

NON-RENOUNCEABLE RIGHTS ISSUE

OFFER DOCUMENT

FACILITATE DIGITAL HOLDINGS LIMITED

For a fully underwritten non-renounceable offer of New Shares at an Issue Price of
\$0.025 per share to raise approximately \$2,000,000

**THIS IS AN IMPORTANT DOCUMENT. IF YOU DO NOT UNDERSTAND IT, OR
ARE IN DOUBT AS TO HOW TO ACT, YOU SHOULD CONSULT YOUR
FINANCIAL OR OTHER PROFESSIONAL ADVISER**

1. IMPORTANT NOTICES

1.1 Date

This Offer Document is dated 26 March 2013.

1.2 No disclosure

This Offer is being made without a prospectus in accordance with section 708AA of the Corporations Act.

This Offer Document is not a prospectus or any other form of disclosure document regulated by the Corporations Act and has not been lodged with ASIC.

Accordingly, this Offer Document does not contain all of the information which a prospective investor may require to make a decision as to whether to subscribe for New Shares.

Further, this Offer Document does not contain all of the information which would otherwise be required to be disclosed in a prospectus.

1.3 Jurisdiction

This Offer does not constitute an offer or invitation to subscribe for New Shares in any jurisdiction in which, or to any person whom, it would not be lawful to make such an offer or invitation or issue this Offer Document.

1.4 Underwriter

The Underwriter:

- have not authorised, permitted, or caused the issue, lodgement, submission, despatch or provision of this Offer Document;
- do not make, or purport to make, any statement in this Offer Document, and there is no statement in this Offer Document which is based on any statement by the Underwriter; and
- to the maximum extent permitted by law, disclaim all liability in respect of and otherwise take no responsibility for any of the information contained in this Offer Document.

1.5 Financial amounts

Money as expressed in this Offer Document is in Australian dollars unless otherwise indicated.

1.6 Publicly available information

Information about the Company is publicly available and can be obtained from ASIC, ASX and other sources. Any such publicly available information is not incorporated into this Offer Document and does not form part of the Offer.

This Offer Document is intended to be read in conjunction with publicly available information in relation to the Company which has been notified to ASIC and ASX. Investors should have regard to that information prior to making a decision to subscribe for New Shares pursuant to the Offer.

1.7 Definitions

Certain terms used in this Offer Document are defined in the Glossary of this Offer Document.

1.8 Not financial product advice

The information contained in this Offer Document is not and should not be considered to be financial product advice. The information is general only and has been prepared without any actual or implied knowledge or consideration of the investment objectives, financial situation, taxation position or other particular needs or requirements of you or any other person.

You should read this Offer Document in its entirety and seek independent professional advice prior to participating in the Offer.

1.9 No recommendation

The information contained in this Offer Document is not a recommendation by the Company (or its officers, employees, agents or advisers) to any person that they should subscribe for New Shares pursuant to the Offer.

1.10 Governing Law

This Offer Document, the Offer and the contracts formed on acceptance of Applications are governed by the laws applicable in New South Wales, Australia. Each Applicant submits to the exclusive jurisdiction of the courts of New South Wales, Australia.

1.11 Disclaimer

To the maximum extent permitted by law, no representation, warranty or undertaking, express or implied, is made, and to the maximum extent permitted by law, no responsibility or liability is assumed by the Company or its related entities or by any of its officers, employees, agents or consultants or any other person as to the adequacy, accuracy, completeness or reasonableness of this Offer Document. To the maximum extent permitted by law, no responsibility is accepted for errors or omissions from this Offer Document, whether arising out of negligence or otherwise.

1.12 Future performance and forward looking statements

Neither the Company nor its Directors or any other person warrants or guarantees the future performance of the New Shares.

Forward looking statements, opinions and estimates provided in the Offer Document are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

Forward looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied on as an indication or guarantee of future performance. They are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward looking statements in this Offer Document.

1.13 Risks

Please refer to the non-exhaustive summary of risks relating to the Offer contained in section 6 of this Offer Document.

1.14 Enquiries

If you have any questions in relation to the Offer, please contact your stockbroker, solicitor, accountant or other professional adviser.

If you have any questions with respect to completing the Entitlement and Acceptance Form, please contact our company secretary, Jim Story on 0404 090935.

