

ASX AND MEDIA RELEASE

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ZIPTEL SIGNS GLOBAL MARKETING AGREEMENT WITH ZHENYA TSVETNENKO'S MPIRE NETWORK

- ZipTel's ZipT mobile App to conduct global mobile marketing campaign with Mpire Network.
- ZipTel to have access to millions of Mpire's online consumers in over 120 countries.
- Mpire marketing campaign to focus on 1 million downloads in 6 months.

As announced on 24 January 2014, Skywards Limited (ASX:SKL) ("**Skywards**") entered into a binding agreement to acquire 100% of AussieSim Pty Limited. As part of this process, Skywards is seeking to raise a minimum of \$3m in new equity and is to be renamed ZipTel Limited ("**ZipTel**"). Patersons Securities Limited has been appointed Lead Manager to the capital raising.

ZipTel has signed a binding agreement to conduct a marketing campaign with Zhenya Tsvetnenko's global online marketing company Mpire Network ("**Mpire**") to provide access to millions of customers in more than 120 countries through their affiliate network partners.

ZipT is a mobile based VOIP communication application ("**App**") allowing customers to make international calls at some of the lowest rates. ZipT has the ability to deliver crystal clear sound quality in lower data usage environments.

The agreement with Mpire will initially involve a test campaign to identify any issues in the system as well as establishing baseline metrics and will be restricted to the US and Brazil. Following completion of the test campaign, marketing insights on product conversion rates, customer retention and return on investment will be available and shared.

A full campaign will then be rolled out strategically adding more countries with the objective of achieving 1 million downloads over 6 months. Mpire operates a strict performance model which will enable ZipT to reach its target demographic and only be charged for those consumers who choose to download while providing full cost predictability.

Commenting on the agreement with Mpire, CEO and Co-founder of AussieSim Pty Limited and ZipTel Executive Director appointee Bert Mondello said, "*We are delighted to have signed a global marketing campaign agreement with Zhenya Tsvetnenko's highly successful global online marketing services company, which we believe will reduce our financial risk while at the same time significantly drive our sales growth and market share in this rapidly expanding multi-million dollar global market.*"

ZipTel has four telecommunications products for Australian consumers travelling internationally, AussieSim, ZipT, Roam Like Home and RoamEzy, which assist users in avoiding excessive overseas calling and roaming charges in the high growth multi-billion dollar international travel market.

ZipTel's two key telecommunications products, AussieSim and ZipT, are expected to receive approximately 60% of the proceeds from the capital raising.

AussieSim is a pre-paid SIM card product providing significantly discounted mobile phone roaming services (talk, text and data usage) up to 95% cheaper than standard rates for international travel in more than 180 countries.

Both AussieSim and ZipT products are supported by a unique and fully integrated retail and online trading solution alongside direct network partnerships with a number of leading telecommunications companies.

"With a new status as an ASX listed company and worldwide mobile roaming sales expected to grow 20% per annum for the next three years and exceed US\$80 billion by 2017, we are very confident that ZipTel will have the right business model and access to finance to benefit substantially from this tremendous growth market opportunity," Mr Mondello added.

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About ZipTel

Originally founded in April 2013 as AussieSim Pty Limited, ZipTel is a wholly owned Australian company and leading global provider of pre-paid travel SIMS with more than 15 years' experience in the telecommunications sector.

ZipTel has developed products that assist users to avoid excessive overseas calling and roaming charges in the high growth, billion dollar overseas travel market including:

AussieSim - a sim card product providing heavily discounted mobile phone roaming services for overseas travel in more than 180 countries (roaming rates for talk, text and data usage are up to 95% cheaper).

ZipT - A world leading mobile-based Application that allows consumers to make international calls from their mobile phone, at some of the world's lowest rates.

ZipTel has partnerships with world-leading telecommunications providers in major locations to ensure customers receive the best mobile network coverage and high data speeds at heavily discounted prices.

ZipTel has a business model which is currently generating revenues and underpinned by 3 years of research and development creating superior, scalable products with high barriers to entry.

About Mpire Network

Born from Mpire Media, which was founded in 2006 by Zhenya Tsvetnenko and based in Western Australia, Mpire Network is a one stop shop offering online marketing services to businesses.

Mpire Network is a leader in online affiliate marketing solutions with a scalable reach to over 120 countries. Through Mpire's proprietary technology platform ("nxus"), Mpire offers advertisers a scalable solution to gain consumer acquisitions on a strict performance basis. Mpire only bills advertisers a commission when actual results are achieved such as a product sale, download or another measureable goal. This removes the media spend risk for advertisers and ensures a true win-win experience for both parties.