

**THIS IS AN IMPORTANT DOCUMENT
AND REQUIRES YOUR ATTENTION**

If you are in doubt as to how to deal with it,
please consult your financial or other professional adviser.

THE SWISH GROUP LIMITED
ACN 085 545 973

**NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY MEMORANDUM
AND
PROXY FORM**

Notice is given that an Annual General Meeting of
The Swish Group Limited will be held at
Level 19, 15 William Street, Melbourne, Victoria
on 29 November 2006, commencing at 11.00 am.

This is an important document. Please read it carefully.

*If you are unable to attend the Annual General Meeting,
please complete the proxy form and return it in
accordance with the instructions set out in that form.*

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LETTER TO SHAREHOLDERS

25 October 2006

Dear Shareholder

During the financial year the Company continued to develop its digital media businesses, both through organic growth and by acquisition. The Directors continue to believe that digital signage and digital video on demand (television delivered over the Internet), will be two of the fastest growing industry sectors in the next two to three years and that Swish Group is ideally positioned to benefit from these developments given its expertise, infrastructure and foothold in its chosen markets.

Commercialisation of Swish Group's digital signage and digital video on demand businesses is continuing and the Company is expecting to grow these businesses significantly in the 2007 financial year as these and the other businesses it acquired during the past financial year become mature.

The Company has two principal divisions.

- Digital Signage (Out of Home Television/Electronic Billboards) – Provides specially produced audio visual entertainment, information and advertising programmes for retail outlets, medical centres, hospitals, fitness centres and other public venues.
- Digital Video on Demand (IPTV) – Provides digital video on demand, high speed internet and digital information services for hotels, apartments and other multi unit developments.

The Company has also established or expanded its capabilities in the areas required to support these businesses. Its digital production division produces all of the Company's digital signage programmes and provides digital production services to the film, television and advertising industries. (Swish Group recently acquired the Black Cat Group of Companies.) Swish Group's advertising sales division sells advertising onto the Company's digital signage networks and provides advertising sales services to a range of other media properties. (Swish Group recently acquired the Ambient Advertising media sales business.) Swish Group's digital equipment supply business supplies hardware for the Company's digital signage and digital video on demand networks. The Company also recently acquired a 51% interests in Amphead Entertainment, a rapidly growing digital music download business which adds to its production and content business and a 51% interest in Torque Communications a sales and call centre business to improve its sales capacity.

The Annual General Meeting of the Company is to be held at 11.00 am on 29 November 2006 at Level 19, 15 William Street Melbourne. At the Annual General Meeting, the financial statements for the Company for the year ended 30 June 2006 will be tabled and shareholders will be given the opportunity to raise any issues or ask any questions concerning the financial statements or the business operations of the Company. In addition, shareholders will be asked to consider the election of Mr. William Graham as a Director, the re-election of Mr. Stephen Layton as a Director and approve the Remuneration Report. Mr. Peter Crafter has decided not to seek re-election to the Board but will remain as Company Secretary and Chief Financial Officer. At the Annual General Meeting, Shareholders will also be asked to consider the special business of ratifying a previous Share issue by the Company, approve a proposed issue of Options to Directors and approve a further capital raising by the Company.

Enclosed with this letter are the Annual Report for the financial year ended 30 June 2006, the Notice of Annual General Meeting and Explanatory Memorandum for Shareholders in relation to the proposals to be put before Shareholders, an Independent Expert's Report on the proposed issue of Options to the Directors and a Proxy Form. Shareholders are asked to consider this material in full before drawing any conclusions or determining how they will vote at the Annual General Meeting. It is recommended that Shareholders consider the Resolutions to be put to them in light of the details (in particular the accounts) contained in the Annual Report and the Explanatory Memorandum. The Directors recommend that Shareholders vote in favour of all Resolutions.

If you are unable to attend the Annual General Meeting, you are strongly urged to complete the attached Proxy Form and return it by facsimile or mail (to be received no later than 11.00 am on 27 November 2006 to:

The Swish Group Limited share registry
Computershare Investor Services Pty Limited
GPO Box 242
MELBOURNE VIC 3001

Facsimile number +61 3 9473 2555

Yours faithfully

Cary P. Stynes
Managing Director

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

The Annual General Meeting of the Members of The Swish Group Limited will be held at:

Level 19, 15 William Street
MELBOURNE VIC 3205

Commencing
11am (AEST) on 29 November 2006

How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

Voting in Person

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

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Annual General Meeting as soon as possible and return it by facsimile or mail to:

The Swish Group Limited share registry
Computershare Investor Services Pty Limited
GPO Box 242
MELBOURNE VIC 3001.

Facsimile number +61 3 9473 2555

so that it is received not later than 11am (AEST) on 27 November 2006.

Your proxy form is enclosed.

THE SWISH GROUP LIMITED
ABN 93 085 545 973

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of the Members of The Swish Group Limited ("Company") will be held at Level 19, 15 William Street, Melbourne on 29 November 2006 at 11.00 am.

AGENDA

The Explanatory Memorandum that accompanies and forms part of this Notice of Meeting describes the matters to be considered as ordinary business and special business.

A ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the financial reports of the Company for the year ended 30 June 2006 and the reports of the Directors and Auditors.

The Corporations Act 2001 and the Company's Constitution do not require that a vote of the Members be taken on the financial reports, or the reports of the Directors or Auditors. However Members will be provided with the opportunity to raise any issues with, or ask questions of, the Directors or Auditor in relation to the reports or the business and operations of the Company at the Meeting.

Resolution 1 – Election of Director

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

"That, having been appointed by the Board, and being eligible and having signified his candidature, Mr. William Graham, being eligible and having consented to act, be elected as a Director of the Company."

Resolution 2 – Re-election of Director

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

"That, having retired by rotation in accordance with the Constitution, and being eligible and having signified his candidature, Mr. Stephen Layton, being eligible and having consented to act, be re-elected as a Director of the Company."

Resolution 3 – Approval of Remuneration Report

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

"That the Remuneration Report set out in the Company's Annual Report for the financial year ended 30 June 2006 be approved by the Members."

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

B. SPECIAL BUSINESS

Resolution 4 - Ratification of Previous Share Issues

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

"That, in accordance with Listing Rule 7.4, the Members agree to ratify the issue by the Company in August 2006, of 49,166,667 fully paid ordinary Shares in the Company at an issue price of \$0.012 (1.2 cents) per Share, (each Share ranking equally in all respects with the presently issued Shares in the Company)."