1.15 Taxation consequences

You should be aware that there may be taxation implications associated with subscribing for New Shares pursuant to the Offer. The Company does not consider it appropriate to give advice regarding the taxation consequences of subscribing for New Shares under this Offer Document or the subsequent disposal of any New Shares allotted and issued under this Offer Document.

No responsibility or liability whatsoever is accepted by the Company, its officers or advisers in relation to the taxation consequences of the Offer. The Company recommends that all Eligible Shareholders consult their own professional tax advisers in connection with the Offer.

1.16 Privacy

If you complete an Entitlement and Acceptance Form, you will be providing personal information to the Company (directly, or to the Share Registry).

The Company collects, holds and uses that information to assess your Application, service your needs as a Shareholder, and facilitate distribution payments and corporate communications to you as a Shareholder.

Company and tax law requires some of this information to be collected. If you do not provide the requested information, the Company may be unable to process your Application.

You can access, correct and update the personal information we hold about you by contacting the Share Registry.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act, the Corporations Act and rules such as the ASX Settlement Operating Rules.

2. LETTER FROM CHAIRMAN

26 March 2013

Dear Investor

On behalf of the Directors of Facilitate Digital Holdings Limited ("FAC"), I invite you to consider the Offer of Shares as set out in this Rights Issue.

The Offer is 8 new shares for every 13 shares that you presently hold, at a price of \$0.025 for each new share that you subscribe for. This Rights Issue is being fully underwritten by an associated entity of one of the directors. Key dates for receipt of subscriptions and completion of the offer are set out in the Offer Document.

It is proposed to raise approximately \$2,000,000, after offer expenses, by this Rights Issue. The funds raised will enable the Company to invest in additional resources to accelerate the commercialisation of its Symphony workflow and trading solution as well as assisting with cash flow requirements for ongoing operations.

Directors believe the Company has a bright future. As we have noted over the past 24 months, a number of top tier agency groups have agreed to adopt the Company's Symphony solution set in markets around the world. The Company has secured global, regional and multi-market agreements with some of the world's largest media agency groups.

We believe our 100 per cent proprietary technology is a global leader in the rapidly developing area of media workflow automation and trading and this has been validated by the market adoption to date.

Our clients globally include international agency groups:

- WPP (Mindshare, Mediacom, Mediaedge:cia, Maxus)
- Omnicom (OMD, PhD)
- Publicis (Zenith Optimedia, Starcom)
- Interpublic Group (Universal McCann, Initiative)

Digital media remains the driving force for growth in media industry globally with the expenditures to top \$85BN in current year. In the US alone this will be greater than \$37BN.

Australian online spend is equal to free-to-air TV and greater than all other media types. And the fastest growing online media markets are in the Asia-Pacific region.

Digital media is of increasing importance to advertising agencies with almost 30 per cent of their total revenues coming from this sector. This strong growth, however, creates challenges for agencies due to the complex and fragmented nature of digital when compared to other media.

Symphony is specifically designed to address the complexity associated with digital media management for media agencies. We believe it is the only solution of its kind that is fully internationalised with a global footprint. It has a collaborative workflow system that integrates Media Agencies, Publishers and Creative Agencies into a single platform.

With this background, your Directors believe the Company remains well positioned for a long period of sustainable revenue growth. With new capital the Company should be able to secure further regional and global agreements with tier one agency holding companies and their subsidiaries.

Our vision is for the Company to become the dominant provider of digital media workflow and trading solutions for the APAC region.

In Australia we aim to become the standard through which a majority of digital display media is bought and sold. This market strength in Australia should further create opportunities to gradually transition to

transactional revenue streams with greater yield than the current “per seat” licence fees. Other transactional revenue opportunities will exist in markets where Symphony’s scale is sufficient. While this transactional revenue opportunity remains speculative, early market feedback has been encouraging.

As shareholders well know, notwithstanding the progress outlined above, the pace of actual deployments has been significantly slower than had been hoped which has affected revenue growth and profitability. The Company believes that new investment in additional key resources will allow many existing barriers to quicker adoption to be removed and better position the Company to significantly increase the pace of concurrent deployments in markets around the world.

