

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

## Appendix 3B

### New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix S. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

The Swish Group Limited

ABN

93 085 545 973

We (the entity) give ASX the following information.

#### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |                                                                                                                                                                                                                                              |                                                                                   |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|
| 1 | +Class of +securities issued or to be issued                                                                                                                                                                                                 | Fully paid ordinary shares.                                                       |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                | 17,000,000                                                                        |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares each of which will rank equally with all other shares. |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|--------------------|
| <p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | <p>16,000,000 shares - Yes.</p> <p>1,000,000 shares – to be held in escrow until 17 December 2005.</p>                                                                                                              |        |                    |
| <p>5 Issue price or consideration</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <p>16,000,000 shares - \$0.02 (2 cents) per share cash. Total consideration: \$320,000.</p> <p>1,000,000 shares – \$0.03 (3 cents) per share, in consideration for the business and assets of GRV Media Pty Ltd</p> |        |                    |
| <p>6 Purpose of the issue<br/>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <p>To provide working capital for the Company.</p>                                                                                                                                                                  |        |                    |
| <p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <p>17 June 2004.</p>                                                                                                                                                                                                |        |                    |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <table border="1"> <tr> <td data-bbox="706 1449 982 1509">Number</td> <td data-bbox="982 1449 1265 1509"><sup>+</sup>Class</td> </tr> </table>                                                                      | Number | <sup>+</sup> Class |
| Number                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <sup>+</sup> Class                                                                                                                                                                                                  |        |                    |

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<sup>+</sup> See chapter 19 for defined terms.

|   |                                                                                                                                      |                            |                               |
|---|--------------------------------------------------------------------------------------------------------------------------------------|----------------------------|-------------------------------|
| 8 | Number and <sup>†</sup> class of all<br>*securities quoted on ASX<br>( <i>including</i> the securities in clause<br>2 if applicable) | Total 197,704,860          | Ordinary Fully Paid<br>Shares |
|   |                                                                                                                                      | Comprising:                |                               |
|   |                                                                                                                                      | 186,504,860                | Fully paid ordinary<br>shares |
|   |                                                                                                                                      | 3,000,000 escrow<br>shares | Escrow ends 29/3/05           |
|   |                                                                                                                                      | 4,200,000 escrow<br>shares | Escrow ends 28/5/05           |
|   |                                                                                                                                      | 1,000,000 escrow<br>shares | Escrow ends 17/12/05          |
|   |                                                                                                                                      | 3,000,000 escrow<br>shares | Escrow ends 29/3/06           |

<sup>†</sup> See chapter 19 for defined terms.

|    | Number                                                                                                            | *Class                                                                            |
|----|-------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|
| 9  | (a) 1,000,000 Options exercisable at 16 cents per share, issued on 29 November 2001 and expiring 29 November 2006 | Options Over Fully Paid Ordinary Shares                                           |
|    | (b) 1,000,000 Options exercisable at 6 cents per share, issued on 23 October 2003 and expiring 23 October 2004    | Options Over Fully Paid Ordinary Shares                                           |
|    | (c) 3,550,000 Options exercisable at 5 cents per share, issued on 16 January 2004 and expiring 16 January 2009    | Options Over Fully Paid Ordinary Shares                                           |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)                | Issued shares rank equally with all other Shares with respect to dividend policy. |

## Part 2 - Bonus issue or pro rata issue

|    |                                                                                                    |     |
|----|----------------------------------------------------------------------------------------------------|-----|
| 11 | Is security holder approval required?                                                              | N/A |
| 12 | Is the issue renounceable or non-renounceable?                                                     | N/A |
| 13 | Ratio in which the *securities will be offered                                                     | N/A |
| 14 | *Class of *securities to which the offer relates                                                   | N/A |
| 15 | *Record date to determine entitlements                                                             | N/A |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | N/A |
| 17 | Policy for deciding entitlements in relation to fractions                                          | N/A |

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+ See chapter 19 for defined terms.

18 Names of countries in which the entity has <sup>+</sup>security holders who will not be sent new issue documents

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

N/A

19 Closing date for receipt of acceptances or renunciations

N/A

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<sup>+</sup> See chapter 19 for defined terms.

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|    |                                                                                                                                                             |               |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| 20 | Names of any underwriters                                                                                                                                   | N/A           |
| 21 | Amount of any underwriting fee or commission                                                                                                                | N/A           |
| 22 | Names of any brokers to the issue                                                                                                                           | N/A           |
| 23 | Fee or commission payable to the broker to the issue                                                                                                        | \$6,500 + GST |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders                                         | N/A           |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting                                                                          | N/A           |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled                                        | N/A           |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | N/A           |
| 28 | Date rights trading will begin (if applicable)                                                                                                              | N/A           |
| 29 | Date rights trading will end (if applicable)                                                                                                                | N/A           |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker?                                                                           | N/A           |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?                                                | N/A           |

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+ See chapter 19 for defined terms.

|    |                                                                                                       |     |
|----|-------------------------------------------------------------------------------------------------------|-----|
| 32 | How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)? | N/A |
| 33 | <sup>+</sup> Despatch date                                                                            | N/A |

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34    Type of securities  
      *(tick one)*

(a)    ☒ Securities described in Part 1

(b)    ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35    ☒ If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

|                        |           |
|------------------------|-----------|
| Talimor Pty Ltd        | 9,500,000 |
| Pierce CIM Pte Limited | 6,500,000 |
| Mr. Troy Rushton       | 1,000,000 |

36    ☒ If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories

1 - 1,000

1,001 - 5,000

5,001 - 10,000

10,001 - 100,000

100,001 and over (3)

37    ☐ A copy of any trust deed for the additional <sup>+</sup>securities

#### Entities that have ticked box 34(b)

38    Number of securities for which <sup>+</sup>quotation is sought

<sup>+</sup> See chapter 19 for defined terms.

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- 39 Class of <sup>+</sup>securities for which quotation is sought

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- 40 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

|  |
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- 41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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|  |
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- 42 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (*including* the securities in clause 38)

| Number | <sup>+</sup> Class |
|--------|--------------------|
|        |                    |

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<sup>+</sup> See chapter 19 for defined terms.

**Quotation agreement**

- 1      \*Quotation of our additional \*securities is in ASX's absolute discretion. ASX may quote the \*securities on any conditions it decides.
- 2      We warrant the following to ASX.
  - The issue of the \*securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those \*securities should not be granted \*quotation.
  - An offer of the \*securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any \*securities to be quoted and that no-one has any right to return any \*securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the \*securities be quoted.
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the \*securities to be quoted, it has been provided at the time that we request that the \*securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the \*securities to be quoted under section 1019B of the Corporations Act at the time that we request that the \*securities be quoted.

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- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .....Date: 17 June 2004.....  
(Director)

Print name: .....Cary P. Stynes.....

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+ See chapter 19 for defined terms.