

Swyftx Pty Ltd

(ACN 623 556 730)

(the **Company**)

UNANIMOUS CIRCULAR RESOLUTION OF THE BOARD PURSUANT TO RULE 63.1 OF THE COMPANY'S CONSTITUTION

1. **BACKGROUND**

Pursuant to Rule 63.1 of the constitution of the Company (**Constitution**), the Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

2. **MODERN SLAVERY ACT COMPLIANCE**

- (a) Under the *Modern Slavery Act 2018* (Cth) (the **Act**), entities operating in Australia with an annual consolidated revenue of more than \$100 million must "report annually on the risks of modern slavery in their operations and supply chains, and actions to address those risks" to the Department of Home Affairs.
- (b) The Company is an entity operating in Australia with an annual consolidated revenue of more than \$100m. Accordingly, it is obliged to report on modern slavery in accordance with the Act.
- (c) The Directors have been provided with **Annexure A** – a copy of the proposed *Modern Slavery Statement FY2022*, prepared by Adam Percy, Chief Risk & Compliance Officer (the **Statement**).

3. **RESOLUTIONS**

- (a) **Resolved**, as a majority of the Directors entitled to vote, that:
 - (i) the Statement was provided to the Board, being the principal governing body of the Company, on the date of this resolution;
 - (ii) the Statement be approved by the Board;
 - (iii) Adam Percy, Chief Risk & Compliance Officer be authorised to:
 - (A) lodge the Statement on behalf of the Company by the relevant due date; and
 - (B) do anything (including executing any document) which, in the opinion of the Risk & Compliance Lead, is necessary, advisable or incidental in connection with the effective exercise of any power listed above.
- (b) **Resolved** that the Company and severally each director, secretary or authorised officer of the Company for and on behalf of the Company, be authorised to do anything (including, but not limited to, certification, execution and delivery of documents) required to be done, capable of being done or advisable to do under, in accordance with or incidental to the resolutions set out in these circulating resolutions.

We, being all the directors of the Company, entitled to receive notice of a board meeting and to vote on the resolutions, are in favour of the above resolutions. The resolutions are passed by the directors without a board meeting on the date and at the time when the last director signs.

Dated: this 17th day of April, 2023

SIGNED:

Alex Harper

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Signature of **Alex Harper**

SIGNED:

Angus Goldman

756BD42CDD43763AE913CA1A3DECCF93 contractworks.

Signature of **Angus Mark Goldman**

ANNEXURE A
Modern Slavery Statement FY2022

Modern Slavery Statement

FY2022

Swyftx Pty Ltd

Version: 1.0

Author: Winston McLaren

Date Reviewed: 23 December 2022

Approver(s): CEO and Board

1. Background

In accordance with the *Modern Slavery Act 2018* (Cth) (**Modern Slavery Act**), this statement outlines Swyftx Pty Ltd's (**Swyftx**) commitment to address modern slavery and human trafficking risks in our business and supply chains for the financial year ending 30 June 2022.

Swyftx is dedicated to addressing modern slavery and trafficking in its operations and aims to take an active approach to review its supply chains.

Under the Modern Slavery Act, Swyftx is required to submit a Modern Slavery Statement covering the following items:

1. Identification of the reporting entity;
2. A description of the structure, operations, and supply chain of Swyftx;
3. A description of the risks of modern slavery practices in the operations and supply chains of Swyftx and any entity it owns or controls;
4. A description of the actions taken by Swyftx and any entity it owns or controls to assess, and address those risks, including Due Diligence and remediation processes;
5. A description of how Swyftx assess the effectiveness of such actions;
6. A description of the consultation process with the entities Swyftx owns or controls;
7. Details of approval by Swyftx's governing body; and
8. Any other information that Swyftx considers relevant

2. Introduction

The Department of Home Affairs defines modern slavery as including eight types of serious exploitation:

1. Trafficking in persons;
2. Slavery;
3. Servitude;
4. Forced Marriage;
5. Forced Labour;
6. Debt Bondage;
7. Deceptive recruiting for labour or services; and
8. The worst forms of child labour. The worst forms of child labour means situations where children are subjected to slavery or similar practices, or engaged in hazardous work.¹

3. Identification of the Reporting Entity

The reporting entity is Swyftx Pty Ltd (ABN 72 623 556 730). Swyftx's registered office address is Level 3, 135 Coronation Drive, Milton QLD 4064.

4. Structure, Operations and Supply Chains

Structure

Swyftx is registered with ASIC as an Australian private proprietary company limited by shares and is registered for GST. Swyftx's wholly owned subsidiaries at the end of the reporting period (30 June 2022) included:

- Swyftx UK Ltd (a company registered in the United Kingdom under company number 13293982);
- TFS Trade Pty Ltd (ABN 72 654 897 720);
- Swyftx Brokers Pty Ltd (ABN 58 648 337 893); and
- Crypto News Pty Ltd (ABN 88 611 395 067).

Swyftx employed 289 people at the end of the reporting period.

Operations

Provision and delivery of services

¹ Department of Home Affairs, <https://www.homeaffairs.gov.au/criminal-justice/Pages/modern-slavery.aspx>.

The main business of Swyftx is the operation of a digital asset exchange which can be accessed through either a mobile application or desktop web browser. Swyftx lists over 300 tradable digital assets on its platform (e.g., Bitcoin and Ethereum). Crypto News Pty Ltd is the only subsidiary carrying on another type of business, namely, a digital asset news website. Swyftx and its subsidiaries are primarily run out of the same central office location in Brisbane, Australia.