Specifically the Company plans to invest in the following areas;

- Additional software development resources to assist with managing the ongoing customisation and adaptation required for new markets;
- Project management resources to better assist clients in driving adoption within individual markets and establishing a standard framework for ongoing deployment;
- Additional regional management in key markets to better manage offshore deployments and take advantage of additional opportunities in markets where initial roll-out has been underwritten by a global or regional contract.

The proposed investment will build on existing momentum. Over the past nine months the Company has:

- Successfully deployed Symphony to new clients in a number of markets including China, Japan, Australia, Hong Kong, Singapore and Malaysia;
- Had its Symphony technology mandated by one of the largest agency groups in Australia for electronic trading and sign off with its media partners;
- Continued investment in new product features including further internationalisation and the Company’s recently released Electronic Insertion Order module;
- Furthered its partnership agreements with complementary technology sets globally. Notably, the Company’s partnership with US based MASS Exchange is likely to see a commercial launch later this financial year.

The Company has also continued to extend its sales pipeline with ongoing interest in adoption from agencies in a number of markets around the world. The Company anticipates further client agreements to be confirmed in coming months and in particular the Company believes it is well placed to further grow its market share in the Australian and Chinese markets.

The Company recently released its financial results for the first half of the 2013 Financial Year including:

- Revenues from continuing operations of \$2.8m
- EBITDA from continuing operations of \$0.91m
- NPAT from continuing operations of \$0.06m

In its half year announcement the Company noted that the financial performance had been negatively impacted by a decline in revenues from its more mature ad serving solution set whilst ongoing usage revenues from its Symphony solution increased by 70 per cent from the prior period.

The Company can advise that ad serving revenues, in particular those associated with rich media, have remained weak. The Company has identified and actioned a number of avenues to grow ad serving revenues through partnership and sales to organisations other than media agencies. The Company believes that ad serving revenues will commence a modest recovery in the coming quarter.

While difficult to quantify precisely, the Company believes that existing potential revenue from existing contracted Symphony clients globally exceeds \$5m on an annual basis. We anticipate that the proposed investment will allow the Company to bring forward the realisation of a significant portion of this revenue.

As shareholders are also aware, the Company has previously announced its intention to delist from the Australian Securities Exchange and successfully sought shareholder approval for this action at an Extraordinary General Meeting held on February 1, 2013.

However with a large capital raising now proposed, and in the belief that the capital raising is most appropriately conducted as a listed company, the Company has decided not to proceed with delisting at this time. After consultations with ASX, the Company has agreed that a formal application would be made to the ASX again prior to any potential delisting. At this time the Company has no plans to make such an application.

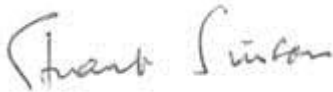
The Company has previously stated that enquiries have been received from parties regarding the Company's interest in being acquired or being party to a merger. Discussions continue with a number of parties. However at this stage no formal offer has been made. Given the Company's achievements to date and prospects, Directors believe that any potential acquisition should be at a significant premium to the Company's recent share price.

The information in this Rights Offer document is very important and should be read in detail. We believe that the prospects for the Company are encouraging, but any investment of this nature should be considered as speculative. Shareholders should seek their own independent investment advice on this Rights Offer.

We appreciate that the Rights Issue and the decision to not delist are major steps for the Company and they have been taken after careful deliberation by the Board.

On behalf of the Directors, thank you for your support for Facilitate Digital and we look forward to welcoming your subscriptions under the terms of this Rights Issue.

Sincerely

A handwritten signature in blue ink that reads "Stuart Simson". The signature is written in a cursive style.

Stuart Simson
Chairman

3. SUMMARY OF OFFER

Offer Period	8 April 2013 to 5.00pm on 29 April 2013
Number of shares on offer	Maximum of 85,755,252 fully paid ordinary shares
Shares on issue	139,352,184 fully paid ordinary shares
Capital to be raised	\$2,000,000 approximately less Offer costs

4. OFFER HIGHLIGHTS

4.1 The Offer

The Company is offering Eligible Shareholders the opportunity to subscribe for additional fully paid ordinary shares in the Company (**New Shares**).

To be eligible to participate in the Offer, you must:

- be registered as a Shareholder at 7.00pm (Sydney time) on 5 April 2013 (**Record Date**); and
- have an address in Australia or New Zealand as recorded at the Share Registry as at the Record Date.

