

8 April 2013

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

This notice is given by Facilitate Digital Holdings Limited (**Company**) under section 708AA(2)(f) of the Corporations Act 2001, and is further to the Cleansing Notice issued by the Company on 26 March 2013 which set out details of a Rights Issue.

The Underwriter of the Rights Issue is G & D Dixon Investments Pty Ltd (**Underwriter**), 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 (details of which are provided in the Offer Document).

The Company advises that the potential effect the Rights Issue will have on the control of the Company is uncertain as at today's date, however a range of possible outcomes are detailed in the following table:

	Underwriter's % interest in the Company *
Current shareholding	5.38%*
Shareholding if Eligible Shareholders take up 100%	5.38%
Shareholding if Eligible Shareholders take up 75%	12.85%
Shareholding if Eligible Shareholders take up 50%	22.38%
Shareholding if Eligible Shareholders take up 25%	31.90%
Shareholding if Eligible Shareholders take up nil	41.92%

* The 5.38% shareholding is the total holding between the Underwriter (4.49%) and a related party, Dawn Dixon (0.88%), wife of Geoff Dixon.

If all Eligible Shareholders take up their entitlement to New Shares the Offer will have no effect on the control of the Company, as all shareholders would continue to hold the same percentage interest.

The Company considers that if the Underwriter is required to take up some or all of the New Shares it may have a material effect on the control of the Company, as the Underwriter may be able to exercise a greater degree of influence on the Company.

Date: 8 April 2013

A handwritten signature in black ink that reads "Jim Story". The signature is written in a cursive, flowing style.

Jim Story
Company Secretary