

26 March 2013

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 85,755,252 ordinary shares to its members (**Rights Issue**) on the basis of an entitlement to subscribe for 8 ordinary shares (**Rights Issue Shares**) for every 13 ordinary shares held as at the record date of 5 April 2013 with each such share being issued at an issue price of \$0.025 to raise approximately \$2,000,000.

Shareholders with registered addresses in countries outside Australia and New Zealand will not be eligible to participate in the Rights Issue. 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 Rights Issue is fully underwritten by G & D Dixon Investments Pty Ltd (**Underwriter**). Therefore, to the extent that any Rights Issue Shares are not taken up pursuant to the offer, the Underwriter will be required to subscribe for those Rights Issue Shares subject to the terms of an underwriting agreement (details of which are 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 not aware of any excluded information within the meaning of section 708AA(8) of the Act.
5. The issue of the Rights Issue Shares could 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.

Dated this 26th day of March 2013



Jim Story
Company Secretary