

FACILITATE DIGITAL HOLDINGS LIMITED

SHARE TRADING POLICY

Introduction

This document sets out the Company's policy with regard to the sale and purchase of shares in the Company by its directors, general managers, their direct reports ("senior managers") and employees.

The purpose of this policy is to assist directors, senior managers and employees to avoid conduct that might be considered to be a criminal act of "insider trading", and to establish appropriate rules for trading in the Company's shares.

For the purposes of this policy, trading in the Company's shares also extends to trading in other securities issued by the Company including options. The policy does not apply to applications for options and the disposal of shares acquired under the Employee Share Option Plan, except if the employee was in possession of price sensitive information at that time.

This policy applies to trading in the Company's shares by directors, both executive and non-executive, to senior managers, to employees and to trading by their family members, friends and associates. The Senior Managers include Key Management Personnel within the meaning of Accounting Standard AASB 124.

The Board takes the matter of the purchase and sale of shares in the Company seriously and expects full compliance with this policy.

What is insider trading?

Insider trading is a criminal offence under the Corporations Act, punishable by large fines or imprisonment, or both.

The key elements that constitute insider trading by any individual are:

- That person possesses information about the Company which is not generally available to the market. It is important to note that the definition of information is broad enough to include rumours and tips, regardless of their truth.
- That information if it were known in the market would be likely to have a material effect on the share price of the Company. This information is often referred to as being "price sensitive".
- The person uses this price sensitive information to their advantage by trading in the Company's shares or having someone else do so on their behalf. In this way they gain an unfair advantage.

- It is also insider trading if a person passes on price sensitive information to other parties knowing (or where they should have reasonably known) that the other party will use that information to trade in the Company's shares. This includes family, friends and associates.

What sort of information is “price sensitive”?

The sort of information which might affect the Company's share price and which may be regarded as “price sensitive” includes;

- The Company's financial results before these have been published, particularly if they are significantly better or worse than market expectations.
- Any pending material acquisitions or divestments by the Company.
- The threat of any material litigation that may involve the Company.
- Any proposed changes to the composition of the Board or senior management.
- Information on a proposed bonus issue of shares or changes to dividend policies.
- Information of new deals/contracts won, proposals made or negotiations in process.

As well as the prohibitions against insider trading, directors and senior managers (as do all employees) have a common law duty of confidentiality to the Company. Directors and senior managers must not reveal any confidential information concerning the Company. Directors and senior managers must not use any of this confidential information in any manner which may injure or cause loss to the Company.

Policy for trading in the Company's shares

Directors, senior managers or employees must not buy or sell shares in the Company when they are in possession of price sensitive information which is not generally available to the market.

When can you deal in the Company's shares?

Public companies are required to continuously disclose price sensitive information, so there is no particular period of time in which it can be automatically assumed that it is safe to trade in the Company's shares.

The only permissible time for a director, senior manager or employee to buy or sell the Company's shares is when he or she is not in possession of price sensitive information.

Without limiting this principle, the following rules have been established to assist directors, senior managers and employees in fulfilling their obligations:

- a) Directors, senior managers and employees must not engage in short term trading i.e. the buying and selling of the same parcel of shares (or part thereof) within a twelve month period.

- b) There is an absolute prohibition on any trading of shares in the period from the close of books until the date of announcement of the full year and half year results respectively, and in the two week period prior to the Annual General Meeting.
- c) Directors, senior managers and employees may trade in the Company's shares in the period commencing one day after the announcement of the full year results, half year results and the Annual General Meeting, provided always that the director, senior manager or employee is not in possession of price sensitive information at the time of trading.

Approval to Trade in Securities

Prior to a director buying, selling or exercising options over the Company's securities, the director must advise the Chairman of their intentions and not proceed until approval in writing to the transaction has been granted by the Chairman.

Prior to an employee buying, selling or exercising options over the Company's securities the employee must advise the Chairman or the Company Secretary of their intentions and not proceed until approval in writing to the transaction has been granted by the Chairman or the Company Secretary.

ASX Notification

ASX Listing Rule 3.19B obliges directors to notify the Company after any dealing in the Company's securities (either personally or through a third party) which results in a change in the relevant interests of the director. The Company in turn must notify the ASX within 5 business days of any change in the relevant interest of the director.