$0.75 on or before the date that is three (3) years after their issue to Forrest Capital Ltd.
4. The Company has completed the issue of 6,151,088 Performance Rights to directors of the Company, Jonathan Pearce, Anthony Grist and James Spenceley.
5. Holding statements for the shares issued under the Offer and as consideration for the acquisitions were despatched on 21 May 2021.
6. The following securities are subject to escrow under the ASX Listing Rules for the periods set out in the table below:

Security	Number	Restriction Period
Shares	54,150,997	24 months from the date of quotation
Shares	1,264,630	12 months from the date of issue of shares
Performance Rights	6,151,088	24 months from the date of quotation
Options <sup>1</sup>	1,500,000	24 months from the date of quotation

### Notes

1. Exercisable at \$0.75 on or before the date that is three (3) years after the issue date.
7. No securities are subject to voluntary escrow.
8. Set out below is the Company's capital structure from the date of listing:

Shares	Number
<b>Ordinary shares on issue</b>	<b>169,594,300</b>

Options	Number
Options exercisable at \$103.50 on or before 27 June 2021	484
Options exercisable at \$77.625 on or before 30 June 2021	4,831

Options	Number
Options exercisable at \$103.50 on or before 8 August 2021	484
Options exercisable at \$103.50 on or before 23 August 2021	484
Options exercisable at \$62.10 on or before 13 August 2021	5,798
Options exercisable at \$0.575 on or before 31 December 2022	1,304,348
Options exercisable at \$1.15 on or before 30 June 2023	1,956,522
Options exercisable at \$0.75 on or before the date which is 3 years from their issue	1,500,000
<b>Total Options on issue</b>	<b>4,772,951</b>

Performance Rights	Number
<b>Performance Rights on issue</b>	<b>6,151,088</b>

9. Set out below is the Company's pro-forma statement of financial position based on the actual amount of funds raised under the Prospectus:

		Swoop Holdings Limited		
Statement of financial position	Notes	Reviewed for	Pro-forma	Pro-forma
		the period ended	adjustments	Readmission
		31-Dec-20	Max	Max
		\$000,000	\$000,000	\$000,000
<b>CURRENT ASSETS</b>				
Cash and cash equivalents	1	0.9	22.5	23.4
Trade and other receivables	2	0.2	1.8	2.0
Inventories	3	-	0.5	0.5
Other current assets	4	0.1	0.6	0.7
<b>TOTAL CURRENT ASSETS</b>		1.2	25.4	26.6
<b>NON CURRENT ASSETS</b>				
Property, plant and equipment	5	-	10.7	10.7
Deferred tax assets	6	-	0.6	0.6
Intangibles	7	-	21.1	21.1
Right-of-use assets	8	-	5.9	5.9

		<b>Swoop Holdings Limited</b>		
<b>Statement of financial position</b>		<b>Reviewed for</b>	<b>Pro-forma</b>	<b>Pro-forma</b>
		<b>the period ended</b>	<b>adjustments</b>	<b>Readmission</b>
		<b>31-Dec-20</b>	<b>Max</b>	<b>Max</b>
	Notes	<b>\$000,000</b>	<b>\$000,000</b>	<b>\$000,000</b>
Other non-current assets	9	-	0.1	0.1
<b>TOTAL NON CURRENT ASSETS</b>		-	38.4	38.4
<b>TOTAL ASSETS</b>		1.2	63.8	65.0
<b>CURRENT LIABILITIES</b>		-	-	-
Trade and other payables	10	0.3	4.8	5.1
Lease liabilities	11	-	1.8	1.8
Provisions	12	-	0.6	0.6
Employee benefits	13	-	1.4	1.4
Borrowings	14	0.1	0.1	0.2
Other liabilities	15	-	0.1	0.1
<b>TOTAL CURRENT LIABILITIES</b>		0.4	8.8	9.2
<b>NON CURRENT LIABILITIES</b>				
Lease liabilities	16	-	4.2	4.2
Deferred tax liabilities	17	-	0.5	0.5
Employee benefits	18	-	0.3	0.3
Borrowings	19	-	0.2	0.2
<b>TOTAL NON CURRENT LIABILITIES</b>		-	5.2	5.2
<b>TOTAL LIABILITIES</b>		0.4	14.0	14.4
<b>NET ASSETS/(LIABILITIES)</b>		<b>0.8</b>	<b>49.8</b>	<b>50.6</b>
<b>EQUITY</b>				

		<b>Swoop Holdings Limited</b>		
Statement of financial position		Reviewed for the period ended 31-Dec-20	Pro-forma adjustments Max	Pro-forma Readmission Max
	Notes	\$000,000	\$000,000	\$000,000
Issued capital	20	29.4	40.3	69.7
Reserves	21	1.4	2.1	3.5
Accumulated losses	22	(30.0)	7.4	(22.6)
<b>TOTAL EQUITY</b>		<b>0.8</b>	<b>49.8</b>	<b>50.6</b>

