

20 July 2011

Dear Shareholder

General Meeting of members

My Directors and I have pleasure in inviting you to attend a General Meeting of members of Digislide Holdings Limited. This General Meeting is to be held on Wednesday, 24 August 2011 at 100-102 Cavan Road, Dry Creek SA 5094 at 10.00 am (Adelaide time).

Enclosed herewith are the:

- Notice of Meeting setting out the items of business for consideration at the Meeting;
- Explanatory Memorandum; and
- Proxy Form.

The attached documents set out the business to be considered at this General Meeting.

If you are attending the Meeting, please bring this letter with you to facilitate registration. If you are unable to attend, we encourage you to exercise your right to vote by completing the attached Proxy Form and posting or faxing the signed form back to the Company.

Individuals seeking to attend the Meeting on behalf of corporate Shareholders should bring with them a "representative authority" duly completed and executed by that corporate shareholder.

We look forward to seeing you at the Meeting.

Yours faithfully

Leon Milford
Chairman

Digislide Holdings Limited

ACN 105 012 066

NOTICE OF GENERAL MEETING

EXPLANATORY MEMORANDUM

and

PROXY FORM

Date of Meeting

Wednesday 24 August 2011

Time of Meeting

10.00 am (Adelaide time)

Place of Meeting

Digislide 100 -102 Cavan Road, Dry Creek SA 5094

TO BE VALID, FORMS OF PROXY FOR USE AT THE GENERAL MEETING
MUST BE COMPLETED AND RETURNED TO

BOARDROOM PTY LIMITED

GPO BOX 3993

SYDNEY NSW 2001

Or

BY FAX TO + 61 2 9290 9655

NO LATER THAN 10.00 am ON MONDAY, 22 AUGUST 2011

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the shareholders of Digislide Holdings Limited ACN 105 012 066 (**Company**) will be held at Digislide 100-102 Cavan Road Dry Creek SA 5094 on Wednesday 24 August 2011 at 10.00 am (Adelaide time) to consider the following resolutions.

The attached Explanatory Memorandum contains information in relation to each of the resolutions and should be read in conjunction with this Notice of General Meeting.

1. Ordinary business

1.1 Issue of equity securities

Resolution 1: ratification of issue of Shares and Share Options

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 1,601,545 shares and 400,386 Options in the capital of the Company issued at the various VWAP prices to the parties as specified in section 1.1 of the Explanatory Memorandum."

Voting exclusion statement

A vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of:

- a person who participated in the issue; or
- any associate of that person.

However, the above does not prevent the casting of a vote if:

- it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- it is not cast on behalf of a person who participated in the issue or an associate of that person.

1.2 Resolution 2: ratification of issue of Shares

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 1,666,069 shares in the capital of the Company issued at the prices and to the persons as specified in section 1.2 of the Explanatory Memorandum."

Voting exclusion statement

A vote on this Resolution 2 must not be cast (in any capacity) by or on behalf of:

- a person who participated in the issue; or
- any associate of that person.

However, the above does not prevent the casting of a vote if:

- it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- it is not cast on behalf of a person who participated in the issue or an associate of that person.

1.3 Resolution 3: ratification of issue of Shares

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of issue and allotment of 5,003,448 shares in the capital of the Company issued at the prices and to the persons as specified in section 1.2 of the Explanatory Memorandum."

Voting exclusion statement

A vote on this Resolution 3 must not be cast (in any capacity) by or on behalf of:

- a person who participated in the issue; or
- an associate of that person.

However, the above does not prevent the casting of a vote if:

- it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- it is not cast on behalf of a person who participated in the issue or an associate of that person..

2. Shareholders who are entitled to vote

The Board has determined that for the purposes of voting at the General Meeting, Shareholders will be taken to be those persons recorded on the Company's register of Shareholders as at 7.00 pm on Monday, 22 August 2011.

3. Proxy votes

In accordance with section 249L of the Corporations Act 2001 (Cth), Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company;

- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

To be effective, a completed proxy form must be received by the Company no later than 10.00 am (Adelaide time) on Monday, 22 August 2011 at the Company's share registry. Proxies may be lodged:

BY MAIL Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX + 61 2 9290 9655

or

IN PERSON Share Registry – Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

For the convenience of Shareholders a Proxy Form is enclosed, together with instructions for appointment of a proxy.

By order of the Board



Jeff King
Company Secretary

Dated: 20 July 2011

EXPLANATORY MEMORANDUM TO NOTICE OF GENERAL MEETING

Introduction

This Explanatory Memorandum has been prepared for the information of the Shareholders of the Company to assess Resolutions 1 to 3 to be put at the General Meeting of the Company on Wednesday, 24 August 2011 at 10.00 am (Adelaide time).

The resolutions are ordinary resolutions and accordingly require approval by a simple majority of Shareholders present at the meeting and entitled to vote on the resolution by show of hands or on a poll.

This Explanatory Memorandum should be read in conjunction with the Notice of General Meeting.

Capitalised terms in this Explanatory Memorandum are defined in its Glossary.