Resolution 5 - Approval to Issue Options to Mr. Cary Peter Stynes

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

"That, for the purpose of satisfying section 208 of the Corporations Act 2001 and Listing Rule 10.14, approval is given for the issue of the following number of Options over ordinary Shares at the exercise prices set out below and on the terms set out in the Explanatory Memorandum by the Company to Mr. Cary Peter Stynes."

2,000,000 Options exercisable at \$0.02 (2 cents) per Share vesting on 1 December 2006, and expiring on 30 November 2011, 2,000,000 Options exercisable at \$0.03 (3 cents) per Share vesting on 1 December 2006, and expiring on 30 November 2011 and 2,000,000 Options exercisable at \$0.04 (4 cents) per Share vesting on 1 December 2006, and expiring on 30 November 2011

Resolution 6 - Approval to Issue Options to Mr. Stephen Layton

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

"That, for the purpose of satisfying section 208 of the Corporations Act 2001 and Listing Rule 10.14, approval is given for the issue of the following number of Options over ordinary Shares at the exercise prices set out below and on the terms set out in the Explanatory Memorandum by the Company to Mr. Stephen Layton:"

2,000,000 Options exercisable at \$0.02 (2 cents) per Share vesting on 1 December 2006, expiring on 30 November 2011

Resolution 7 - Approval to Issue Options to Mr. William Graham

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

"That, for the purpose of satisfying section 208 of the Corporations Act 2001 and Listing Rule 10.14, approval is given for the issue of the following number of Options over ordinary Shares at the exercise prices set out below and on the terms set out in the Explanatory Memorandum by the Company to Mr. William Graham:"

2,000,000 Options exercisable at \$0.02 (2 cents) per Share vesting on 1 December 2006, expiring on 30 November 2011

Resolution 8 – Approval for Board to issue further Shares

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

"That, pursuant to Listing Rule 7.1 of the Australian Stock Exchange Limited, the Directors be authorised to issue by no later than 28 February 2007, up to 50,000,000 fully paid ordinary Shares in the Company at a minimum issue price equal to 80% of the average market price of the Company's fully paid ordinary Shares over the preceding five days in which sales in those Shares were recorded before the day on which the issue is made, to such sophisticated investors (within the meaning of section 708 of the Corporations Act) as may be selected by the Directors, provided that the issue of securities to those investors does not constitute a related party transaction within the meaning of Chapter 2E of the Corporations Act."

C. GENERAL BUSINESS

To transact any business which may legally be brought forward in accordance with the Constitution.

By Order of the Board
Cary P. Stynes
Managing Director
25 October 2006

NOTES:

1. Further details of the Resolutions in this Notice of Annual General Meeting are contained in the Explanatory Memorandum accompanying this Notice of Annual General Meeting. The Explanatory Memorandum should be read together with, and forms part of this Notice of Annual General Meeting.
2. All securities of the Company that are quoted securities at 10.00 am Melbourne time on 27 November 2006 are taken, for the purposes of the Meeting, to be held by the persons who held them at that time. Only those persons will be entitled to vote at the Annual General Meeting on 29 November 2006 or at an adjourned meeting.
3. Shareholders unable to attend the Meeting can complete the attached Proxy Form and return it to the Company or to the Company's Share Registry at the address or the facsimile numbers indicated in the Proxy Form no less than 48 hours before the time scheduled for the commencement of the Meeting.

VOTING IN PERSON

Shareholders who plan to attend the Meeting are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting, if possible, so that we may check the Shareholding against the Share Register and note attendances.

In order to vote in person at the Meeting, a corporation that is a Shareholder may appoint an individual to act as its representative. The appointment must comply with the requirements of Section 250D of the Corporations Act. The representative should bring to the Meeting evidence of their appointment, including any authority under which it is signed.

VOTING EXCLUSION STATEMENTS

VOTING EXCLUSION STATEMENT - RESOLUTION 4

The Company will disregard any votes cast on Resolution 4 by any of the allottees in the subject of Resolution 4 or their associates, except as permitted by the paragraph below headed 'Permitted Exception to Voting Exclusion'.

VOTING EXCLUSION STATEMENT - RESOLUTION 5

The Company will disregard any votes cast on Resolution 5 by any of the Directors or their associates, except as permitted by the paragraph below headed 'Permitted Exception to Voting Exclusion'.

VOTING EXCLUSION STATEMENT - RESOLUTION 6

The Company will disregard any votes cast on Resolution 6 by any of the Directors or their associates, except as permitted by the paragraph below headed 'Permitted Exception to Voting Exclusion'.

VOTING EXCLUSION STATEMENT - RESOLUTION 7

The Company will disregard any votes cast on Resolution 7 by any of the Directors or their associates, except as permitted by the paragraph below headed 'Permitted Exception to Voting Exclusion'.

VOTING EXCLUSION STATEMENT - RESOLUTION 8

The Company will disregard any votes cast on Resolution 8 by sophisticated investors (within the meaning of section 708 of the Corporations Act) and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, who are excluded from voting and any associate of those persons, except as permitted by the paragraph below headed 'Permitted Exception to Voting Exclusion'.

PERMITTED EXCEPTION TO VOTING EXCLUSION STATEMENT

The Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

EXPLANATORY MEMORANDUM

1. IMPORTANT NOTICE

This Explanatory Memorandum is given to Members in explanation of the Resolutions to be considered at the Annual General Meeting on 29 November 2006 at 10.00 am and to assist Members in determining how they wish to vote on the Resolutions. This Explanatory Memorandum should be read in conjunction with, and forms part of the Notice of Meeting, which this Explanatory Memorandum accompanies.

Members should read the full text of this Explanatory Memorandum, as the information contained in individual sections does not create a comprehensive review of the Proposals contemplated in this Explanatory Memorandum.

If you are in doubt about the action you should take in relation to the Proposals contemplated in this Explanatory Memorandum, you should consult your financial or other professional adviser immediately.

Words or expressions used in this Explanatory Memorandum are defined in Glossary of Terms set out in Annexure A. Unless otherwise stated, all references to sums of money, \$ and dollars are references to Australian currency.

This Explanatory Memorandum is dated 25 October 2006.