Direct employment of workers

Swyftx employed staff from the following countries at the end of the reporting period:

- Australia;
- Canada;
- Portugal;
- United Kingdom; and
- New Zealand.

The main types of direct labour & operations involved in delivering Swyftx's digital asset exchange to market are as follows:

- Research & Development (of the Swyftx Platform) + Software Engineering;
- Customer Support (Sales, Support, Dispute Resolutions, High Value Accounts);
- Operations (Finance, Risk/Compliance, Human Resources & Office Management, Commercial);
- Cyber Security;
- Product;
 - UI/UX;
 - Product Management;
- IT;
- Marketing;
- Legal; and
- Executive Management / Leadership.

Swyftx employed 289 staff as at the end of the reporting period. Of those 289 employees, their respective work types are as follows:

- 254 – Permanent;
- 25 – Temporary or Casual;
- 7 – Independently Contracted; and
- 3 – Fixed term Contracted.

Of those 289 employees, their respective work classes are as follows:

- Full Time – 245;
- Interns – 14;
- Part Time – 12;
- Casual – 11; and
- Independent Contractor – 7.

Financial Investments

As at the end of the reporting period, Swyftx had financial investments in term deposits with National Australia Bank. There were no other financial investments made by Swyftx apart from the purchase of a subsidiary company (Crypto News Pty Ltd) previously listed.

Supply Chain

The main types of products and services used in the delivery of Swyftx's products and services and enable operations are as follows:

- Software-as-a-Service (SaaS) providers;
- Platform-as-a-Service (PaaS) providers;
- Liquidity providers;
- Payments providers;
- Office Facilities providers;
- IT Equipment providers; and

- Recruitment firms.

5. Risks of Modern Slavery due to our operations

The risks of Modern Slavery being present in Swyftx’s business have been assessed as follows:

Risk Factor	Metrics	Risk Rating
Large proportion of casual or temporary workers	12% of employees are temporary or casual. All employees are employed at or above the relevant Fair Work Commission award.	LOW
Large proportion of migrant workers, particularly from developing countries	Less than 10% of employees are migrants. All employees are employed at or above the relevant Fair Work Commission award.	LOW
Base skilled or low skilled workers	Approximately 16% of employees are base or low skilled. All employees are employed at or above the relevant Fair Work Commission award.	LOW
Use of third-party labour hire services and recruitment agencies	Swyftx infrequently uses recruitment agencies to find onshore talent. Swyftx does not use recruitment strategies that target specific individuals or groups from marginalised or disadvantaged communities.	LOW
Sourcing products/services from high-risk countries	Swyftx’s list of 283 vendors & suppliers contains only 2 vendors/suppliers that are based in the Top 10 highest risk countries for Modern Slavery (India).	LOW
Immature, weak, or non-existent company processes and policies	Swyftx follows all Australian workplace health and safety laws via its Workplace Health & Safety Policy.	LOW
Limited visibility over suppliers or subcontractors	Swyftx conducts due diligence on some suppliers and subcontractors, however this is limited to business specific risks that do not currently include Modern Slavery assessments. This risk is being managed by the action outlined below.	MEDIUM
Multiple risk factors coexisting	Multiple risk factors do not present themselves as an inherent risk as per the above risk ratings.	LOW

6. Actions taken by us to address Modern Slavery risks

Swyftx has prepared this Modern Slavery statement for the first time, actions taken to address the Modern Slavery risks identified are as follows:

1. Created a process whereby an annual review of the risks inherent in Swyftx’s business with regard to Modern Slavery is undertaken;
2. Agreed controls are documented and implemented, along with their respective risks in the Swyftx Risk Register to reduce those inherent risks; and

3. A Modern Slavery Question has been added to Swyftx's Third Party Due Diligence Questionnaire whereby firms that Swyftx are proposing to engage will need to attest to not directly using or exploiting any of the eight practices outlined in section 2 of this Statement.

7. How we will assess our actions effectiveness

Swyftx will assess its actions' effectiveness by conducting a review of its operations and supply chains annually, by considering the following data:

1. Reviewing our metrics annually to monitor trends surrounding pertinent risks of Modern Slavery. Where metrics are trending upwards, Swyftx will consider possible actions to ensure the risk of Modern Slavery is and will not materialise.
2. Reviewing any feedback received from stakeholders and operations & supply chain partners to consider whether the risks of Modern Slavery can be further reduced & whether our actions in relation to Modern Slavery Assessment are operating effectively

8. How we consult with our subsidiaries

Swyftx is the entity that employs all employees involved in operating its subsidiaries. There are no service level agreements or other agreements of that type involved in operating our subsidiaries. All identification, risk assessment and actions taken in mitigating the risk of Modern Slavery are without the need to 'consult' with our subsidiaries as all business services for all subsidiaries are shared with Swyftx Pty Ltd. As such, Swyftx Pty Ltd is able to identify, assess and mitigate the risks of Modern Slavery across the entire group collectively, as at the end of the reporting period, as it holds all relevant data to do so in the first instance.

9. Other Information

No other information has been deemed necessary for disclosure in relation to this Modern Slavery Statement.

10. Signature and approval

This statement is signed by Alex Harper in his role as CEO and Director of Swyftx Pty Ltd, as a responsible member of Swyftx Pty Ltd:

Alex Harper

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Alex Harper
CEO & Director of Swyftx Pty Ltd

Date: **17/04/2023**

This statement was approved by the Swyftx board of directors in their capacity as principal governing body of Swyftx Pty Ltd on 17 April 2023 via circular resolution.