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ASX RELEASE

GetSwift Limited (ASX:GSW)

30 October 2020

Appendix 4C - Quarterly Activities Report

- **Total Revenue and Other Income for the Quarter was $10.8 million**
- **27X Revenue Growth Over Last 24 Months and 171X since listing December 2016**

GetSwift Limited (ASX: GSW) ('GetSwift' or the 'Company'), today lodged its Appendix 4C Report for the period ending 30 September 2020.

Total revenue and other income for the quarter ending 30 September 2020 was $10.8 million, an increase of 600 per cent on the equivalent quarter last year and a decrease of 14.3 per cent from the preceding quarter ending 30 June 2020, based upon unaudited management based results.

Scheme of Arrangement

On September 4th, 2020, the Company announced a proposal to re-domicile from Australia to North America by way of scheme of arrangement under Part 5.1 of the *Corporations Act 2001* (Cth) (the "Scheme") and listing of the Company's new holding company on the NEO Exchange in Canada (together, the "Re-domiciliation"). On October 9th, 2020 the Company announced the release of the Scheme Booklet in relation to the re-domiciliation of the GetSwift group of companies from Australia to Canada by way of the scheme.

Litigation Update

(a) *Australian Securities and Investments Commission v GetSwift Limited & others Federal Court of Australia* VID 146 of 2019

On 22 February 2019, ASIC commenced civil penalty proceedings by filing an Originating Process and a Concise Statement in the Federal Court of Australia against GetSwift, Mr Joel Macdonald and Mr Bane Hunter. ASIC filed and served an Amended Originating Process and Statement of Claim on 15 March 2019 and amended its claim to include former GetSwift Director and Corporate Counsel, Mr Brett Eagle, as an additional defendant.

The proceedings brought by ASIC allege that GetSwift failed to meet its continuous disclosure obligations and engaged in misleading or deceptive conduct in the manner in which it made announcements to the market on the ASX, including in relation to 13 client contracts.
The proceedings also allege that Mr Macdonald and Mr Hunter were involved in GetSwift's continuous disclosure contraventions, engaged in misleading and deceptive conduct and failed to exercise their powers and discharge their duties as directors of GetSwift with the required degree of care and diligence (by failing to take all reasonable steps to mitigate the risk of GetSwift engaging in misleading conduct or not disclosing material information).

ASIC is seeking declarations of contraventions against GetSwift and each of Mr Macdonald, Mr Hunter and Mr Eagle as well as orders disqualifying each of Mr Macdonald and Mr Hunter from managing corporations for a period of time to be determined. Further, ASIC seeks pecuniary penalties against GetSwift in relation to the alleged continuous disclosure contraventions and against Mr Hunter and Mr Macdonald in relation to the alleged continuous disclosure contraventions and breach of directors' duties "in such amount as the Court considers appropriate in respect of each of the declared contraventions".

All defendants have vigorously defended the proceeding and dispute ASICs allegations.

The trial was conducted between 15 June 2020 and 30 September 2020, including a number of adjournments. The judgment that will be issued at some time after the trial will deal with the question of liability, that is, whether the alleged contraventions occurred. Once the judgment is issued, if the defendants are found liable in respect of any of the alleged contraventions, a separate hearing will occur at a later stage in relation to whether any penalties should be imposed, including the extent and form of any penalties. The parties would then have a right to appeal any orders issued by the Court as part of the liability and/or penalty judgments.

(b) *Raffaele Webb v GetSwift Limited & Anor* NSD 580 of 2018

On 20 February 2018, Squire Patton Boggs commenced an open class representative proceeding in the Federal Court of Australia against GetSwift and Mr Joel Macdonald (the **Perera Proceeding**).

Subsequently, two more open class actions were commenced against GetSwift and Mr Macdonald by Corrs Chambers Westgarth (the **McTaggart Proceeding**) and Phi Finney McDonald (the **Webb Proceeding**), on 26 March and 13 April 2018, respectively. The McTaggart Proceeding additionally included Mr Bane Hunter as a defendant.

On 23 May 2018, the Federal Court of Australia ordered that only 1 of the 3 competing class actions filed against GetSwift could continue (the Webb Proceeding). The decision was appealed and upheld by the Full Court of the Federal Court of Australia. The applicant unsuccessfully sought special leave to appeal to the High Court of Australia, which dismissed the application on 17 April 2019. As a result of the High Court's decision, the judgment of the Full Court is now final and only the Webb Proceeding will continue against GetSwift and Mr Macdonald.

The Webb Proceeding is filed on behalf of persons who acquired an interest in fully paid GetSwift Shares during the period from 24 February 2017 until 19 January 2018 and who claim to have suffered loss as the result of the alleged contraventions.

The Webb Proceeding alleges that GetSwift and Mr Macdonald engaged in misleading and deceptive conduct and made false and misleading statements in the manner in which they made announcements to the market on the ASX, including in relation to 16 client contracts.

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The Webb Proceeding also alleges that GetSwift failed to meet its continuous disclosure obligations in relation to information about certain client contracts and client contracts generally, and that Mr Macdonald was involved in the contraventions.