2. DETAIL OF PROPOSALS

2.1 Financial Statements

Section 250R of the Corporations Act provides that the business of an Annual General Meeting of a company may include, among other matters, the consideration by the members of the Annual Financial Report, Director's Report and Auditor's Report.

Members have been provided with all relevant information concerning the Company's Annual Financial Report and the reports of the Directors and Auditor in the Annual Report of the Company for the year ended 30 June 2006. A copy of the Annual Report has been forwarded to each Member. A copy of the annual financial report and the reports of the Directors and Auditor will also be tabled at the Meeting.

Members should note that sole purpose of tabling the annual financial report of the Company at the Annual General Meeting and those of the Directors and Auditor is to provide the Members with the opportunity to be able to ask questions or discuss matters arising from the annual financial report and the management of the Company at the Meeting. It is not the purpose of the Meeting, nor a requirement of the Corporations Act or the constitution of the Company that the financial statements be accepted, rejected or modified in any way. Members have the opportunity to submit questions to the Auditor before the Annual General Meeting. The Auditor will be attending the Annual General Meeting and Members will have a reasonable opportunity to ask the Auditor questions at the meeting.

2.2 Election of Director (Resolution 1)

Background

Item 2(b) seeks approval for the election of a Director who has been appointed by the Board since the last Annual General Meeting. The Corporations Act 2001 states that the Board has the power to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director appointed to the Board in this way may hold office only until the next Annual General Meeting and is then eligible for election at that meeting. The following Director appointed by the Board offers himself for election. Mr. William Graham was appointed to the Board on 21 March 2006. Pursuant to the Company's Constitution he now retires by rotation and offers himself for re-election.

Profile of Director

Set out below is the profile of William Graham:

Mr. William Graham

Non Executive Director

Experience

Mr. Graham has an extensive background in accounting and business having founded, developed and subsequently sold technology company NJS Technology Limited. NJS Technology which was established in 1990 held the Intel licence for Australia and at its peak had annual turnover in excess of \$60 million. The Company was sold in 1995. Mr. Graham is one of Australia's largest and most respected bookmakers having been involved in the racing industry for almost 40 years. Mr. Graham has been a Non Executive Director of ASX-listed Betcorp Limited since January 2003. He was appointed to the Board of The Swish Group Limited on 21 March 2006. He is also a director of a number of private companies.

2.3 Re-election of Director (Resolution 2)

Background

Mr. Stephen Layton was appointed to the Board on 16 January 2004. Pursuant to the Company's Constitution he now retires by rotation and offers himself for re-election.

Profile of Director

Set out below is the profile of Stephen Layton:

Mr. Stephen Layton

Experience

Mr. Layton has 25 years experience in all aspects of stockbroking in the UK and Australia. He became a member of the London Stock Exchange in 1985. He has experience in a number of stockbroking firms including Peake Lands Kirwan Pty Ltd, Bain Securities Ltd, Austock Brokers Pty Ltd and Terrain Securities Pty Ltd. He is currently a Director of Melbourne Capital Limited, a corporate advisory group and has been involved in numerous capital raisings. He advises on initial public offerings, seed and secondary market capital raisings, mergers and acquisitions and project and financial valuations. He was appointed a Non Executive Director of The Swish Group Limited in January 2004.

2.3 Remuneration Report (Resolution 3)

Explanation

A resolution for adoption of the Remuneration Report is required to be considered and voted on in accordance with section 250R of the Corporations Act 2001. The Remuneration Report details the Company's policy on the remuneration of Non-Executive Directors, Executive Directors and senior executives and is forms part of the Directors' Report included in the Annual Report for the financial year ended 30 June 2006 which has been sent to Members with this Notice of Meeting and Explanatory Memorandum. Accordingly, the contents of the Remuneration Report are not reproduced in this Explanatory Memorandum. Members are also referred to Note 27 of the Annual Report which contains further details of Directors' Remuneration.

The vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company. Shareholders will be given the opportunity to ask questions and make comments on the Remuneration Report.

2.4 Ratification of Previous Share Issue (Resolution 4)

In August 2006, the Company issued a total of 49,166,667 Shares to the following sophisticated investors at \$0.012 (1.2 cents) per Share to provide working capital.

Name of Allottee	Number of Shares
Serec Pty Ltd	25,000,000
Pierce Sim Pte Limited	4,166,667
Zellvest Pty Ltd (No. 2 Account)	4,166,667
Captain Starlight Nominees Pty Ltd	15,833,333
Total	<u>49,166,667</u>

Each Share was issued on the same terms and ranks equally in all respects with the existing issued ordinary shares in the capital of the Company.

Under Listing Rule 7.1, the prior approval of Members is required to an issue of securities if the securities will, when aggregated with securities issued by the Company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 generally provides that, where a company in a general meeting ratifies an issue of securities, the issue will be treated as having been made with the approval of Members for the purpose of Listing Rule 7.1. The subsequent approval of an issue of shares under Listing Rule 7.4, may only be obtained if the issue did not breach rule 7.1 and the holders of ordinary securities subsequently approve it.

As at the date of the Notice of Meeting and this Explanatory Memorandum, the total number of shares on issue was 408,104,860, including the 49,166,667 shares issued in August 2006, the subject of Resolution 4.

For the purposes of Listing Rule 7.1, the total number of shares on issue 12 months before the date of issue of the Shares the subject of Resolution 4, plus all permitted issues of securities under Listing Rule 7.1 during that 12 month period was 354,938,193 ordinary shares.

Using the formula provided in Listing Rule 7.1, the total number of shares that the Company was permitted to issue taking into account other Share issues made during the preceding 12 months under the 15% rule, prior to the issue of Shares the subject of Resolution 4 in August 2006, was 49,240,720 shares.

As the issue of Shares to sophisticated investors in August 2006 did not exceed this number, the Company now seeks the ratification by the Members, to the issue of Shares to sophisticated investors in August 2006, for the purpose of satisfying all of the requirements of Listing Rule 7.4.

The effect of ratification of the prior issue of Shares to sophisticated investors in August 2006 will be to effectively renew the Company's capacity to make an issue of securities in the next twelve month period, without the need to obtain Members approval under Listing Rule 7.1. The Company's ability to issue shares in the next twelve months will nonetheless be subject to the requirement that any issue of shares must not exceed the 15% in 12 months limitation that is prescribed by Listing Rule 7.1, without the approval of the Members.