Eligible Shareholders will be entitled to apply for 8 New Shares for every 13 Shares held at an issue price of \$.0.025 each per New Share.

4.2 New Shares

New Shares issued pursuant to this Offer will be fully paid and rank equally with existing Shares.

The rights and liabilities attaching to the New Shares are set out in the Constitution of the Company and in the Corporations Act.

4.3 Offer only open to Australian and New Zealand Shareholders

In accordance with Listing Rule 7.7, and sections 9A and 615 of the Corporations Act, the Offer is only being made to Shareholders resident in Australia and New Zealand.

The Company has determined that it would be unreasonable to open the Offer to Shareholders resident outside Australia or New Zealand (**Ineligible Shareholders**), having regard to:

- the number of Shareholders outside Australia and New Zealand;
- the number and value of New Shares offered; and
- the legal and regulatory requirements and costs associated with opening the Offer to those Shareholders.

No action has been taken to comply with legal and regulatory requirements of jurisdictions outside Australia and New Zealand. The Company will send a letter to each Ineligible Shareholder to inform them that the Offer is not being made to them. However, the Company will appoint a Nominee for the purposes of section 615 of the Corporations Act.

The Nominee will take up the rights of the Ineligible Shareholders that would otherwise be available to the Ineligible Shareholders, had they been included in the Offer.

The Nominee must then sell such New Shares at a price and in a manner determined by the Nominee in its sole discretion. The Nominee must distribute any proceeds of the sale net of expenses (if any) to the Ineligible Shareholders as soon as practicable after the sale of the New Shares.

4.4 Key dates

KEY DATES OF THE OFFER ARE AS FOLLOWS:

Event	Timeline
Offer Document and Appendix 3B lodged with ASX (prior to 10am)	26 March 2013
Notice sent to security holders containing the information required by Appendix 3B	27 March 2013
Shares quoted on an “ex” entitlement basis	28 March 2013
Record Date – 7pm Sydney time.	5 April 2013
Offer Document sent to Eligible Shareholders	8 April 2013
Opening Date	8 April 2013
Closing Date – 5pm Sydney time.	29 April 2013
Trading on ASX of New Shares on a deferred settlement basis	30 April 2013
Shortfall Notification Date	2 May 2013
Allotment of New Shares	6 May 2013
Despatch date. Deferred settlement trading ends.	6 May 2013
Trading on ASX of New Shares on a normal settlement basis	7 May 2013

The timetable outlined above is indicative only and is subject to change. The Company reserves the right to vary these dates, subject to compliance with the Corporations Act and the Listing Rules. The Company reserves the right to withdraw the Offer at any time before the allotment and issue of the New Shares in its absolute discretion.

4.5 Use of Proceeds

The funds raised will assist the Company to assist with cashflow requirements for ongoing operations including supporting the Company’s significant growth potential in key global markets.

4.6 Share structure following Rights Issue

Event	Number
Issued Shares at the date of this Offer Document	139,352,284
New Shares which may be issued as part of the Offer	85,755,252
Issued Shares following completion of the Offer	225,107,536

4.7 Underwriting

The Offer is fully underwritten by the Underwriter, which is an associated entity of Geoff Dixon, director. The Underwriter has entered into an Underwriting Agreement with the Company pursuant to which it has agreed to subscribe for any New Shares under the Offer for which no applications have been received and which have not been placed to third party investors by the Shortfall Date (**Shortfall Shares**).

The Company is permitted to issue the Shortfall Shares to the Underwriter under the Underwriting Agreement without requiring separate Shareholder approval. In accordance with Exception 2 in Listing Rule 10.12, the terms of the Underwriting Agreement are as follows.

The Underwriter has agreed to underwrite the Offer in the following proportions:

Underwriter	Proportion of Underwritten Shares
G & D Dixon Investments Pty Ltd (associated with Geoff Dixon)	100%

In the event of a Shortfall, the Company will give the Underwriter a notice (**Shortfall Notice**) by not later than 10.00am (Sydney time) on 2 May 2013 (**Shortfall Notification Date**).

Upon receiving a Shortfall Notice, the Underwriter must lodge applications for the Shortfall Shares such that applications are received by the Company for all of the New Shares offered pursuant to this Offer Document by 2.00pm on 3 May 2013, but it is proposed for all funds to be received by 6 May 2013 (**Subscription Date**).

