Facilitate Digital Holdings Limited (ASX:FAC)
1/420 Elizabeth Street
Surry Hills NSW 2010
Australia

FACILITATE DIGITAL HOLDINGS LIMITED
ACN 093 823 253

Notice of General Meeting to Shareholders

NOTICE IS GIVEN THAT A GENERAL MEETING OF THE MEMBERS OF FACILITATE DIGITAL HOLDINGS LIMITED (**COMPANY**) WILL BE HELD AT LINK MARKET SERVICES, LEVEL 12, 680 GEORGE STREET, SYDNEY, ON MONDAY, 10 SEPTEMBER 2007 AT 10,00AM TO CONDUCT THE BUSINESS, SPECIFIED BELOW.

RESOLUTION 1

The purpose of the Meeting is to consider and if thought fit pass the following resolution as an Ordinary Resolution:

"That, subject to the passing of Resolution 2, for the purposes Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue fully paid ordinary shares in the capital of the Company the details of which are as follows:

Maximum Number of Shares to be Issued	MS = $3,125,000 / V where: MS means Maximum number of shares to be issued V means the volume weighted average price of the Company's ordinary shares in the 14 days ending on the close of business 7 June 2007
Name of Allottees	Buzzvox Pty Ltd ACN 110 121 269 as trustee Lachlan Opray Family Trust Pavo Group Pty Ltd ACN 110 121 296 as trustee of the Pavo Trust U & A Pty Ltd ACN 110 121 232 as trustee U&A

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	Trust
	Wilde Stroh Pty Ltd ACN 106 162 627 as trustee Stroh Family Trust
	United Capital Investments Pty Ltd ACN 094 760 586 as trustee of the Kurt Opray Discretionary Trust
	Gargantuan Events Pty Ltd ACN 098 210 747 at trustee of the Mick Legrand Family Trust
	Steve Fitzgerald
Percentage of Maximum Number of Shares to be issued to Allottees:	
Buzzvox Pty Ltd ACN 110 121 269	18.81%
Pavo Group Pty Ltd ACN 110 121 296	18.81%
U & A Pty Ltd ACN 110 121 232	18.81%
Wilde Stroh Pty Ltd ACN 106 162 627	18.81%
United Capital Investments Pty Ltd ACN 094 760 586	18.81%
Gargantuan Events Pty Ltd ACN 098 210 747	4.95%
Steve Fitzgerald	1.00%
Date of Issue	No later than 30 September 2007
Issue Price	The volume weighted average price of the Company's ordinary shares in the 14 days ending on the close of business 7 June 2007

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Terms of Securities	Ordinary securities
Intended Use of Funds Raised	To fund the acquisition of shares in Impact Data Pty Ltd
Date of Allotment	No later than 30 September 2007
Voting Exclusion Statement	The Company will disregard any votes cast on this resolution by a party to the transaction or any person who may participate in the proposed issue and any person who may obtain a benefit (except a benefit solely in the capacity of a security holder) if the resolution is passed and any associates of those persons.

SHORT EXPLANATION

As part of the acquisition of Impact Data Pty Ltd (**Impact Data**), securities will be issued by the Company to the shareholders of Impact Data.

Accordingly, shareholder approval is being sought for the purposes of Listing Rule 7.1 to allow those parties to be issued securities in the Company.

Under Listing Rule 7.1, the Company may not issue more than 15% of its ordinary share capital in any 12 month rolling period without shareholder approval.

RESOLUTION 2

The purpose of the Meeting is to consider and if thought fit pass the following resolution as an Ordinary Resolution:

"That, subject to the passing of Resolution 1, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue fully paid ordinary shares in the capital of the Company the details of which are as follows:

Maximum Number of Shares to be	

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Issued	To be determined by the following formula: MS = $10,000,000.00 / PP Where: MS means Maximum number of shares to be issued. PP = price per share the subject of the placement.

Date of Issue	Not longer than 3 months from the date of this meeting.
Issue Price	To be determined by the Directors, but to be an amount not less than 80% of volume weighted average price of the Company's ordinary shares in the 5 trading days prior to the date of issue of the shares.
Name of Allottees	Parties to be identified and selected by the Directors and the Company's advisors.
Terms of Securities	Ordinary securities.
Intended Use of Funds Raised	To fund the purchase of the shares in Impact Data Pty Ltd.
Date of Allotment	To be determined by the Directors.
Voting Exclusion Statement	The Company will disregard any votes cast on this resolution by a party to the transaction or any person who may participate in the proposed issue

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	and any person who may obtain a benefit (except a benefit solely in the capacity of a security holder) if the resolution is passed and any associates of those persons.

Short Explanation

To fund the acquisition of Impact Data Pty Ltd (**Impact Data**), the Company will offer a placement of securities to parties identified and selected by the Company and its advisors.

Accordingly, shareholder approval is being sought for the purposes of Listing Rule 7.1 to allow those parties to be issued securities in the Company.

Under Listing Rule 7.1, the Company may not issue more than 15% of its ordinary share capital in any 12 month rolling period without shareholder approval.

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*** NOTES TO RESOLUTION:**

I. A member entitled to attend and vote is entitled to appoint a proxy.

II. The Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10am on Sunday, 8 September 2007, being no later than 48 hours before the commencement of the General Meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the reply paid envelope or:

- By posting, delivery or facsimile to Facilitate Digital registry as follows:

  Facilitate Digital Holdings Limited
  C/- Link Market Services Limited
  Locked Bag A14
  Sydney South NSW 1235

- Facsimile: 02 9287 0309

- Delivering it to Level 12, 680 George Street, Sydney, NSW 2000.

III. An ordinary resolution is one passed by a majority of at least 50% of such members of the Company as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at the meeting.

DATED 8 / 8 / 2007.

BY ORDER OF THE BOARD

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Paul M Southwick
Company Secretary

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