Board recommendation

The Board recommends that members ratify the previous share issue.

Voting Exclusion Statement - Resolution 4

The Company will disregard any votes cast on Resolution 4 by any of the allottees or their associates listed above, except as permitted by the paragraph below headed 'Permitted Exception to Voting Exclusion'.

Permitted Exception to Voting Exclusion Statement

The Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

2.5 Approval to Issue Options to Mr. Cary Peter Stynes (Resolution 5)

Introduction

It is proposed that, in recognition of the services provided by Mr. Cary Peter Stynes as Managing Director of the Company, he be granted Options over 6,000,000 fully paid ordinary Shares in the Company pursuant to the Company Share Option Plan exercisable immediately, expiring on the dates specified below, at the following exercise prices:

2,000,000 Options exercisable at \$0.02 (2 cents) per Share vesting on 1 December 2006, expiring on 30 November 2011, 2,000,000 Options exercisable at \$0.03 (3 cents) per Share vesting on 1 December 2006, expiring on 30 November 2011 and 2,000,000 Options exercisable at \$0.04 (4 cents) per Share vesting on 1 December 2006, expiring on 30 November 2011

Listing Rule 10.14 requires that no securities be issued to a director of a listed company under an employee incentive scheme, such as the Company Share Option Plan, without the approval of members by ordinary Resolution. The Company proposes to issue Options to Mr. Stynes in the number set out above and otherwise on the terms and conditions set out in the Company's Share Option Plan, the terms of which are summarised in Annexure B.

Terms of Options

The following information is given in accordance with Listing Rule 10.15:

- a) Exercise price: 2,000,000 Options exercisable at \$0.02 (2 cents) per Share vesting on 1 December 2006, expiring on 30 November 2011, 2,000,000 Options exercisable at \$0.03 (3 cents) per Share vesting on 1 December 2006, expiring on 30 November 2011 and 2,000,000 Options exercisable at \$0.04 (4 cents) per Share vesting on 1 December 2006, expiring on 30 November 2011
- b) Number of Options: Options over 6,000,000 fully paid ordinary Shares in the Company.
- c) Option holder: The Options will be issued to Mr. Cary Peter Stynes.
- d) Vesting: The Options will vest on 1 December 2006.
- e) Life of the Options: The Options will be exercisable at any time after vesting and will expire on 30 November 2011 if not exercised as specified in the Introduction paragraph above.
- f) Forfeiture: If the Directorship of the participant terminates, the participant may, within 28 days after the date of termination, exercise all or part of those of the participant's Options which the participant is then entitled to exercise. Any Option not exercised within that 28-day period will lapse.
- g) Date of issue of Options: The Options will be issued within one month of the vesting date.
- h) Option price: No funds will be raised on the issue of the Options.
- i) Loans: No loan has been provided in relation to the issue of the Options.
- j) Price of the underlying securities as at 25 September 2006: \$0.011 (1.1 cents per Share).
- k) Dividends expected on the Shares: The Company does not currently expect to pay dividends for the foreseeable future and no dividends have been assumed in valuing the Options.

Total remuneration package

Currently Mr. Stynes receives remuneration of \$180,000 per annum as Managing Director of the Company. Further details of Mr. Stynes' remuneration including details of remuneration not paid during the financial year are set out in the Annual Report.

The total value of Options proposed to be issued to Mr. Stynes under Resolution 5 amounts to \$29,800.

Other Options

Currently Mr. Stynes has no options in the Company.

Purpose of Options

The offer of the Options is to provide Mr. Stynes with the opportunity to participate in the success of the Company and to provide him with an added incentive to ensure wealth is created in the Company for the benefit of all Shareholders. The Options are based on the performance hurdle of the Company's securities achieving certain specified Share prices and are designed to align the interests of the executive Directors with the interests of the Company's Shareholders.

Independent Expert's Report

DMR Corporate Pty Ltd has prepared an Independent Expert's Report on the value of Options to be issued to the Directors. DMR Corporate Pty Ltd has assessed the total value of Options proposed to be issued to Mr. Stynes to be \$29,800.

Dilution

Shareholders' interests would be diluted by a further 1.2% if all the Options proposed to be issued to Mr. Stynes by Resolution 5 are exercised and Shareholder approval is obtained for all other Resolutions proposed in this Notice of Meeting.

Interests of Directors in Resolution 5

Given that the Directors have an interest in Resolution 5, none of the Directors or their associates make a recommendation to the Members of the Company in respect of Resolution 5.

2.6 Approval to Issue Options to Mr. Stephen Layton (Resolution 6)

Introduction

It is proposed that, in recognition of the services provided by Mr. Stephen Layton as a Non-Executive Director of the Company, he be granted Options over up to 2,000,000 fully paid ordinary Shares in the Company pursuant to the Company Share Option Plan exercisable immediately, expiring on the dates specified below, at the following exercise prices:

2,000,000 Options exercisable at \$0.02 per Share vesting on 1 December 2006, expiring on 30 November 2011

Listing Rule 10.14 requires that no securities be issued to a director of a listed company under an employee incentive scheme, such as the Company Share Option Plan, without the approval of members by ordinary Resolution. The Company proposes to issue Options to Mr. Layton in the number set out above and otherwise on the terms and conditions set out in the Company's Share Option Plan, the terms of which are summarised in Annexure B.

Terms of Options

The following information is given in accordance with Listing Rule 10.15:

- a) Exercise price: \$0.02 (2 cents) per Share,
- b) Number of Options: Options over 2,000,000 fully paid ordinary Shares in the Company.
- c) Option holder: The Options will be issued to Mr. Stephen Layton.
- d) Vesting: The Options will vest on 1 December 2006.
- e) Life of the Options: The Options will be exercisable at any time after vesting and will expire on 30 November 2011 if not exercised as specified in the Introduction paragraph above.
- f) Forfeiture: If the Directorship of the participant terminates, the participant may, within 28 days after the date of termination, exercise all or part of those of the participant's Options which the participant is then entitled to exercise. Any Option not exercised within that 28-day period will lapse.
- g) Date of issue of Options: The Options will be issued within one month of the vesting date.

- h) Option price: No funds will be raised on the issue of the Options.
- i) Loans: No loan has been provided in relation to the issue of the Options.
- j) Price of the underlying securities as at 25 September 2006: \$0.011 (1.1 cents per Share).
- k) Dividends expected on the Shares: The Company does not currently expect to pay dividends for the foreseeable future and no dividends have been assumed in valuing the Options.