1. Notice requirements and disclosures for Resolutions

1.1 Resolution 1: Ratification of issue of Shares and Share Options

ASX Listing Rule 7.5 – Shareholder to ratify the Issue of Securities

Listing Rule 7.1 requires the Company issue no more than 15% of its capital in any one year. The Company may issue more shares than that with Shareholder approval and in certain other circumstances not presently relevant. Obtaining this shareholder approval would give the Company the capacity to issue further capital by refreshing the Company's 15% threshold, should it wish to do so during the next 12 months without having to seek further Shareholder approval.

ASX Listing Rule 7.5 requires the following information be given to Shareholders and approval is sought from Shareholders for the issue of Shares in the Company on these terms.

For the purposes of Listing Rule 7.5, Shareholders are advised of the following:

- (a) 1,601,545 Shares and 400,386 Share Options were issued and allotted on the respective dates and at the VWAP as set out in Appendix B
- (b) the Shares were issued on the same terms as the Company's existing Shares;
- (c) the Share Options were issued pursuant to the terms as outlined in Appendix A Option terms;
- (d) the allottees are detailed in Appendix B Section 1 of this Explanatory Memorandum;
- (e) the funds raised by this share issue were used to provide working capital to the Company on the basis as set out in this section of the Explanatory Memorandum; and
- (f) a voting exclusion statement is included in the Notice

1.2(a) Background and reason for the ratification of the issue of Shares and Options pursuant to Resolution 1.

The Company has periodically issued shares for working capital purposes to meet the company's ongoing operating expenses and cash flow management. The issue of these Shares and attaching Options raised \$170,711.86 in working capital for the Company.

Pursuant to Resolution 1, Shareholders approval is sought to ratify the issue and allotment of the Shares and Options under Listing Rule 7.4.

1.3 Resolution 2 and 3: Ratification of issue of Shares

ASX Listing Rule 7.5 – Shareholder to ratify the Issue of Securities

Listing Rule 7.1 requires the Company issue no more than 15% of its capital in any one year. The Company may issue more shares than that with Shareholder approval and in certain other circumstances not presently relevant. Obtaining this shareholder approval would give the Company the capacity to issue further capital by refreshing the Company's 15% threshold, should it wish to do so during the next 12 months without having to seek further Shareholder approval.

ASX Listing Rule 7.5 requires the following information be given to Shareholders and approval is sought from Shareholders for the issue of Shares in the Company on these terms.

For the purposes of Listing Rule 7.5, Shareholders are advised of the following:

- (a) a total of 6,669,517 Shares as detailed in Appendix C, Sections 1 and 2 were issued and allotted on the respective dates and at the prevailing VWAP;
- (b) the Shares were issued on the same terms as the Company's existing Shares;
- (c) the allottees are detailed in Appendix C Section 1 and 2 of this Explanatory Memorandum;
- (d) the funds raised by these share issues provided working capital and enabled the discharge of trade payables and loans on the basis as set out in this section of the Explanatory Memorandum; and
- (e) a voting exclusion statement is included in the Notice

1.3(a) Background and reason for the ratification of the issue of Shares pursuant to Resolutions 2 and 3

Digislide entered into arrangements with several parties who requested the settlement of their trade accounts with the Company in Shares. In consideration for the discharge of \$276,779.36 in trade payables and loans to unrelated parties Digislide issued 1,666,069 Shares.

On the 14 June 2011 Digislide received subscriptions for Shares and settled further trade accounts with several parties with the Company in the amount of \$241,751.53, through the issue of 5,003,448 Shares.

Approval for the ratification of the issue and allotment of the Shares, as noted in paragraphs 1.3(a) above, is sought under Listing Rule 7.4.

Directors Recommendations

The Directors unanimously recommend that Shareholders approve all Resolutions

The Directors confirm that this Notice of General Meeting and Explanatory Memorandum contains all information, that is known to the Company and its Directors, that is reasonably required by Shareholders in order to decide whether or not it is in the Company's interest to pass this Resolution.

2. Glossary of terms

In this Notice of General Meeting and Explanatory Memorandum and any associated documents the following terms have the following meaning:

Board	Board of Directors of Digislide
CEO	Chief Executive Officer
Corporations Act	the Corporations Act 2001 (Cth)
Company or Digislide	Digislide Holdings Limited (ACN 105 012 066)
Constitution	the Constitution of Digislide, as amended from time to time
Director	a Director of Digislide
Equity securities	means a Share, a Note or an Option
Explanatory Memorandum	means the explanatory memorandum set out in this document
Notice of General Meeting	means the Notice of General Meeting set out in this document
Meeting	This General Meeting of members of Digislide to be held on 24 August 2011
Notice	the notice dated 20 July 2011 convening the Meeting
Option or Share Option	An option to subscribe for a Share in the Company
Optionholder	The holder of an Option
Share	a fully paid ordinary share in the capital of Digislide
Shareholder	the registered holder of one or more Shares
VWAP	volume weighted average share price

Appendix A: Option terms

Each Option entitles the holder to subscribe for and be allotted one Share. The exercise price for the Options varies between \$0.04636 and \$0.17685 as set out in Appendix B.