10. Funds raised from the Offer, together with existing cash reserves will be applied as follows:

Funds available <sup>1</sup>	\$	Percentage of Funds (%)
Funds raised from the Offer	\$20,000,000	76%
Cash reserves of Swoop <sup>2</sup>	\$5,300,000	20%
Cash reserves of the Company <sup>2</sup>	\$740,000	3%
Cash reserves of NodeOne <sup>2</sup>	\$ 289,000	1%
<b>Total</b>	<b>\$26,329,000</b>	<b>100.0%</b>
<b>Allocation of funds</b>		
Fixed wireless and core network expenditure and deployment across Sydney, Melbourne, key regional areas and Perth	\$8,500,000	32%
Acquisition of complementary businesses	\$4,000,000	15%
Cash incentives payable by Swoop on Settlement	\$3,200,000	12%
Marketing and Customer Acquisition	\$2,600,000	10%
Implementation of enhanced operating systems	\$1,500,000	6%
Customer Experience Platforms	\$1,600,000	6%
Repayment of loan to NodeOne Vendors	\$720,000	3%
Product Development	\$600,000	2%
Expenses of the Offer and the Acquisitions <sup>3</sup>	\$1,500,000	6%
Working capital	\$2,109,000	8%
<b>Total</b>	<b>\$26,329,000</b>	<b>100.0%</b>

**Notes:**

1. Refer to the Financial Information set out in Section 7 of the Prospectus for further details. The Company intends to apply these funds towards the purposes set out in this table, including the payment of the expenses of the Offer of which various amounts will be

payable prior to completion of the Offer. Since 31 December 2020, the Company has expended \$95,113.70 in progressing the Acquisitions and preparing the Prospectus.

2. Includes cash reserves at 31 March 2021. Refer to the Financial Information set out in Section 7 of the Prospectus for further details. Note cash reserves as at 31 March 2021 are \$2m less than as at 31 December 2020.
  3. Including legal fees, ASX fees, advisor fees, Investigating Accountant fees, Independent Expert Fees, Share Registry Fees and brokerage costs. Refer to Section 11.14 of the Prospectus for further details.
11. The conditions precedent to the agreements between the Company and the vendors of Cirrus, Node1 and Fiwi have been satisfied and the Company has completed the issue of 89,401,261 Shares to the vendors (or nominees) of Cirrus and 33,368,003 Shares to the vendors (or nominees) of Node1 and Fiwi.
  12. The shares held by the shareholder of Cirrus who did not sign the agreement relating to the acquisition of Cirrus were cancelled prior to completion under a selective capital reduction (which represented less than 0.2% of the issued capital of Cirrus), and as such the Company acquired 100% of the issued share capital of Cirrus.
  13. ASX granted the Company a waiver under ASX Listing Rule 9.1(b), that permits certain shareholders of Cirrus, Node1 and Fiwi to be treated as seed capitalists of the Company and that cash formula relief may be applied using the conversion ratio calculation. The waiver did not extend to Oaktone Nominees Pty Ltd (**Oaktone**) on the basis that they were the vendor of a classified asset and as such all securities for Oaktone are restricted.
  14. ASX granted the Company a waiver of ASX Listing Rule 10.13.5 to the extent necessary to permit the Notice of Meeting not to state that, in relation to up to 2,400,000 Shares to be issued to current Directors in the Offer (**Related Party Securities**), that the Related Party Securities will be issued no later than one (1) month after the date of the General Meeting, on the following conditions:
    - (a) the Related Party Securities are issued by no later than the date that the Shares are issued under the Offer which must be no later than three (3) months after the date of the General Meeting;
    - (b) the Related Party Securities are issued pursuant to the relevant terms and conditions set out in the Notice of Meeting pursuant to which the Company will seek the approval required under ASX Listing Rule 11.1.2 for the Acquisitions;
    - (c) the circumstances of the Company, as determined by the ASX, have not materially changed since the Shareholders approved the issue of the Related Party Securities; and
    - (d) the terms of the waiver are clearly disclosed in the Notice of Meeting and in the Prospectus.
  15. On 12 May 2021, Carray Group Pty. Ltd. ACN 151 256 503 (**Carray Group**) filed a statement of claim and originating application in the Federal Court of Australia naming Cirrus and the Company as respondents in relation to the 'Carray Group Allegations' detailed in the Company's supplementary prospectus dated 10 May 2021 (**Supplementary Prospectus**) (**Proceedings**). The claims the subject of the Proceedings are consistent with those summarised in the Supplementary Prospectus. As at 21 May 2021, Cirrus and the Company are preparing a defence in respect of the Proceedings, which they intend to file before the last date to respond.

**For further information, please contact:**

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**Authorised for release by the board of Swoop Holdings Limited**