Total remuneration package

Currently Mr. Layton does not receive any remuneration as a Non-Executive Director of the Company.

The total value of Options proposed to be issued to Mr. Layton under Resolution 6 amounts to \$11,000.

Other Options

Currently Mr. Layton has no options in the Company.

Purpose of Options

The offer of the Options is to provide Mr. Layton with the opportunity to participate in the success of the Company and to provide him with an added incentive to ensure wealth is created in the Company for the benefit of all Shareholders. The Options are based on the performance hurdle of the Company's securities achieving certain specified Share prices and are designed to align the interests of the executive Directors with the interests of the Company's Shareholders.

ASX Principles of Good Corporate Governance and Best Practice Recommendations

The proposed issue of Options to the non-executive Directors represents a departure from ASX Corporate Governance Recommendation 9.3 which recommends that non-executive Directors should not receive Options. As stated above the purpose of the Options is to provide the non-executive Directors with additional non-cash remuneration to compensate them for their additional responsibilities as public company Directors whilst retaining as much cash as possible within the Company. The Options are not based on any performance hurdles or on the performance of the Company.

Independent Expert's Report

DMR Corporate Pty Ltd has prepared an Independent Expert's Report on the value of Options to be issued to the Directors. DMR Corporate Pty Ltd has assessed the total value of Options proposed to be issued to Mr. Layton to be \$11,000.

Dilution

Shareholders' interests would be diluted by a further 0.4% if all the Options proposed to be issued to Mr. Layton by Resolution 6 are exercised and Shareholder approval is obtained for all other Resolutions proposed in this Notice of Meeting.

Interests of Directors in Resolution 6

Given that the Directors have an interest in Resolution 6, none of the Directors or their associates make a recommendation to the Members of the Company in respect of Resolution 6.

2.7 Approval to Issue Options to Mr. William Graham (Resolution 7)

Introduction

It is proposed that, in recognition of the services provided by Mr. William Graham as a Non-Executive Director of the Company, he be granted Options over up to 2,000,000 fully paid ordinary Shares in the Company pursuant to the Company Share Option Plan exercisable immediately, expiring on the dates specified below, at the following exercise prices:

2,000,000 Options exercisable at \$0.02 (2 cents) per Share vesting on 1 December 2006, expiring on 30 November 2011

Listing Rule 10.14 requires that no securities be issued to a director of a listed company under an employee incentive scheme, such as the Company Share Option Plan, without the approval of members by ordinary Resolution. The Company proposes to issue Options to Mr. Graham in the number set out above and otherwise on the terms and conditions set out in the Company's Share Option Plan, the terms of which are summarised in Annexure B.

Terms of Options

The following information is given in accordance with Listing Rule 10.15:

- a) Exercise price: \$0.02 (2 cents) per Share,
- b) Number of Options: Options over 2,000,000 fully paid ordinary Shares in the Company.
- c) Option holder: The Options will be issued to Mr. William Graham.
- d) Vesting: The Options will vest on 1 December 2006.
- e) Life of the Options: The Options will be exercisable at any time after vesting and will expire on 30 November 2011 if not exercised as specified in the Introduction paragraph above.
- f) Forfeiture: If the Directorship of the participant terminates, the participant may, within 28 days after the date of termination, exercise all or part of those of the participant's Options which the participant is then entitled to exercise. Any Option not exercised within that 28-day period will lapse.
- g) Date of issue of Options: The Options will be issued within one month of the vesting date.
- h) Option price: No funds will be raised on the issue of the Options.
- i) Loans: No loan has been provided in relation to the issue of the Options.
- j) Price of the underlying securities as at 25 September 2006: \$0.011 (1.1 cents per Share).
- k) Dividends expected on the Shares: The Company does not currently expect to pay dividends for the foreseeable future and no dividends have been assumed in valuing the Options.

Total remuneration package

Currently Mr. Graham does not receive any remuneration as a Non-Executive Director of the Company.

The total value of Options proposed to be issued to Mr. Graham under Resolution 7 amounts to \$11,000.

Other Options

Currently Mr. Graham has no options in the Company.

Purpose of Options

The offer of the Options is to provide Mr. Graham with the opportunity to participate in the success of the Company and to provide him with an added incentive to ensure wealth is created in the Company for the benefit of all Shareholders. The Options are based on the performance hurdle of the Company's securities achieving certain specified Share prices and are designed to align the interests of the executive Directors with the interests of the Company's Shareholders.

ASX Principles of Good Corporate Governance and Best Practice Recommendations

The proposed issue of Options to the non-executive Directors represents a departure from ASX Corporate Governance Recommendation 9.3 which recommends that non-executive Directors should not receive Options. As stated above the purpose of the Options is to provide the non-executive Directors with additional non-cash remuneration to compensate them for their additional responsibilities as public company Directors whilst retaining as much cash as possible within the Company. The Options are not based on any performance hurdles or on the performance of the Company.

Independent Expert's Report

DMR Corporate Pty Ltd has prepared an Independent Expert's Report on the value of Options to be issued to the Directors. DMR Corporate Pty Ltd has assessed the total value of Options proposed to be issued to Mr. Graham to be \$ 11,000.

Dilution

Shareholders' interests would be diluted by a further 0.4% if all the Options proposed to be issued to Mr. Graham by Resolution 7 are exercised and Shareholder approval is obtained for all other Resolutions proposed in this Notice of Meeting.

Interests of Directors in Resolution 7

Given that the Directors have an interest in Resolution 7, none of the Directors or their associates make a recommendation to the Members of the Company in respect of Resolution 7.

2.8 Approval for Board to issue further Shares (Resolution 8)

The Company seeks approval for the Directors to issue by no later than 28 February 2007, up to 50,000,000 fully paid ordinary Shares in the Company at a minimum issue price equal to 80% of the average market price of the Company's fully paid ordinary Shares over the preceding 5 days in which sales in those Shares were recorded before the day on which the issue is made, to such sophisticated investors (within the meaning of section 708 of the Corporations Act) as may be selected by the Directors, provided that the issue of securities to those investors does not constitute a related party transaction within the meaning of Chapter 2E of the Corporations Act ("Allottees").

Each Share will be issued on the same terms and will rank equally in all respects with the existing issued Shares.