The claim seeks declarations of contraventions against GetSwift and Mr Macdonald as well as compensation for loss suffered. The claim alleges that the contravening conduct caused the market price for GetSwift Shares to be higher than their true price or the price that would have prevailed if the contravening conduct had not occurred. Therefore, the applicant and group members claim to have suffered resulting loss and that the defendants are liable to compensate them for the amount of the loss and damage suffered by them. The claim has not been quantified by Webb.

All defendants are vigorously defending the proceeding. The parties are in the process of preparing for trial.

The judge who is currently listed to hear the trial in the Webb Proceeding is the same judge who heard the trial in the ASIC Proceeding. The respondents filed an interlocutory application seeking that the matter be reallocated to a different judge. An interlocutory hearing occurred on 13 August 2020 in that regard. Judgment was delivered on 9 September 2020. The application was dismissed and the parties were given leave to appeal the judgment. The respondents lodged an appeal on 23 September 2020 and are currently waiting for the Court to advise a hearing date for the appeal.

At the interlocutory hearing on 13 August 2020, the trial date, that was previously scheduled for 14 September 2020, was vacated. A new trial date has not been set. The parties were before the Court on 15 September for a case management conference, at which the applicant sought asset notification orders, pending the release of this Scheme Booklet and an opportunity to consider its contents. GetSwift agreed, on a without admissions basis, that until 5.00pm on 22 October 2020, it will provide the applicant with at least 3 business days' notice before implementing any decision:

- that the first respondent will acquire any interest in a third party;
- that the first respondent will acquire any asset or interest in an asset where the consideration payable is in excess of $1 million; or
- that the first respondent will transfer any of its assets to a Related Body Corporate,

where the implementation of that decision would involve the transfer to a place outside Australia of any assets of the first respondent that are currently held in Australia.

The next asset notification application has been listed for hearing on 23 December 2020.

Listing Rule 4.7C.3 – Related party payments
Per the above, $889k was paid to the directors, including salary of the two executive directors during the relevant the quarter.

- END

This announcement was approved, and authorised for release by, the GetSwift Board of Directors.

Further Information:

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About GetSwift Limited

GSW is a technology and services company that offers a suite of software products and services focused on business and logistics automation, data management and analysis, communications, information security, and infrastructure optimization and also includes ecommerce and marketplace ordering, workforce management, data analytics and augmentation, business intelligence, route optimization, cash management, task management shift management, asset tracking, real-time alerts, cloud communications, and communications infrastructure (collectively, the "GetSwift Offering"). The GetSwift Offering is used by public and private sector clients across industries and jurisdictions for their respective logistics, communications, information security, and infrastructure projects and operations.

GetSwift is headquartered in New York City and is listed on the Australian Securities Exchange (ASX:GSW).

For further background, please visit www.getswift.co. GetSwift is an emerging growth company and is subject to a variety of risks. The Company is not yet profitable, and there can be no assurance that it will achieve profitability. The Company's business and a variety of investment considerations are discussed in more detail in the Company's filings with the Australia Securities Exchange (ASX). Investors are encouraged to review the more complete information contained in such filings.

Appendix 4C

Quarterly cash flow report for entities subject to Listing Rule 4.7B

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Name of entity	
GetSwift Limited	
ABN	**Quarter ended ("current quarter")**
57 604 611 556	30 Sept 2020

Consolidated statement of cash flows		**Current quarter $A'000**	**Year to date (1 July to 30 Sept 2020) $A'000**
1.	**Cash flows from operating activities**		
1.1	Receipts from customers	6,179	6,179
1.2	Payments for		
	(a) research and development	(337)	(337)
	(b) product manufacturing and operating costs	(12,888)	(12,888)
	(c) advertising and marketing	(149)	(149)
	(d) leased assets	(215)	(215)
	(e) staff costs	(3,071)	(3,071)
	(f) administration and corporate costs	(6,601)	(6,601)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	76	76
1.5	Interest and other costs of finance paid	(8)	(8)
1.6	Income taxes paid	(497)	(497)
1.7	Government grants and tax incentives	156	156
1.8	Other (provide details if material)	1,055	1,055
1.9	**Net cash from / (used in) operating activities**	**(16,301)**	**(16,301)**

2.	**Cash flows from investing activities**		
2.1	Payments to acquire or for:		
	(a) entities	-	-
	(b) businesses	-	-

	(c) property, plant and equipment	(92)	(92)
	(d) investments	-	-
	(e) intellectual property	-	-
	(f) other non-current assets	(18)	(18)
2.2	Proceeds from disposal of:		
	(a) entities	-	-
	(b) businesses	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) intellectual property	-	-
	(f) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	**Net cash from / (used in) investing activities**	**(110)**	**(110)**

