

**NON-RENOUNCEABLE RIGHTS ISSUE NOTICE PURSUANT TO SECTION 708AA(2)(f) OF
THE CORPORATIONS ACT 2001 – CLEANSING NOTICE**

Facilitate Digital Holdings Limited (**Company**) is to undertake a rights issue of up to 10,085,293 ordinary shares to its members (**Rights Issue**) on the basis of an entitlement to subscribe for 1 ordinary share (**Rights Issue Shares**) for every 12 ordinary shares held as at the record date of 29 March 2010 with each such share being issued at an issue price of \$0.08 to raise approximately \$750,000.

Shareholders with registered addresses in countries outside Australia and New Zealand will not be eligible to participate in the Rights Issue.

If, at the date of the Rights Issue closing, there remain any Rights Issue Shares for which no valid applications have been received, the Company may, at its discretion, place those Rights Issue Shares with third party investors to whom disclosure is not required under sections 708(8) to (12) of the *Corporations Act 2001* (Cth) (Act) (**Placement**).

The Rights Issue is fully underwritten by G & D Dixon Investments Pty Ltd, Gemline Pty Ltd and Ian Lowe ATF Big Green Truck Trust (**Underwriters**). Therefore, to the extent that any Rights Issue Shares are not taken up pursuant to the Placement, the Underwriters will be required to subscribe for those Rights Issue Shares subject to the terms of an underwriting agreement (details of which will be provided in the offer document).

In accordance with section 708AA(2)(f) of the Act the Company gives notice that:

1. The Company will offer the Rights Issue Shares for issue to investors without disclosure under Part 6D.2 of the Act.
2. The Company is giving this notice under section 708AA(2)(f) of the Act.
3. For the purposes of section 708AA(7) of the Act, as at the date of this notice the Company has complied with:
 - (a) the provisions of Chapter 2M of the Act as they apply to the Company; and
 - (b) section 674 of the Act.
4. The Company is aware of excluded information within the meaning of section 708AA(8) of the Act. The excluded information relates to confidential negotiations with two separate major US advertising agencies regarding proposals to license its *Symphony* software (**Excluded Information**).

The Company is of the view that the Excluded Information does not require disclosure pursuant to Listing Rule 3.1 because the Excluded Information is confidential, concerns incomplete proposals or negotiations and a reasonable person would not expect the information to be disclosed.
5. The issue of the Rights Issue Shares will not have any material effect on the control of the Company.

Dated this 19th day of March 2010

Jim Story
Company Secretary

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