Legal and Regulatory Requirements

ASX Listing Rule 7.1

Under ASX Listing Rule 7.1, the Company must not issue more equity securities than the number calculated in accordance with a formula contained in that listing rule without the approval of Members.

The effect of approving the ability of the Company to issue Shares in accordance with Resolution 8 will be to enable the Company to make an issue of securities in excess of 15% of the capital of the Company within 3 months of the date of the meeting. The Company's ability to issue further Shares in the next twelve months without the need to obtain Shareholder approval will also be renewed, subject to the requirement that any issue of Shares must not exceed the 15% in 12 months limitation that is proscribed by Listing Rule 7.1, without the approval of the Members.

The main advantage of approving the issue of Shares is that it gives the Directors the flexibility of raising additional working capital through the issue of Shares in the next three months without incurring the expense of calling another general meeting of the Company.

The issue of the Shares will result in the dilution of the shareholdings of existing Shareholders. If the issue of Shares is approved, this would result in the issue of Shares equal to approximately 14% of the expanded total Share capital in the Company following the Share issue, if Resolution 8 is approved (based on the number of Shares on issue as at 30 September 2005).

ASX Listing Rule 7.3

ASX Listing Rule 7.3 lists the information which must be contained in the Notice of Meeting and Explanatory Memorandum where Shareholders will consider a Resolution pursuant to ASX Listing Rule 7.1. This information is set out below

ASX Listing Rule 7.3 requires the Notice of Meeting at which Shareholders are required to consider a Resolution pursuant to ASX Listing Rule 7.1 to include certain specified information in relation to the equity securities proposed to be issued. This information is set out below as follows:

- (a) *the maximum number of securities to be issued:* a maximum of 50,000,000 Shares may be issued to the Allottees;

- (b) *the date by which the securities will be issued:* 28 February 2007;
- (c) *the date by which the securities will be allotted:* 28 February 2007;
- (d) *the issue price of securities:* the issue price is equal to 80% of the average market price of the Company's fully paid ordinary Shares over the preceding 5 days in which sales in those Shares were recorded before the day on which the offer is made;
- (e) *the names of the allottees (if known):* to such sophisticated investors (within the meaning of section 708 of the Corporations Act) as may be selected by the Directors by 28 February 2007, provided that the issue of securities to those investors does not constitute a related party transaction within the meaning of Chapter 2E of the Corporations Act;
- (f) *the terms of the securities:* the Shares to be issued to the Allottees will be fully paid ordinary Shares ranking equally in all respects with all other fully paid ordinary Shares then on issue in the Company;
- (g) *the intended use of the funds raised:* the funds will be used to provide additional working capital for the Company and to finance potential acquisitions;
- (h) *voting exclusion statement:* The Company will disregard any votes cast on Resolution 8 by sophisticated investors (within the meaning of section 708 of the Corporations Act) and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, who are excluded from voting and any associate of those persons, except as permitted by the paragraph above headed 'Permitted Exception to Voting Exclusion'.

DIRECTORS' APPROVALS AND RECOMMENDATIONS

The Directors recommend that Shareholders vote in favour of those Resolutions in which they do not have an interest in the outcome. No recommendations are made in regard to those Resolutions in which a particular Director has an interest (refer to Voting Exclusion Statements contained in the Notice of Meeting).

The Directors believe that all Members should carefully consider all the information set out in this Explanatory Memorandum prior to the date of the Annual General Meeting of the Company.

Cary P. Stynes
Managing Director
25 October 2006

ANNEXURE A GLOSSARY OF TERMS

The following definitions apply throughout the Notice of General Meeting and the accompanying Explanatory Memorandum, unless the context requires the contrary:

Associate has the same meaning as in Pt 1.2, division 2 of the Corporations Act.

ASIC means the Australian Securities and Investment Commission which is empowered by the Corporations Act and other legislation to regulate the conduct of Australian corporations and enforce the provisions of the Corporations Act.

ASX means the Australian Stock Exchange Limited.

ASX Listing Rules means the official rules of the ASX as at the date of this Notice of Meeting.

Board means the board of Directors of the Company.

Company means The Swish Group Limited (ACN 085 545 973).

Corporations Act means the Corporations Act 2001 (Cth).

Constitution means the Constitution of the Company.

Directors means the Directors of the Company as at the date of this Explanatory Memorandum.

Entitlement Time means, in the context of the entitlement of Shareholders to vote, 10.00 am on the date two days prior to the date of the meeting.

Explanatory Memorandum means the Explanatory Memorandum accompanying the Notice of Meeting.

Listing Rule means a rule of the ASX Listing Rules.

Meeting means a general meeting of Shareholders of the Company to which the Notice of Meeting relates.

Member means a holder of Shares in the Company.

Notice of Meeting means the notice of General Meeting dated 25 October 2006, which this Explanatory Memorandum accompanies.

Option means an Option to purchase one fully paid ordinary Share in the capital of the Company.

Proposal means the Proposal the subject of the Resolution and proposal means any one of them (as the context requires).

Proxy means a proxy form in the form enclosed with this document which is given by a Member who is eligible to vote at the meeting.

Resolution means a resolution referred to in the Notice of Meeting.

Share means a fully paid ordinary Share in the capital of the Company and **Voting Share** and **Equity Share** has the same meaning.

Shareholder means Member.

Swish Group means The Swish Group Limited (ACN 085 545 973).

Voting Exclusion means, in respect those matters which the ASX Listing Rules require it, that votes will not be considered if they are made by persons who are in a position to benefit from the passing of a Resolution. In respect to the Meeting, there are a number of voting exclusions which are specified in detail in the Notice of General Meeting.

ANNEXURE B
TERMS OF COMPANY SHARE OPTION PLAN

The following is a summary of the terms of the Company Share Option Plan. A copy of the Company Share Option Plan is available for inspection if required.

Structure

The principal terms of the Company Share Option Plan are that the Board will issue options at no cash consideration to purchase fully paid ordinary Shares in the Company on the basis of one Option for one Share at an exercise price to be determined by the Board at the time the Options are issued. Options will be exercisable from the time of issue and will lapse on the fifth anniversary of the date of grant if they have not been exercised before that time. Options will be issued up to a maximum of 10% of the issued Share capital of the Company.