The Underwriting Agreement may be terminated by the Underwriter if:

- the Company withdraws this Offer Document or otherwise withdraws or terminates the Offer;
- a new circumstance occurs or arises after this Offer Document is issued that has a material adverse effect on the Offer;
- the Company breaches any of its obligations under the Underwriting Agreement; or
- any representation or warranty on the part of the Company contained in the Underwriting Agreement is not true or correct.

No underwriting commission or management fee will be payable by the Company in connection with the Underwriting Agreement, although the Underwriter will be entitled to reimbursement in respect of their reasonable costs.

4.8 Rights Issue Notice

The Company has lodged with ASX a notice in accordance with section 708AA of the Corporations Act which sets out, amongst other information, the effect of the Offer on the control of the Company,

taking into account the identity and current shareholdings of the Underwriter. This notice may be reviewed on the Company’s website and in the Company’s releases on ASX.

4.9 Effect on Control

The Offer may have a material effect on the control of the Company as the New Shares which may be issued as part of the Offer will comprise approximately 38% of the total Issued Shares after completion of the Offer.




As the Offer is fully underwritten, the only person capable of increasing their proportionate shareholding interest in the Company is the Underwriter.

5. REQUIRED ACTIONS

5.1 Options available to Eligible Shareholders

If you are an Australian or New Zealand Eligible Shareholder, you may either:

- take up all your Entitlement in accordance with this Offer Document;
- take up part of your Entitlement in accordance with this Offer Document; or
- decline to exercise any or all of your Entitlement.

<p>Take up all your Entitlement</p> <p>Complete and return the Entitlement and Acceptance Form</p>  <p>Increased dollar investment in the Company - your proportionate shareholding will remain the same</p>	<p>Take up part of your Entitlement</p> <p>Complete and return the Entitlement and Acceptance Form</p>  <p>Increased dollar investment in the Company but your proportionate shareholding will be diluted</p>	<p>Do Nothing</p> <p>You will not be allocated any New Shares</p>  <p>Your proportional shareholding in the Company will be diluted</p>
--	---	---

5.2 Taking up your Entitlement

If you are an Eligible Shareholder and wish to take up all or part of your Entitlement:

- read this Offer Document in full;
- consider the risks associated with the Offer, as summarised in section 6, in light of your personal circumstances;
- decide whether to participate in the Offer;
- complete the personalised Entitlement and Acceptance Form accompanying this Offer Document in accordance with the instructions set out on the form; and
- return the completed Entitlement and Acceptance Form together with your Application Monies so that they are received by no later than 5.00pm (Sydney time) on 29 April 2013 (or such other date as may be determined by the Company).

By mail:
Facilitate Digital Holdings Limited
c/-Link Market Services Limited
GPO Box 3560
Sydney South NSW 2001

Hand delivery:
Facilitate Digital Holdings Limited
c/-Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

Completed Entitlement and Acceptance Forms and Application Monies will not be accepted at the Company's registered office.

Eligible Shareholders in New Zealand should mail their Entitlement and Acceptance Form and Application Monies early to ensure they arrive at the postal address specified above by 5.00pm (Sydney time) on 29 April 2013 (or such other date as may be determined by the Company).

If you do not subscribe for your Entitlement by the Closing Date, your Entitlement will lapse.

5.3 Payment

The Issue Price of \$0.025 per New Share is payable in full on exercise of your Entitlement.

For all Australian and New Zealand Eligible Shareholders payments must be received by 5.00pm (Sydney time) on 29 April 2013 (or such other date as may be determined by the Company).

Shareholders should be aware of the time required to process payments by cheque, electronic funds transfer and BPAY® in choosing the appropriate application and payment method.

Payment will only be accepted in Australian currency and must be:

- by cheque, money order or bank draft drawn on an Australian financial institution, made payable to "Facilitate Rights Issue" and crossed "Not Negotiable", or
- through the BPAY® facility according to the instructions set out on the Entitlement and Acceptance Form.

Cash will not be accepted. Receipts for payment will not be issued. If you provide insufficient funds to meet the Application Monies due to take up all or part of your Entitlement, you may be taken by the Company to have applied for such lower number of New Shares as your cleared Application Monies will pay for, or your Application may be rejected.

