

27 May 2011

The Manager
Company Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sirs

Rights Issue

Pursuant to LR3.17 and Appendix 7A, we enclose a copy of a letter being sent to shareholders today containing the information required by Appendix 3B.

Yours faithfully

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

Jim Story
Company Secretary



27 May 2011

Dear Shareholder

**PRO RATA NON RENOUNCEABLE RIGHTS ISSUE
NOTIFICATION TO ELIGIBLE SHAREHOLDERS**

On 24 May 2011, Facilitate Digital Holdings Limited (ABN 84 093 823 253) ("FAC") announced it was conducting a non-renounceable pro rata offer of 1 fully paid ordinary share in FAC ("**New Shares**") for every 14 existing FAC ordinary shares held by shareholders on the Record Date (as defined below) at an offer price of A\$0.08 per New Share¹ ("**Rights Issue**").

The Rights Issue will raise approximately \$700,000. The Rights issue is being fully underwritten by certain sophisticated investors and one of the directors, and their associated entities. FAC will issue a maximum of approximately 9.32 million shares under the Rights Issue. The number of FAC shares on issue at the completion of the Rights Issue will be a maximum of approximately 139.85 million.

The Rights Issue is being implemented by FAC in accordance with section 708AA of the Corporations Act 2001, as notionally modified by ASIC Class Orders CO 08/35 and CO 07/571. FAC will not issue a prospectus for the Rights Issue. Instead, an Offer Document was lodged with the ASX on 26 May 2011 and is being sent to Eligible Shareholders on 8 June 2011. The Offer Document includes a letter from the Chairman of the Company providing some background to the raising and the outlook and prospects for the Company. It can be viewed on the ASX website at www.asx.com.au (ticker code FAC) or on the Company's website at www.facilitatedigital.com. Enclosed with the Offer Document will be a personalised Entitlement and Acceptance Form and a copy of the Offer Document.

The Rights Issue is being made to shareholders of FAC whose registered address is in Australia or New Zealand ("**Eligible Shareholders**") and who hold shares in FAC as at 7:00pm (Sydney time) on 7 June 2011 ("**Record Date**"). All other shareholders are not eligible to participate in the Rights Issue.

The New Shares have not been and will not be registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States absent registration under the US Securities Act or an exemption from registration. The entitlements may not be taken up by persons in the United States or for the account or benefit of persons in the United States.

Entitlements to acquire New Shares pursuant to the Rights Issue are non-renounceable. Eligible Shareholders can choose whether or not to take up their entitlements in whole or in part. If Eligible Shareholders take no action, they will not be allocated any New Shares and their entitlements will lapse. Eligible Shareholders will not receive any payment or value for any lapsed entitlement.

New Shares issued under the Rights Issue will be allotted on or about 30 June 2011 and will rank equally with existing FAC ordinary shares (“Existing Shares”).

The funds raised will assist the Company to offset pressures arising from currency movements, and assist with cashflow requirements for ongoing operations including supporting the Company’s significant growth potential in key global markets.

Key Dates for the Rights Issue:

Event	Date
Announcement of Rights Issue	24 May 2011
Lodgment of Appendix 3B, and Offer Document with ASX	26 May 2011
Notices sent to Ineligible Shareholders and options holders	26 May 2011
Notice sent to Eligible Shareholders and Ineligible Shareholders	27 May 2011
Existing Shares quoted ex-entitlements on ASX	1 June 2011
Record Date for Rights Issue	7 June 2011 @ 7.00pm
Despatch of Personalised Entitlement and Acceptance Form and Offer Document to Eligible Shareholders	8 June 2011
Rights Issue opening date	8 June 2011
Rights Issue closing date (last day for receipt of acceptances)	27 June 2011 @5.00pm (Sydney time)
Notification of under subscriptions to ASX	28 June 2011
Allotment of New Shares	30 June 2011
Despatch of holding statements	1 July 2011
Normal trading commences on ASX	4 July 2011

Before making a decision whether to apply for New Shares, please read the Offer Document carefully in its entirety when you receive it. For further information on the Rights Issue, you should contact your financial adviser or other professional advisor or call the FAC Company Secretary, Jim Story on 0404 090 935.

Yours faithfully



Jim Story
Company Secretary