Eligibility

Eligible persons under the Company Share Option Plan are Directors, Employees and Contractors of the Company. If the directorship, employment or contract of the participant terminates, the participant may, within 28 days after the date of termination, exercise all or part of those of the participant's options which the participant is then entitled to exercise. Any option not exercised within that 28 day period will lapse.

Allocation

The Company Share Option Plan will be administered by the Board. The Board may from time to time offer options to eligible persons the opportunity to participate in the Company Share Option Plan. The number of options to be offered to a participant, the price (if any) payable for the options, the exercise conditions, the exercise price, the date the options vest, the exercise period and any other conditions will be determined by the Board at its discretion, having regard to the participant's role in the Company.

Maximum number of options

The Board must not issue or offer to issue options under the Company Share Option Plan if, following the issue of options, the aggregate number of Shares that would be issued if all Options issued under the Company Share Option Plan and under any other employee share scheme of the Company during the previous five years that are on issue or have been issued during the previous five years under any other employee share scheme of the Company exceeds 10% of the number of Shares then on issue.

DMR CORPORATE

DMR

D M R Corporate Pty Ltd A.C.N. 063 564 045
470 Collins Street
Melbourne Telephone (03) 9629 4277
Victoria 3000 Facsimile (03) 9629 4598
Australia Email admin@dmrcorporate.com.au

27 September 2006

The Directors
The Swish Group Limited
170 Dorcas Street
SOUTH MELBOURNE VIC 3205

Dear Sirs

Value of Options

1. Introduction

- 1.1 We have been requested by Mr. Cary P Stynes of The Swish Group Limited ("SWG" or the "Company") to advise SWG in respect of the fair value of the options to be issued to current SWG directors pursuant to Resolutions 5, 6 & 7 to be put forward at the forthcoming SWG Annual General Meeting ("AGM").
- 1.2 We understand that the Resolutions provide for the following:
- The issue of options as set out in Appendix A;
 - The options will be issued pursuant to the terms and conditions set out in the Company Share Option Plan Rules as adopted on 28 November 2003;
 - The options will vest on 1 December 2006, two days after the proposed date of issue. For the purpose of this valuation we assume that the options vest immediately and without any performance hurdles;
 - The options are exercisable at the exercise prices set out in Appendix A;
 - The options are exercisable at any time after the date of vesting and before the expiry date in accordance with clause 4.1 of the Share Option Plan;
 - The options are not transferable and may not be assigned as stated in clause 3.5 of the Share Option Plan;
 - Termination of employment for a reason other than (i) death, (ii) retrenchment (iii) retirement, (iv) total and permanent disability or (v) any other reason as the Board in its absolute discretion determines results in a lapse of the options the terminated employee is entitled to. If the termination falls within the abovementioned reasons the holder of the options has 28 days to exercise all or part of the options the holder is

entitled to. Any options not exercised during this period shall lapse as set out in clause 4.5 of the Scheme; and

- The issue of the options will raise no funds and no loan has been provided in relation to the issue of options.

2. Valuation Methodology

- 2.1 Options are generally valued using one of a number of option pricing models. The Black-Scholes-Merton option model assumes that the options will be exercised on the day immediately prior to their expiry date. This assumption is realistic if there are no dividends being paid during the life of the option or if the terms of the options do not allow for the possibility of an early exercise. The Black-Scholes-Merton model gives the maximum value to outstanding options and we do not consider this model to be applicable to the valuation of the above options.
- 2.2 We have reviewed the terms of the options to be issued to SWG directors and based on this review we have concluded that there is a reasonable probability that the options will be exercised before their expiry date. Our principal reason for this view is the lack of transferability of the options, their illiquidity and the expiry conditions set out in the Option Plan in the event of a cessation of employment by the holder. Our view is supported by empirical evidence that employee and director options are often exercised well before their expiry date. For this reason we have valued the SWG executive options using a binomial model, which has been tailored specifically for use in valuing employee options.
- 2.3 It should be noted that pursuant to accounting standard AASB2 Share-based Payment, options issued to employees must be valued at the date they are issued and expensed over the life of the option. This valuation cannot be prepared prior to the date of issue as one of the key variables in the model is the share price at grant date. We have used a binomial model and the current share price as at 25 September 2006 to ascertain an approximate value of the options being issued however the options may need to be revalued after grant date to determine the value to be expensed in the accounts.
- 2.4 The model used determines the value of an option as a function of the following variables:
- 1) the current share price of the underlying shares
 - 2) exercise price of the option
 - 3) volatility of the share price
 - 4) vesting conditions
 - 5) time to maturity
 - 6) risk free rate of interest
 - 7) expected dividend yield
 - 8) an exercise price multiple

3. Assumptions used

3.1 Set out below is a discussion of each of the variables and the assumptions that we have selected in applying the binomial model.

3.2 The share price of the underlying shares

SWG is a company incorporated in Australia and listed on the Australian Stock Exchange Limited ("ASX").

The volume weighted average share price (based on closing daily prices) for the 90-day period ended 25 September 2006 was \$0.0129 on a volume of 22,598,818 shares, and for the 30-day period ended 25 September 2006 was \$0.0115 on a volume of 9,838,440 shares.

Based on the above share prices, we consider that the 90-day volume weighted average share price of \$0.0129 represents the current market value of shares in SWG as at the 25 September 2006. This is the price that will be used to estimate the value of the options as at 29 November 2006.

3.3 The exercise price of the options

The exercise price of the options to be issued pursuant to Resolution 5 are \$0.02, \$0.03 and \$0.04 respectively. The options to be issued pursuant to Resolution 6 and 7 are exercisable at a price of \$0.02.

3.4 The volatility of the share price

The volatility of the share price is a measure of uncertainty about the returns provided by the shares. Generally it is possible to predict future volatility of a stock by reference to its historical volatility.

A share with a greater volatility has a greater time value component of the total option value.

The volatility estimate used in option pricing models is typically calculated with reference to the annualized standard deviation of daily share price returns on the underlying security over a specified period.

The historic volatility information for Australian listed companies can be sourced from the Australian Graduate School of Management – Centre for Research in Finance Risk ("CRIF") Measurement Service statistics. The 30 June 2006 CRIF report indicates that the SWG shares have a volatility of 80.02%.

We have concluded that a share price volatility of 80.02% is appropriate when valuing the SWG options to be issued on 29 November 2006.