Any Application Monies received from Eligible Shareholders for more than their Entitlement of New Shares or from Ineligible Shareholders will be refunded as soon as practicable after the Closing Date.

No interest will be paid to applicants on any Application Monies received or refunded.

5.4 Declining to take up your Entitlement

If you decide not to participate in the Offer, you do not need to fill out or return the accompanying Entitlement and Acceptance Form. You will receive no payment for any Entitlement not taken up.

5.5 No rights trading

As the Rights are non-renounceable, you cannot trade your rights on ASX or otherwise dispose of your Rights to any other party.

5.6 No brokerage

Shareholders who participate in the Offer will not be charged brokerage or commissions in relation to their acceptance of their Entitlement.

5.7 Application is unconditional

You cannot withdraw your application once it has been accepted.

5.8 Investment decision

The Offer is being made under provisions of the Corporations Act which allow rights issues to be made without a disclosure document.

This Offer Document does not purport to contain all the information that you may require to evaluate a possible application for New Shares.

5.9 Optionholders

Existing Optionholders will not be entitled to participate in the Offer unless they:

- have become entitled to exercise their existing options under the terms of their issue and have been issued Shares prior to the Record Date; and
- are eligible to participate in the Offer as a result of being a holder of Shares on the Record Date and otherwise satisfying the eligibility requirements, and then only may participate to the extent of their shareholding, not their option-holding.

5.10 CHES

The Company participates in the Clearing House Electronic Subregister System, known as CHES.

Under CHES, Applicants will not receive a certificate but will receive a statement of their holding of New Shares.

If you are registered in the Issuer Sponsored Subregister, your statement will be despatched by Link Market Services Pty Ltd and will contain the number of New Shares issued to you under this Offer Document and your security holder reference number.

A CHES statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their holding changes.

6. RISK FACTORS

An investment in New Shares should be regarded as speculative and is a decision which is subject to the same type of risks which are ordinarily associated with purchasing company shares in ASX listed companies.

The brief summary of risk factors set out below is not exhaustive.

Eligible Shareholders should consider these risks carefully and, if they are in any doubt, should consult their financial, legal or other professional adviser.

6.1 General risk factors

As is the case with any investment listed on ASX, the value of New Shares may rise above or fall below the Issue Price. Movement in the Company's share price may be attributable to any number of factors associated with financial and operating conditions. Similarly, external factors may have a bearing on the value of New Shares, over which the Company has no control.

These external factors include (but are not limited to):

- economic conditions in Australia and overseas;
- share market fluctuations;
- interest and inflation rates;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital;
- liquidity of Shares and the lack of an active market for Shares;
- changes in fiscal, monetary, regulatory and other government policies;
- geo-political conditions such as acts or threats of terrorism or military conflicts; and
- any future changes to tax laws or accounting standards.

6.2 Key personnel

The Company's success depends to a significant extent upon its key management personnel as well as other management and technical personnel. The loss of services of any such personnel could have a material adverse effect on the Company and its share price.

6.3 Liquidity risk

There can be no guarantee that there will continue to be an active market for Shares. There may be relatively few buyers or sellers of Shares on ASX at any given time, particularly as some of the Directors hold substantial shareholdings in the Company. This may affect the volatility of the market price of Shares and the prevailing price at which Shareholders will be able to sell their Shares. This may result in Shareholders receiving a market price for their Shares which is less or more than the price paid for the New Shares.

6.4 Capital funding risk

In order to achieve growth and invest in further technology, the Company may need additional equity or debt in the future. There is no assurance that the Company will be able to raise such funding when it is required or that the terms associated with the provision of such capital will be satisfactory to the Company.

6.5 Intellectual property risk

The Company relies heavily on its intellectual property (**IP**). Successful exploitation of its research and development program depends upon the Company being able to secure its IP and/or defend challenges to its IP from third parties.

6.6 Investment risk

An investment in New Shares is a speculative investment. New Shares carry no guarantee in relation to the payment of dividends, returns of capital or market value on those New Shares.

6.7 Technology risk

The Company operates in an industry that relies on accurate and innovative products. Technology changes occur rapidly. There is a risk that the products offered by the Company may become

technically inferior to other products in the market. The Company must continually update its products to remain competitive. Failure to do so will have a material adverse impact on the Company.