1. If not previously exercised, the Options expire on a date being 36 months from date of issue (the Expiry Date).
2. The Options are exercisable at any time prior to the Expiry Date.
3. The Options are exercised by notice in writing to the Company accompanied by payment of the exercise price as detailed in (1) above.
4. The Options are not transferable, except to a spouse of the Optionholder, or a company wholly owned by the Optionholder and his or her spouse, or pursuant to a court order and no application will be made to the ASX for Official Quotation of the Options.
5. Shares allotted and issued pursuant to the exercise of an Option will be allotted and issued not more than 10 business days after receipt of a properly executed notice of exercise of the Option and payment of the requisite application moneys.
6. All Shares issued upon exercise of the Options will rank pari passu in all respects with the Company's fully paid ordinary shares. The Company will apply for Official Quotation by ASX of all Shares issued upon exercise of the Options within three business days after the date of allotment of those Shares.
7. There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered or made to shareholders during the currency of the Options. However, the Company will send a notice to each Optionholder at least nine business days before the record date for any proposed issue of capital. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
8. There are no rights to a change in exercise price, or in the number of Shares over which the Options can be exercised, in the event of a bonus issue by the Company prior to the exercise of any Options.
9. In the event of any reorganisation of the issued capital of the Company on or prior to the Expiry Date, the rights of an Optionholder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of the reorganisation.
10. The Company will, at least 20 business days before the Expiry Date, send notices to the Optionholders stating the name of the Optionholder, the number of Options held and the number of securities to be issued on exercise of the Options, the exercise price, the due date for payment and the consequences of non-payment.

Appendix B: Share and Option Issues

Date of Issue	Share Allottee	Shares Issued	Options Issued	Issue Price
11/3/2011	Fortrend Securities Pty Ltd	425,465	116,366	\$0.17685
23/3/2011	Fortrend Securities Pty Ltd	461,540	115,385	\$0.13509
8/7/ 2011	Fortrend Securities Pty Ltd	714,540	178,635	\$0.04636
TOTAL ISSUES		1,601,545	400,386	
TOTAL RECEIVED		\$170,711.86		

Appendix C: Details of Share allottees

Section 1: Allottees pursuant Resolutions 2 and 3:

Share Allottees	Date of issue of Shares	Number of Shares issued	Notional issue price per Share
International Equities Pty Ltd	15 April 2011	386,303	\$0.2037
Kevin Soper	15 April 2011	450,000	\$0.200
Kevin Soper	15 April 2011	300,000	\$0.16813
Jeff King	15 April 2011	130,447	\$0.11125
Philip Banks	15 April 2011	161,863	\$0.11125
Kevin Soper	15 April 2011	237,456	\$0.11125
Total		1,666,069	

Section 2: Allottees pursuant to Resolutions 2 and 3:

Share Allottees	Date of Issues of Shares	Number of Shares Issued	Notional issue price per Share
Tower Superannuation Fund	14/6/2011	42,075	\$0.048317
Kevin J Soper	14/6/2011	1,983,062	\$0.048317
Digislide Superannuation Fund	14/6/2011	55,881	\$0.048317
Margaret Eisenberg	14/6/2011	413,933	\$0.048317
Eisenberg Retirement Fund	14/6/2011	36,067	\$0.048317
Peter Rubinshtein	14/6/2011	218,164	\$0.048317
Rubitek Pty Ltd	14/6/2011	281,826	\$0.048317
Harrison McFall King	14/6/2011	265,474	\$0.048317
Custom Optics	14/6/2011	206,966	\$0.048317
Patricia Reginato ATF Z J Reginato-Outhred	14/6/2011	500,000	\$0.048317
Michael Y Annoh ATF L Annoh	14/6/2011	500,000	\$0.048317
Timothy English ATF N English	14/6/2011	500,000	\$0.048317
Total		5,003,448	

FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

FACSIMILE
+61 2 9290 9655

Name and Address

ALL CORRESPONDENCE TO:
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia



Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10 am (Adelaide time) MONDAY 22nd AUGUST 2011

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

STEP 3 Sign the Form

The form must be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at 10am (Adelaide time) on Wednesday, 24th August 2011. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL - Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX - +61 2 9290 9655

IN PERSON - Share Registry – Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

<Address 1>
 <Address 2>
 <Address 3>
 <Address 4>
 <Address 5>
 <Address 6>

STEP 1 - Appointment of Proxy

I/We being a member/s of **Digislide Holdings Limited** and entitled to attend and vote hereby appoint

☐ the Chairman of
the Meeting
(mark with an
'X')

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **General Meeting of Digislide Holdings Limited to be held at 100 – 102 Cavan Road, Dry Creek SA 5094 on Wednesday the 24th of August 2011 at 10am (Adelaide time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

STEP 2 - Voting directions to your Proxy – please mark ☒ to indicate your directions

Ordinary Business

	For	Against	Abstain*
Resolution 1 Ratification of Issue of 1,601,545 Shares and 400,386 Share Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of Issue of 1,666,069 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification of Issue of 5,003,448 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above. The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone Date / / 2011