3.5 Vesting conditions

Each of the options to be issued to SWG directors vest on 1 December 2006, and as mentioned in Section 1 are assumed to vest immediately on the date of issue for the purposes of this valuation.

3.6 Time to maturity

All of the options expire on 30 November 2011. We have assumed this dates to be the maturity dates of the options, however this assumption is impacted by paragraph 3.9 below

3.7 Risk free rate of interest

We have used a risk free rate of 5.63% in valuing the options. This rate is based on current Treasury Bond yields with maturities approximating the expiry dates of the options.

3.8 Expected dividend yield

SWG does not have a history of paying dividends and we have assumed that no dividends will be paid during the currency of the options.

3.9 An exercise price multiple

As stated in Section 2, options issued to directors are often exercised prior to their expiry date and this occurs due to the lack of liquidity of the options. SWG does not have a history that we could use to predict the likely exercise date. However, due to restrictions placed on directors with regard to trading when privy to information not yet made public, we consider that the options may not be exercised until the market price of SWG shares reaches a multiple of 2 times the exercise price. This factor has been taken into account in the application of the Binomial Option Valuation Model we have used.

4. Valuation

4.1 Based on the assumptions set out in Section 3 above we have assessed the value of one option (using the Binomial Model) to be:

Resolution	Director	No of Options	Value of One Option \$
5	Mr Cary P Stynes	2,000,000	0.0055
		2,000,000	0.0049
		2,000,000	0.0045
6	Mr Stephen Leyton	2,000,000	0.0055
7	Mr William G Graham	2,000,000	0.0055

- 4.2 It should be noted that the effect of the assumption set out in paragraph 3.9 above results in an expected option life of 4.07, 4.52 and 4.71 years respectively for the options to be issued under Resolution 5, and 4.07 years for the options to be issued under Resolutions 6 and 7.
- 4.3 By way of a cross check we have calculated the value of the options by excluding the assumption set out in 3.9 above, assuming that they would be exercised at expiry on 30 November 2011. This calculation reveals the maximum value of the options. The cross check produced the following results using the Black-Scholes Option valuation model:

Resolution	Director	Value of One Option \$
5	Mr Cary P Stynes	0.0077
		0.0067
		0.0060
6	Mr Stephen Leyton	0.0077
7	Mr William G Graham	0.0077

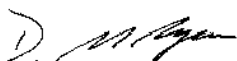
- 4.4 Based on the valuation contained in section 4.1 we consider the total value of the options to be granted to each director to be;

Resolution	Director	Proposed No. of options to be issued	Value of Options \$
5	Mr Cary P Stynes	2,000,000	11,000
		2,000,000	9,800
		2,000,000	9,000
		<u>6,000,000</u>	<u>29,800</u>
6	Mr Stephen Leyton	2,000,000	11,000
7	Mr William G Graham	2,000,000	11,000
	Total	<u>10,000,000</u>	<u>51,800</u>

Should you require any further information please do not hesitate to contact us.

Yours faithfully

DMR Corporate Pty Ltd



Derek Ryan
Director

The Swish Group Limited
Summary of Proposed Issue of Options

Resolution	Director	Issue Date	Proposed No. of options to be issued	Exercise Price	Expiry Date
5	Mr Cary P Stynes	29/11/06	2,000,000	\$0.02	30/11/11
		29/11/06	2,000,000	\$0.03	30/11/11
		29/11/06	2,000,000	\$0.04	30/11/11
			<u>6,000,000</u>		
6	Mr Stephen Leyton	29/11/06	<u>2,000,000</u>	\$0.02	30/11/11
7	Mr William G Graham	29/11/06	<u>2,000,000</u>	\$0.02	30/11/11
	Total		<u>10,000,000</u>		

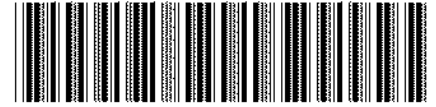
All correspondence to:
 Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia
 Enquiries (within Australia) 1300 850 505
 (outside Australia) 61 3 9415 4000
 Facsimile 61 3 9473 2555
 www.computershare.com

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



000001
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 SWG
 MR JOHN SMITH 1
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

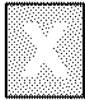
Securityholder Reference Number (SRN)



I 1234567890 I ND

Appointment of Proxy

I/We being a member/s of The Swish Group Limited and entitled to attend and vote hereby appoint



the Chairman
 of the Meeting
 (mark with an 'X')

OR



If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of The Swish Group Limited to be held at Level 19, 15 William Street, Melbourne on 29th November 2006 at 11.00 am and at any adjournment of that meeting.



IMPORTANT: FOR ITEMS 4, 5, 6, 7 AND 8 BELOW

If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on items 4, 5, 6, 7 and 8 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of those items and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Items 4, 5, 6, 7 and 8 and your votes will not be counted in computing the required majority if a poll is called on these items. The Chairman of the Meeting intends to vote undirected proxies in favour of each of these items.

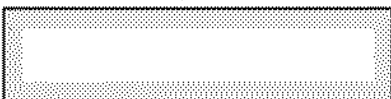
Voting directions to your proxy - please mark to indicate your directions

		For	Against		For	Against	
1	Election of Director - Mr William Gerard Graham	<input type="checkbox"/>	<input type="checkbox"/>	6	Approval to Issue Options to Mr Stephen Layton	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Director - Mr Stephen Layton	<input type="checkbox"/>	<input type="checkbox"/>	7	Approval to Issue Options to Mr William Gerard Graham	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	8	Approval for Board to issue further Shares	<input type="checkbox"/>	<input type="checkbox"/>
4	Ratification of Previous Share Issues	<input type="checkbox"/>	<input type="checkbox"/>				
5	Approval to Issue Options to Mr Cary Peter Stynes	<input type="checkbox"/>	<input type="checkbox"/>				

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the other items of business.

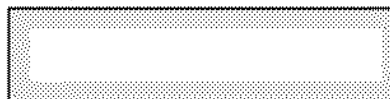
PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1



Sole Director and
 Sole Company Secretary

Securityholder 2



Director

Securityholder 3



Director/Company Secretary

In addition to signing the Proxy form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date

/ /



How to complete the Proxy Form

1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

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

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the two boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

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

5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the securityholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry or at www.computershare.com.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 11.00 am on 29th November 2006. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

IN PERSON Share Registry - Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067 Australia
BY MAIL Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia
BY FAX 61 3 9473 2555