6.8 Law, regulatory and policy risk

Changes in government legislation, regulation and policy in jurisdictions in which the Company operates may adversely affect the operations of the Company, future earnings of the Company, the timing of revenues and the market value of Shares.

6.9 International business

The Company operates in several countries around the world. The Company's reporting currency is Australian dollars. The Company's global operations give rise to an exposure to changes in foreign exchange rates as revenue from countries other than Australia are denominated in currencies other than Australian dollars. As such, changes in exchange rates, restrictions on repatriation of earnings and changes in a specific country or region's political or economic conditions could adversely affect the Company's profitability and financial position.

7. GLOSSARY

In this Offer Document, the following words have the following meanings unless the context requires otherwise:

Application	An application for New Shares pursuant to the Offer.
Allotment Date	The date on which the New Shares are allotted pursuant to the terms of this Offer Document.
Application Monies	Funds accompanied by an Entitlement and Acceptance Form.
ASIC	Australian Securities and Investments Commission.
ASX Settlement Operating Rules	The operating rules of the settlement facility operated by ASX Settlement Pty Ltd ABN 49 008 504 532.
ASX	ASX Limited ABN 98 008 624 691 or the financial market operated by it, as the context requires.
Company	Facilitate Digital Holdings Limited ACN 093 823 253.
Closing Date	29 April 2013 (5pm Sydney time).
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Directors	The directors of the Company.
Eligible Shareholder	A Shareholder who is eligible to participate in the Offer in accordance with the terms of this Offer Document.
Entitlement	The number of New Shares each Eligible Shareholder is offered under the Offer as designated on their personalised Entitlement and Acceptance Form.
Entitlement and Acceptance Form	The application form which is included in or accompanies this Offer Document.
Ineligible Shareholder	A Shareholder who is unable to participate in the Offer because they do not meet the eligibility criteria contained in this Offer Document.
Issue Price	The price payable in respect of each New Share.
Issuer Sponsored Subregister	The Company's issuer sponsored sub register administered by the Share Registry.
New Share	As defined in this Offer Document.
Nominee	The nominee to be appointed by the Company in accordance with section 615 of the Corporations Act.
Offer	The offer of New Shares under this Offer Document.
Opening Date	8 April 2013
Optionholder	A holder of options in the Company.

Listing Rules	ASX Listing Rules.
Placement	As defined in this Offer Document.
Privacy Act	<i>Privacy Act 1988 (Cth)</i> .
Record Date	5 April 2013 (7pm Sydney time).
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	A holder of Shares in the Company as recorded on the Share Registry.
Share Registry	Link Market Services Limited ABN 54 083 214 537.
Shortfall	The difference between the number of New Shares offered pursuant to this Offer Document and the number of New Shares for which no Applications have been received.
Shortfall Date	The day on which a Shortfall will be taken to occur.
Shortfall Notice	As defined in this Offer Document.
Shortfall Notification Date	2 May 2013
Shortfall Shares	As defined in this Offer Document.
Subscription Date	As defined in this Offer Document.
Underwriter	G & D Dixon Investments Pty Ltd.
Underwriting Agreement	The Underwriting Agreement pursuant to which the Underwriter has agreed to underwrite the Offer.

8. CORPORATE DIRECTORY

Directors

Mr Stuart Simson (Chairman)
Mr Geoff Dixon (Non Executive Director)
Mr Charles Sweeney (Non Executive Director)
Mr Ben Dixon (Acting CEO)

Company Secretary

Mr Jim Story

Underwriter

G & D Dixon Investments Pty Ltd

Share Registry

Link Market Services Limited
Level 12, 680 George St,
SYDNEY NSW 2000
AUSTRALIA

Telephone: 1300 554 474

Website: www.linkmarketservices.com.au

Registered Office

Level 6, 241 Commonwealth St
SURRY HILLS NSW 2010
AUSTRALIA

Lawyers

Cooper Grace Ward Lawyers
Level 21, 400 George St
BRISBANE QLD 4001
AUSTRALIA

Auditors

Grant Thornton
Level 17, 383 Kent Street
SYDNEY NSW 2000
AUSTRALIA

ASX Code

FAC