



FACILITATE DIGITAL HOLDINGS LIMITED
ABN 84 093 823 253

NOTICE OF 2009 EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting of Facilitate Digital Holdings Limited (the Company) will be held at 12:00pm on Friday 14 August 2009 at the office of Facilitate Digital Holdings Limited, Level 1, 420 Elizabeth Street, Surry Hills, NSW, 2010.

This notice should be read in conjunction with the accompanying Explanatory Memorandum. A proxy form accompanies this notice.

Resolution 1 — Cancellation of Shares Issued

To consider and, if thought fit, pass the following resolution as a special resolution of shareholders of the Company:

"That, in accordance with section 256C(2) of the Corporations Act 2001 and for all other purposes, 6,506,005 ordinary fully paid shares owned by the vendors of Impact Data Pty Ltd are cancelled."

Voting Exclusion Statement

In accordance with section 256C(2)(a) of the Corporations Act 2001, the Company will disregard any votes cast on Resolution 1 by the vendors of Impact Data Pty Ltd and their associates.

Resolution 2 — Cancellation of Shares Issued

To consider and, if thought fit, pass the following resolution as a special resolution of the shareholders of the Company comprising only the Impact Data vendors:

"That, in accordance with section 256C(2) of the Corporations Act 2001 and for all other purposes, 6,506,005 ordinary fully paid shares owned by the vendors of Impact Data Pty Ltd are cancelled."

Voting Exclusion Statement

In accordance with section 256C(2) of the Corporations Act, the Company will disregard any votes cast on Resolution 2 by all shareholders other than the Impact Data vendors.

DATED: 10 July 2009

BY ORDER OF THE BOARD

FACILITATE DIGITAL HOLDINGS LIMITED

A handwritten signature in black ink that reads "Jim Story".

Jim Story
Company Secretary

Notes

1. Proxies

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the EGM.

If you are entitled to cast two or more votes, you may nominate one or two persons to vote on your behalf at the EGM. If two proxies are appointed, each proxy may be appointed to represent a specified number or proportion of your votes. Fractions of votes resulting from the appointment of proxies will be disregarded. If no such number or proportion is specified, each proxy may exercise half your votes. A proxy form and a reply paid envelope have been included for members with the notice of meeting. Proxy voting instructions are provided on the back of the proxy form.

A proxy need not be a holder of Facilitate Digital Holdings Limited shares. If you wish to direct a proxy how to vote on any resolution, place a mark (e.g. a cross) in the appropriate box on the proxy form and your votes may only be exercised in that manner. You may split your voting direction by inserting the number of shares or percentage of shares that you wish to vote in the appropriate box.

2. Proxy Delivery

Proxies given by post, fax or delivery must be received by Facilitate Digital Holdings Limited's share registry, Link Market Services Limited by no later than **12.00 pm (Sydney time) on 12 August 2009 being 48 hours before the EGM:**

By post: Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

By facsimile: In Australia (02) 9287 0309
From outside Australia +61 2 9287 0309

By delivery: Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000

Any revocations of proxies must be received at one of these places before the commencement of the meeting, or at the registration desk for the meeting from **12:00 pm** on the day of the meeting until the commencement of the meeting.

3. Power of Attorney

If a member has appointed an attorney to attend and vote at the meeting, or if the proxy is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by Facilitate Digital Holdings Limited's share registry, **Link Market Services Limited, at the address or fax number in 2. above, by no later than 12.00 pm (Sydney time) on 12 August 2009 being 48 hours before the EGM**, unless the power of attorney has been previously lodged with Facilitate Digital Holdings Limited's share registry for notation and has not expired or otherwise been revoked.

4. Corporate Representatives

If a corporate member wishes to appoint a person to act as its representative at the meetings, that person should be provided with a letter or certificate authorising him or her as the company's representative (executed in accordance with its constitution) or with a copy of the resolution appointing the representative, certified by a secretary or director of the company. A form of certificate may be obtained from the Company's share registry.

5. Members Eligible to Vote

In accordance with Reg. 7.11.37 of the Corporations Regulations 2001, the Board has determined that persons who are registered holders of shares of the Company as at **12.00 pm (Sydney time) on 12 August 2009** will be entitled to attend and vote at the Meeting as a shareholder.

6. Voting at the Meeting

A special resolution will be passed where more than 75% of the eligible votes cast are in favour of it.

EXPLANATORY MEMORANDUM

Information included in this Explanatory Memorandum is intended to assist with your consideration of the ordinary business proposed at the Facilitate Digital Holdings Limited's Extraordinary General Meeting.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions. The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the Resolutions.

ORDINARY BUSINESS

Resolution 1 - Cancellation of 6,506,005 Shares

On 12 June 2009, the Company announced that it has reached a negotiated settlement in regard to its ongoing litigation with the vendors of Impact Data. Details of the settlement were notified to the market in an announcement dated 15 June 2009. One term of the settlement is that 6,506,005 ordinary shares in the Company, comprising all of the shares held by the vendors of Impact Data, be cancelled. Cancellation of these shares is subject to approval at an extraordinary general meeting of shareholders.

This cancellation, if approved, will be a selective reduction of capital within the meaning of section 256C of the Corporations Act 2001. Pursuant to section 256C(2)(a) of the Act, the resolution for the cancellation is put as a special resolution of the Company with no votes able to be cast in favour of the resolution by any person who is to receive consideration as part of the reduction or whose liability to pay amounts unpaid on shares is to be reduced, or by their associates. A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting.

The Company advises that the effect of the proposal will be to reduce the number of fully paid ordinary shares on issue from 127,529,524 to 121,023,519.

The Directors unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 2 - Cancellation of 6,506,005 Shares

NOTE: Pursuant to s.256C(2) of the Act, this resolution is to be voted on only by those shareholders whose shares are proposed to be cancelled, i.e. the Impact Data vendors.

On 12 June 2009, the Company announced that it has reached a negotiated settlement in regard to its ongoing litigation with the vendors of Impact Data. Details of the settlement were notified to the market in an announcement dated 15 June 2009. One term of the settlement is that 6,506,005 ordinary shares in the Company, comprising all of the shares held by the vendors of Impact Data, be cancelled. Cancellation of these shares is subject to approval at an extraordinary general meeting of shareholders.

This cancellation, if approved, will be a selective reduction of capital within the meaning of section 256C of the Corporations Act 2001. Pursuant to section 256C(2) of the Act, the resolution for the cancellation is put as a special resolution of the Company to be passed at a meeting of those shareholders whose shares are to be cancelled if the resolution is passed. A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting.

The Company advises that the effect of the proposal will be to reduce the number of fully paid ordinary shares on issue from 127,529,524 to 121,023,519.

Under the terms of the negotiated settlement with the vendors of Impact Data, the Directors hold the Impact Data vendors' proxies and powers of attorney for the purposes of this resolution and will vote in favour of the resolution.