3.	**Cash flows from financing activities**		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	-
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	685	685
3.4	Transaction costs related to issues of equity securities or convertible debt securities- LDA Facility Fee and Commission related. See 7.6	(419)	(419)
3.5	Proceeds from borrowings- Bank line of credit. See 7.6	2,946	2,946
3.6	Repayment of borrowings- Bank line of credit. See 7.6	(1,398)	(1,398)
3.7	Transaction costs related to loans and borrowings	(2)	(2)
3.8	Dividends paid	-	-
3.9	Other – Letter of Credit issued to bank	(2,181)	(2,181)
3.10	**Net cash from / (used in) financing activities**	**(370)**	**(370)**

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4.	**Net increase / (decrease) in cash and cash equivalents for the period**		
4.1	Cash and cash equivalents at beginning of period	34,031	34,031
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(16,301)	(16,301)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(110)	(110)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	(370)	(370)
4.5	Effect of movement in exchange rates on cash held	(1,064)	(1,064)
4.6	**Cash and cash equivalents at end of period**	**16,186**	**16,186**

5.	**Reconciliation of cash and cash equivalents** at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	**Current quarter $A'000**	**Previous quarter $A'000**
5.1	Bank balances	16,186	34,031
5.2	Call deposits		
5.3	Bank overdrafts		
5.4	Other (provide details)		
5.5	**Cash and cash equivalents at end of quarter (should equal item 4.6 above)**	**16,186**	**34,031**

6.	**Payments to related parties of the entity and their associates**	**Current quarter $A'000**
6.1	Aggregate amount of payments to related parties and their associates included in item 1	898
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-

Note: Item 6.1 includes executive directors' compensation and non-executive directors' fees.

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7.	**Financing facilities** *Note: the term "facility' includes all forms of financing arrangements available to the entity.* *Add notes as necessary for an understanding of the sources of finance available to the entity.*	**Total facility amount at quarter end $A'000**	**Amount drawn at quarter end $A'000**
7.1	Loan facilities	2,927	2,394
7.2	Credit standby arrangements		
7.3	Other (please specify)	63,310	
7.4	**Total financing facilities**	66,237	2,394

7.5	**Unused financing facilities available at quarter end**	533

7.6 Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.

In March 2020, the Company entered into a put option agreement with LDA Capital LLC, a United States based private alternative investment group, which have agreed to provide the company with up to US$45 million in committed equity capital over 36 months. Capital call elections by the company are subject to the requirements and limitations of the terms of the share lending agreement. The purchase price of the company's shares by LDA are based on certain criteria including GSW's daily trading volume and weighted average price during specified periods, as well as LDA entering into a share lending agreement with a holder of currently outstanding shares of the company and the delivery of such shares to LDA.

Loan facilities 7.1 - Bank Lines of Credit exist with four banks ranging from 300 to 500 EUR, each with a 1 year term with interest rates ranging from 2.2% to 2.7% plus 1-6 month Euribor. The interest rate for one 500 EUR facility is 2%.

8.	**Estimated cash available for future operating activities**	**$A'000**
8.1	Net cash from / (used in) operating activities (item 1.9)	(16,301)
8.2	Cash and cash equivalents at quarter end (item 4.6)	16,186
8.3	Unused finance facilities available at quarter end (item 7.5)	533
8.4	Total available funding (item 8.2 + item 8.3)	16,719

8.5	**Estimated quarters of funding available (item 8.4 divided by item 8.1)**	1.0

Note: if the entity has reported positive net operating cash flows in item 1.9, answer item 8.5 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.5.

8.6 If item 8.5 is less than 2 quarters, please provide answers to the following questions:

8.6.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?

Answer: No, the company does not expect the current level of net operating cash outflows to continue. This higher level of spend is not expected to continue. In addition, the customer receipts related to the spend during the current quarter are expected to be received in the first quarter of 2021. As noted in the Scheme Booklet dated 9 October 2020 the company believes that it is reasonably foreseeable that the GetSwift group will continue as a going concern having regard to a number of factors including current working capital, receivables and

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access to the LDA Facility referred to in item 7 above. The company anticipates that its ability to continue as a going concern will likely be dependent on its ability to obtain additional equity, debt or other financing as and when required until it is able to achieve profitable operations. The company's directors currently have a reasonable expectation that the company will be able to obtain sufficient funds from existing shareholders or external parties in order to continue as a going concern.

8.6.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?

Answer: No. See item 8.6.1. The company will continue to review its cashflow and capital requirements in the expectation that it may consider some form of capital raising in the medium term.

8.6.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: Yes, as noted in item 8.6.1. The increased level of net operating cash outflows is atypical and due to timing of cash outflow and inflows. See item 8.6.1 above relating to potential capital raising in the future.

Note: where item 8.5 is less than 2 quarters, all of questions 8.6.1, 8.6.2 and 8.6.3 above must be answered.

Compliance statement

1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.

2 This statement gives a true and fair view of the matters disclosed.

Date: 30 October 2020

Authorised by: Board of Directors
(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.

2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standard applies to this report.

3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.

4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [*name of*

board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".

5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

6. On 31 January 2020, the group acquired sixty percent of the share capital of Logo d.o.o. ("the Entity") a Serbian based provider of communications infrastructure products and services. The Company's strategic acquisition of Logo allows GSW to offer its clients a suite of complementary services relating to data centers, communications infrastructure, and information security.

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